

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

VICE GROUP HOLDING INC., *et al.*

Debtors.¹

Chapter 11

Case No. 23-10738 (JPM)

(Jointly Administered)

**ORDER ESTABLISHING DEADLINES FOR
FILING PROOFS OF CLAIM AND APPROVING
THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion [Docket No. 327] (the “Application”)² of Vice Group Holding Inc. and its debtor affiliates, as debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order (this “Order”), pursuant to sections 105, 501, 502 and 503 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c), and Rule 3003-1 of the Local Rules, establishing deadlines (or bar dates) by which proofs of claim must be filed against the Debtors and approving the form and manner of notice thereof (each a “Bar Date”), all as more fully set forth in the Application; and this Court having jurisdiction to consider the Application and the relief requested therein; and it appearing that venue of these Chapter 11 Cases and the Application in

¹ The Debtors’ in these chapter 11 case, along with the last four digits of each Debtors’ tax identification number are: Vice Group Holding Inc. (4250); Vice Impact Inc. (9603); Vice Media LLC (5144); Villain LLC (3050); Boy Who Cried Author LLC (6199); Carrot Operations LLC (1596); Carrot Creative LLC (8652); Channel 271 Productions LLC (1637); Clifford Benski, Inc. (9387); Dana Made LLC (1065); Inverness Collective LLC (6542); JT Leroy Holding LLC (7555); PLDM Films LLC (5217); Project Change LLC (2758); R29 Pride, LLC (7011); R29 Productions, LLC (6344); Refinery 29 Inc. (7749); Valvi LLC (6110); Vice Content Development, LLC (5165); Vice Distribution LLC (5515); Vice Europe Holding Limited (N/A); Vice Europe Pulse Holding Limited (N/A); Vice Food LLC (1693); Vice Holding Inc. (2658); Vice International Holding, Inc. (5669); Vice Music Publishing LLC (3022); Vice Payroll LLC (6626); Vice Productions LLC (5399); Vice Project Services LLC (6473); Virtue Worldwide, LLC (7212); Visur LLC (9336); VTV Productions LLC (6854); and Goldie Films, Inc (1241).

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

this district is proper; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and notice of the Application having been provided to all parties entitled to receive such notice; and no other or further notice need be given; and a Certificate of No Objection to the Debtors' Application having been filed on October 16, 2023 [Docket No. 527]; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application [Docket No. 327] is GRANTED to the extent set forth herein.
2. As used herein (a) the term "claim" has the meaning given to such term in section 101(5) of the Bankruptcy Code, (b) the term "entity" has the meaning given to such term in section 101(15) of the Bankruptcy Code, and (c) the term "governmental unit" has the meaning given to such term in section 101(27) of the Bankruptcy Code.
3. The form of notice, substantially in the form annexed to the Application as **Exhibit 2** [Docket No. 327, Ex. 2] (the "Bar Date Notice"), is approved and shall be deemed adequate and sufficient if posted on the Debtors' case website maintained by Stretto and is served at least thirty-five (35) days before the General Bar Date (as defined below), by first class mail³ or by electronic transmission, if a first class mailing address is unavailable, on:
 - (a) The U.S. Trustee;
 - (b) Counsel to the Committee and counsel to any other official committee;
 - (c) All persons or entities that have requested Bankruptcy Rule 2002 notice;

³ The Debtors shall mail notice of the General Bar Date (or the Governmental Bar Date, as applicable) to the last known mailing address for each creditor, as reflected in the Debtors' books and records at such time.

- (d) All persons or entities that have filed claims;
- (e) All creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;
- (f) All non-debtor counter parties to executory contracts and unexpired leases of the Debtors;
- (g) All parties to litigation with the Debtors;
- (h) all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- (i) All other entities listed on the Debtors' matrix of creditors;
- (j) The Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units (a list of such agencies is available from the Office of the Clerk of the Court); and
- (k) Such additional persons and entities as deemed appropriate by the Debtors.

4. Except as otherwise provided in this Order, all entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim against the Debtors that arose or is deemed to have arisen prior to the Petition Date must file a proof of claim in writing in accordance with the procedures described herein **so as to be actually received by 5:00 p.m. (Prevailing Eastern Time)** on or before **November 24, 2023**, the date that is thirty-five (35) days after the Debtors serve the Bar Date Notice (the "General Bar Date").

5. The General Bar Date applies to all types of claims against the Debtors that arose prior to the commencement of the Chapter 11 Cases on May 15, 2023 (the "Petition Date"), including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), 507(a)(5), and 503(b)(9) of the Bankruptcy Code), and unsecured nonpriority claims.

6. Subject to the provisions of paragraphs 11 through 13 of this Order with respect to claims subject to the Rejection Claims Bar Date, the Amended Schedules Bar Date, and the Governmental Bar Date, and the exceptions described in paragraphs 8, 9 and 10 below, the following are the claims for which proofs of claim must be submitted on or before the General Bar Date:

- a. claims against a Debtor that are not listed in the applicable Debtor's Schedules or are listed in the applicable Debtor's Schedules as "disputed," "contingent," or "unliquidated" and the holder of such claim(s) desires to share in any distribution to creditors in the Chapter 11 Cases;
- b. prepetition claims improperly classified in the Schedules or listed in an incorrect amount and the holder of such claim(s) desires to have its claims allowed in a classification or amount other than that identified in the Schedules;
- c. prepetition claims listed in the Schedules where the holder of such claim believes it is not an obligation of the specific Debtor against which the claim is listed and desires to have its claim allowed against a Debtor other than as identified in the Schedules; and
- d. any claim against a Debtor that is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

7. The following procedures for the filing of proofs of claim shall apply:

- a. Proofs of claim must conform substantially to Official Bankruptcy Form No. 410.; Proofs of claim must be filed by submitting the original proof of claim by: (i) U.S. Mail, Federal Express, or other mail, courier, or hand delivery service to Vice Group Holding Inc., et al Claims Processing c/o Stretto 410 Exchange, Suite 100 Irvine, CA 92602; (ii) hand delivery service to the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, New York 10004-1408; or (iii) utilizing the electronic filing system available through the claims agent's website at: <https://cases.stretto.com/vice/> under link entitled "File A Claim." Proofs of claim will be deemed timely only when submitted and actually received in accordance with the foregoing procedures on or before the applicable Bar Date;

Proofs of claim submitted by facsimile or electronic mail shall not be accepted and shall not be deemed properly filed.

- b. Proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include any documents upon which the claim is based (or, if such documents are not available, a statement as to why); (iii) be written in English; and (iv) be asserted and denominated in United States currency; and
 - c. Proofs of claim must specify by name and case number the applicable Debtor or Debtors against which the claim is filed. Except otherwise as set forth herein or in any other order of this Court, (i) if the holder asserts a claim against more than one Debtor or has multiple claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor, (ii) any entity filing a proof of claim must identify on its proof of claim form the specific Debtor against which its claim is asserted, and (iii) any claim filed only in the lead case (Vice Group Holding, Inc., Case No. 23-10738), or that otherwise fails to identify a specific Debtor, shall be deemed to be filed only against Debtor Vice Group Holding, Inc.
 - d. Claimants submitting a Proof of Claim through non electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Debtors' claims agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Debtors' claims agent) and (ii) a self-addressed, stamped envelope.
8. Proofs of claim need not be filed as to the following types of claims:
- a. Any claim that has already been asserted in a proof of claim against the applicable Debtor(s) with the claims agent appointed in these Chapter 11 Cases, or the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 410;
 - b. Any claim that is listed on the Schedules filed by the Debtors provided that (i) the claim is **not** scheduled as “disputed,” “contingent,” or “unliquidated;” (ii) such claimant agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such claimant does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
 - c. Any claim that previously has been allowed by order of this Court;
 - d. Any claim for which a creditor is otherwise not required to file a proof of claim on account of such claim by order of this Court;
 - e. Any claim that has been paid in full by any of the Debtors (or any other party) in accordance with the Bankruptcy Code or an order of this Court;

- f. Any claim for which a different filing deadline has previously been fixed by this Court;
 - g. Any claim by a Debtor against another Debtor;
 - h. Any claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than claims entitled to priority under section 503(b)(9) of the Bankruptcy Code);
 - i. The DIP Secured Parties, on account of claims arising under the DIP Loan Documents, and the Prepetition Secured Parties, on account of claims arising under the Prepetition Term Loan Documents;⁴ and
 - j. Any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.
9. Notwithstanding paragraph 9(b), holders of the (i) Initial Subordinated Notes, (ii) Series B Senior Subordinated Notes, (iii) Series B Senior Subordinated Notes, (iv) Series C Senior Subordinated Notes, (v) Series C Senior Subordinated Notes, (vi) Series D Senior Subordinated Notes, (vii) Series E Senior Subordinated Notes, (viii) Series F Senior Subordinated Notes, (ix) Series G Senior Subordinated Notes, (x) Series G Senior Subordinated Notes, (xi) Series H Senior Subordinated Notes and (xii) Series H Senior Subordinated Notes (together, the “Senior Subordinated Notes” and holders thereof, the “Holders”) need not file proofs of claim, provided that if the Debtors file amended schedules that modify the amount or description of the Senior Subordinated Notes, the Holders shall be afforded an opportunity to file proofs of claim.
10. Claims based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability corporation or partnership, or

⁴ Capitalized terms used in this paragraph 8(i) but not otherwise defined herein shall have the meanings ascribed to such terms in the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens And Superpriority Claims, (III) Modifying The Automatic Stay, (IV)*

warrants or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to herein as an “Interest”) are not subject to the General Bar Date and the holder of such Interest (the “Interest Holder”) does not have to file a proof of claim at this time; *provided, however*, that Interest Holders that wish to assert *claims* against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception contained in this Bar Date Order applies.

11. Any person or entity asserting claims arising from or relating to the rejection of executory contracts or unexpired leases, in accordance with section 365 of the Bankruptcy Code or any order of this Court (including any order confirming a chapter 11 plan) authorizing the rejection of an executory contract or unexpired lease (any such order, a “Rejection Order”), or claims otherwise related to such rejected agreements (the “Rejection Damage Claims”), is required to file proofs of claim by the later of (a) the General Bar Date or (b) date that is thirty (30) days after entry of the applicable Rejection Order (the “Rejection Claims Bar Date”). For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature relating to executory contracts or unexpired leases rejected pursuant to a Rejection Order, including, without limitation, claims entitled to administrative expense priority under section 503(b) of the Bankruptcy Code, must be filed by the Rejection Claims Bar Date. Rejection Orders entered after the date of entry of this Order shall include a description of the Rejection Claims Bar Date in the text of each.

12. If the Debtors amend or supplement their Schedules after the service of the Bar Date Notice, the Debtors shall give notice of such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date (as defined below) to file proofs of claim in response to the amendment or supplement to the Schedules. The affected claimant is required to 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 by the later of: (a) the General Bar Date; or (b) 5:00 p.m. Eastern Time on the date that is thirty (30) calendar days after the date that notice of the applicable amendment to the Schedules is served on the claimant (the "Amended Schedules Bar Date"). Notwithstanding the foregoing, and except as otherwise provided in the Final DIP Order, nothing in the Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are

expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

13. All governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date (including secured claims, unsecured priority claims, and unsecured nonpriority claims) are required to file proofs of claim by **January 16, 2024 at 5:00 p.m., Eastern Time** (the “Governmental Bar Date”).

14. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in the prescribed manner utilizing an appropriate form, shall be forever barred, estopped, and enjoined from: (a) asserting any claim against the Debtors or their estates or property that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent, and liquidated or (ii) is of a different nature or a different classification than any claim identified in the Schedules on behalf of such entity (any such claim under subparagraph (a) of this paragraph being referred to herein as an “Unscheduled Claim”); or (b) voting upon, or receiving any distribution under, any chapter 11 plan promulgated in these Chapter 11 Cases in respect of an Unscheduled Claim.

15. Any entity that files a proof of claim in these Chapter 11 Cases shall be deemed to have submitted to the Court’s jurisdiction for purposes of the proof of claim.

16. The Debtors and Stretto 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.

17. The entry of this Order is without prejudice to the right of the Debtors to: (i) seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred

from doing so; and (ii) after the initial mailing of the Bar Date Notice, the Debtors may, in consultation with the Committee, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 14 days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

18. 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: New York, New York
October 23, 2023

/S/ John P. Mastando III
HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE