

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MANDELBAUM BARRETT PC

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

FRANCESCA'S ACQUISITION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 26 – 11312 (MEH)

(Joint Administration Requested)
(Shortened Notice Requested)

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I)
AUTHORIZING THE DEBTORS TO (A) FILE A CONSOLIDATED LIST OF THE
DEBTORS' 30 LARGEST UNSECURED CREDITORS, (B) FILE A CONSOLIDATED
LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING
MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors")
respectfully state as follows in support of this motion (this "Motion"):

¹ The Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Francesca's Acquisition, LLC (3616); Francesca's Operations, Inc. (6872); Francesca's Administrative Management, Inc. (5788); and Francesca's IP Company, Inc. (9588). The Debtors' service address is 8760 Clay Road, Suite 100, Houston, TX 77080.

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** and **Exhibit B** (the “Interim Order” and “Final Order,” respectively):

(a) Authorizing, but not directing, the Debtors to (i) file a consolidated list of the Debtors’ thirty (30) largest unsecured creditors in lieu of filing separate creditor lists for each Debtor, (ii) file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor, and (iii) redact certain personally identifiable information; and

(b) Granting related relief. In addition, the Debtors request that the Court schedule a final hearing within approximately 21 days of the commencement of these chapter 11 cases to consider entry of the Final Order.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a), 107(c), and 521 of title 11 of the United States Code (the “Bankruptcy Code”), rules 1007, 2002, 9007, and 9037 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 1007-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

Background

5. On the date hereof (the “Petition Date”), the Debtors each commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have requested that the chapter 11 cases (the “Chapter 11 Cases”) be jointly administered.

6. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. No trustee, examiner, or statutory committee of creditors has been appointed in the Chapter 11 Cases.

8. A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ Chapter 11 Cases, is set forth in the *Declaration of Curt Kroll, Chief Financial Officer of Francesca’s Acquisition, LLC in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) filed contemporaneously with the Motion.²

Basis for Relief

I. Cause Exists to Authorize the Debtors to File a Single Consolidated List of Top 30 Unsecured Creditors and Prepare a List of Creditors in Lieu of Filing a Separate Mailing Matrix for Each Debtor.

9. Section 521(a) of the Bankruptcy Code and Bankruptcy Rule 1007(a)(1) require a debtor in a voluntary chapter 11 case to file a list containing the name and complete address of each of the debtors’ creditors. *See* 11 U.S.C. § 521(a); Fed. R. Bankr. P. 1007(a)(1). Additionally, Bankruptcy Rule 1007(d) provides that a debtor shall file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.”

² Capitalized terms used but not otherwise defined in this Motion have the meanings ascribed to them in the First Day Declaration.

Fed. R. Bank. P. 1007(d). This list is primarily used by the United States Trustee for the District of New Jersey (the “U.S. Trustee”) to evaluate the types and amounts of unsecured claims against a debtor and, thereby, identify potential candidates to serve on an official committee of unsecured creditors appointed in a debtor’s case pursuant to section 1102 of the Bankruptcy Code.

10. Debtors request authority to file a single list of their thirty (30) largest general unsecured creditors on a consolidated basis (the “Top 30 List”).³ Because the top creditor lists for each individual Debtor overlap, the Debtors submit that filing separate lists for each Debtor would be of limited utility. In addition, the exercise of compiling separate top creditor lists for each individual Debtor could consume an excessive amount of the Debtors’, and their advisors’, limited time and resources. The Debtors believe that the Top 30 List will better aid the U.S. Trustee in the efforts to communicate with these creditors.

11. Allowing the Debtors to prepare and maintain a consolidated list of their creditors (the “Consolidated Creditor Matrix”), in lieu of filing a separate creditor matrix for each Debtor, is warranted under the circumstances of these chapter 11 cases where there in excess of one thousand creditors and parties in interest. Converting the Debtors’ computerized information to a format compatible with the matrix requirements, as well as the preparation of separate lists of creditors for each Debtor would be expensive, time consuming, administratively burdensome, and increase the risk of error with respect to information already on computer systems maintained by the Debtors or their agents. Accordingly, the Debtors respectfully request authority to file one Consolidated Creditor Matrix for all Debtors.

³ The Debtors submit that if any of these chapter 11 cases converts to a case under chapter 7 of the Bankruptcy Code, the applicable Debtor will file an unconsolidated Top 30 List within fourteen (14) days of any such conversion.

12. The Debtors, working together with Stretto, Inc. (“Stretto”) as their proposed claims and noticing agent in these chapter 11 cases (the “Proposed Claims and Noticing Agent”), have already prepared a single, consolidated list of the Debtors’ creditors in electronic format. The Debtors are prepared to make the Consolidated Creditor Matrix available in electronic form to any party in interest who so requests (or in non-electronic form at such requesting party’s sole cost and expense), and the Debtors intend to file a copy of the Consolidated Creditor Matrix on the docket.

13. Courts in this jurisdiction have granted relief similar to the relief requested herein. *See, e.g., In re Careismatic Brands, LLC*, 24-10561 (VFP) (Bankr. D.N.J. Feb. 29, 2024) (authorizing a consolidated list of the debtors’ 30 largest unsecured creditors); *In re WeWork, Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Dec. 20, 2023) (same); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Oct. 18, 2023) (authorizing on an interim basis a consolidated list of the debtors’ 50 largest unsecured creditors); *In re Cyxtera Tech., Inc.*, No. 23-14853 (JKS) (Bankr. D.N.J. June 29, 2023) (authorizing a consolidated list of the debtors’ 30 largest unsecured creditors); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. May 17, 2023) (same); *In re David’s Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. Apr. 19, 2023) (same); *In re BlockFi Inc.*, No. 22 19361 (MBK) (Bankr. D.N.J. Nov. 30, 2022) (authorizing a consolidated list of the debtors’ 50 largest unsecured creditors).⁴

14. Accordingly, the Debtors submit that filing a Top 30 List and a Consolidated Creditor Matrix is necessary for the efficient and orderly administration of these chapter 11 cases, appropriate under the facts and circumstances, and in the best interests of the Debtors’ estates.

II. Redaction of Certain Confidential Information of Individuals Is Warranted.

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtors’ proposed counsel.

15. Section 107(c) of the Bankruptcy Code provides that the Court:

for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual's property:

(A) Any means of identification . . . contained in a paper filed, or to be filed in a case under [the Bankruptcy Code].

(B) Other information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1).

16. In addition, privacy and data protection regulations have been enacted in key jurisdictions in which the Debtors and non-Debtor affiliates do business. For example, in 2018, the state of California enacted the California Consumer Privacy Act of 2018 (the "CCPA"),⁵ which provides individuals domiciled in California the right to, among other things, request their collected personal information, including postal addresses, be deleted by entities subject to the regulation and opt out of the sale of personal information by such entities to third parties. Violators risk injunctions and civil penalties of up to \$2,500 for each violation and up to \$7,500 for each intentional violation. Cal. Civ. Code § 1798.155. The CCPA applies to all for-profit entities doing business in California (the "CCPA Entities") that collect and process consumers' personal data and satisfy one of the following criteria: (i) annual gross revenue in excess of \$25 million; (ii) buys, shares, receives, or sells the personal information of more than 100,000 consumers, households, or devices for commercial purposes; or (iii) receives 50% or more of their annual

⁵ See also Virginia Consumer Data Protection Act Va. Code §§ 59.1-575-59.1-585 (effective as of January 1, 2023); Connecticut Act Concerning Personal Data Privacy and Online Monitoring, Public Act § 22 15 (effective as of July 1, 2023); Florida Digital Bill of Rights, Fla. Stat. § 501.701 (effective on July 1, 2024); Texas Data Privacy and Security Act, Tex. Bus. & Com. Code Ann. § 541 (effective on July 1, 2024); Tennessee Information Protection Act, Tenn. Code Ann. § 47-18 (effective on July 1, 2025); Indiana Data Privacy Law, Ind. Code § 24-15 (effective on January 1, 2026).

revenues from selling consumers' personal information. Cal. Civ. Code § 1798.140(d)(1). The Debtors may qualify as CCPA Entities because the Debtors maintain six store locations in California, in addition to an e-commerce business, and generated annual gross California revenue for 2025 of approximately \$27 million.

17. It is appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Court in these chapter 11 cases, including, but not limited to, the Consolidated Creditor Matrix and the Debtors' schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules and Statements"), and any related affidavits of service, (a) the home and e-mail addresses of all natural persons, including the Debtors' employees, former employees, individual equity holders, contract workers, and customers, because (i) some such parties may be minors and (ii) such information can be used to perpetrate identity theft or locate survivors of domestic violence, harassment, stalking, or phishing scams per 11 U.S.C. § 107(c)(1).

18. The risk in relation to 11 U.S.C. § 107(c)(1) is not merely speculative. In at least one recent chapter 11 case, the abusive former partner of a debtor's employee used the publicly accessible creditor and employee information filed in the chapter 11 case to track the employee at her new address that had not been publicly available until then, forcing the employee to change addresses again.⁶ More recently, in a chapter 11 case in the Southern District of New York, at least twelve phishing scams have been uncovered,⁷ including instances where scammers posed as associates of debtor's counsel using fake email accounts purportedly from debtor's counsel, posed as the debtor's claims agent, falsified a court order to provide for purported "filing fees" and "tax

⁶ The incident, which took place during the first Charming Charlie chapter 11 proceedings in 2017, is described in the "creditor matrix motion" filed in *Charming Charlie Holdings Inc.*, Case No. 19-11534 (CSS) (Bankr. D. Del. Jul. 11, 2019), (Docket No. 4).

⁷ See *In re Celsius Network, LLC*, Case No. 22-10964 (MG), Docket Nos. 1527, 1904, 1992, 2082, 2896, 3121, 3251, 3422, 3722, 3932, and 4070.

fees,” called individual creditors from a number formerly associated with the debtor’s now defunct customer center, or manipulated the automatic reply function of the debtor’s customer support email system to send emails containing phishing URLs in the subject line to approximately 144,000 email addresses associated with individual creditors of the debtors, all designed to obtain individual creditors’ personally identifiable information, account information, or to gain access to their financial assets.

19. The Debtors propose to provide an unredacted version of the Consolidated Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to the proposed Order to (a) the Court, (b) the U.S. Trustee, (c) counsel to any official committee appointed in these chapter 11 cases, (d) counsel for Prepetition Agent, and (e) any party in interest upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases (in the Debtors’ discretion). In each case, this would be subject to a review of whether such disclosure, on a case-by-case basis, would violate any obligation under the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or any other privacy or data protection law or regulation. Nothing herein precludes a party in interest’s right to file a motion requesting that the Bankruptcy Court unseal the information redacted by the Order.

20. Courts in this jurisdiction and within the Third Circuit have granted the relief requested herein in comparable chapter 11 cases. *See, e.g., In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Feb. 29, 2024) (authorizing the debtors to redact the home and email addresses of natural persons listed on the creditor matrix, schedules and statements, and other documents filed with the court); *In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. December 20, 2023) (same); *In re DirectBuy Home Improvement, Inc.*, No. 23-19159 (SLM) (Bankr. D.N.J. Nov. 30, 2022) (same); *In re Christopher & Banks Corp.*, No. 21 10269 (ABA)

(Bankr. D.N.J. Jan. 15, 2021) (same); *In re SLT Holdco, Inc.*, No. 20-18368 (MBK) (Bankr. D.N.J. July 30, 2020) (same); *In re FTX Trading Ltd.*, No. 22-11068 (JTD) (Bankr. D. Del. Jan. 20, 2023) (authorizing the debtors to redact the names, addresses, and email addresses of their customers from any documents filed with the court or made publicly available in the debtors' chapter 11 cases for 90 days from the entry of the order); *In re Carestream Health, Inc.*, No. 22-10778 (JKS) (Bankr. D. Del. Oct. 6, 2022) (authorizing the debtors to seal those portions of the creditor matrix, consolidated creditor list, and the lists of equity security holders that contain the residential address information of individuals on a final basis).⁸

21. In addition to granting the requested relief, bankruptcy courts in other districts within the Third Circuit have expounded on the importance of authorizing debtors to redact individual creditors' personally identifiable information, including home addresses in particular. In *Art Van Furniture*, in overruling the objection of the U.S. Trustee to the same redaction relief proposed here, Chief Judge Sontchi (Ret.) noted that the proposed redaction is not a "burden of proof" issue so "much as a common sense issue." Hr'g Tr. at 25:6–7, *In re Art Van Furniture, LLC*, No. 20-10533 (CSS) (Bankr. D. Del. Mar. 2020).⁹ Judge Sontchi found that "at this point and given the risks associated with having any kind of private information out on the internet, [redaction] has really become routine [and] I think obvious relief." *Id.* at 25:13–16. Similarly, in

⁸ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

⁹ Similarly, Judge Sontchi previously overruled the Delaware U.S. Trustee's objection to the redaction of individuals' information and found that "it's just plain common sense in 2019—soon-to-be 2020—to put as little information out as possible about people's personal lives to present [sic] scams . . . [Identity theft] is a real-life issue, and, of course, the issue of domestic violence is extremely important." Hr'g Tr. at 48:20–22, 49:3–5, *In re Anna Holdings*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019). Notably, Judge Sontchi acknowledged that "the world is very different from [the 1980s] when you and I started practice with the problems of identity theft" and that his perspective had evolved in that he was not previously aware of "the dangers with this kind of information becoming public." *See* Hr'g Tr. at 45:25-46:2, 47:22–24. The Debtors reserve the right to supplement the record with respect to such risks insofar as they are not self-evident in this instance.

Clover, Judge Owens overruled the U.S. Trustee’s objection, noting that “[t]o me it is common sense. I don’t need evidence that there is, at best, a risk of identity theft and worse a risk of personal injury from listing someone’s name and address on the internet by way of the court’s electronic case filing system and, of course, the claims agent’s website. . . . The court can completely avoid contributing to the risk by redacting the addresses. And while there is, of course, an important right of access we routinely redact sensitive and confidential information for corporate entities and redact individual’s home addresses.” Hr’g Tr. at 24:21-25, 25:9-10, *In re Clover Techs. Grp., LLC*, No. 19-12680 (KBO) (Bankr. D. Del. Jan. 22, 2020). Similarly, when Judge Gross (Ret.) overruled the U.S. Trustee’s objection in *Forever 21*, he stated that “[w]e live in a new age in which the theft of personal identification is a real risk, as is injury to persons who, for personal reasons, seek to have their addresses withheld.” Hr’g Tr. at 60:22–25, *In re Forever 21, Inc.*, No. 19-12122 (KG) (Bankr. D. Del. Dec. 19, 2019).

22. For these reasons, cause exists to authorize the Debtors to redact, pursuant to section 107(c)(1) of the Bankruptcy Code, the names, home addresses, and email addresses of individual creditors, including the Debtors’ employees, former employees, contract workers, and customers listed on the Consolidated Creditor Matrix, Schedules and Statements, or any other document filed with the Court. Absent such relief, the Debtors (a) would unnecessarily render individuals more susceptible to identity theft, and (b) could jeopardize the safety of former employees, contract workers, customers, and other individual creditors who, unbeknownst to the Debtors, are survivors of domestic violence, harassment, or stalking by publishing their home and email addresses without any advance notice or opportunity to opt out or take protective measures.

Reservation of Rights

23. Notwithstanding anything to the contrary herein, nothing contained in this Motion or any actions taken pursuant to any order granting the relief requested by this Motion is intended or should be construed as (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (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 by the Debtors 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, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) 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; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

The Requirements of Bankruptcy Rule 6003(b) are satisfied

24. Bankruptcy Rule 6003 empowers a court to grant certain relief within the first 21 days after the petition date only “to the extent that relief is necessary to avoid immediate and irreparable harm.” For the reasons discussed above, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of the administration of their estates, and the failure to receive the requested relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors’ efficient administration of their estates at this critical juncture. The requested relief is necessary for the Debtors to operate their businesses during these chapter 11 cases and maximize the value of their estates for the benefit of all stakeholders. The Debtors submit that the requested relief is “necessary to avoid immediate and irreparable harm,” as contemplated by Bankruptcy Rule 6003, and request that the Court grant the requested relief.

Waiver of Bankruptcy Rules 6004(a) and 6004(h)

25. The Debtors request that the Court enter an order providing that notice of the relief requested satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Waiver of Memorandum of Law

26. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to Local Rule 9013-1(a)(3) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

Notice

27. The Debtors will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: The Debtors will provide notice of this Motion to the following

parties or their respective counsel: (a) the Office of the U.S. Trustee for the District of New Jersey, Attn: Fran B. Steele, Esq. (Fran.B.Steele@usdoj.gov); (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel for Prepetition Agent; (d) the United States Attorney's Office for the District of New Jersey; (e) the offices of the attorneys general for the states in which the Debtors operate; (f) the Internal Revenue Service; and (g) any party that is entitled to notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

28. No prior request for the relief sought in this Motion has been made to this or any other court.

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WHEREFORE, the Debtors request that the Court enter interim and final orders, in substantially the forms submitted herewith, granting the relief requested herein and such other relief as is just and proper under the circumstances.

DATED: February 5, 2026

Respectfully submitted,

MANDELBAUM BARRETT PC

By: /s/ Vincent J. Roldan

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Proposed Counsel for Francesca's Acquisition, LLC, et al.

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MANDELBAUM BARRETT PC

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

FRANCESCA'S ACQUISITION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 26 – 11312 (MEH)

(Joint Administration Requested)

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS
TO (A) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30
LARGEST UNSECURED CREDITORS, (B) FILE A CONSOLIDATED
LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING
MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors, (B) File a Consolidated List of Creditors In Lieu of Submitting a Separate Mailing Matrix for Each*

¹ The Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Francesca's Acquisition, LLC (3616); Francesca's Operations, Inc. (6872); Francesca's Administrative Management, Inc. (5788); and Francesca's IP Company, Inc. (9588). The Debtors' service address is 8760 Clay Road, Suite 100, Houston, TX 77080.

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

Caption of Order: INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST SECURED CREDITORS, (B) FILE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF

Debtor, and (C) Redact Certain Personally Identifiable Information, and (II) Granting Related Relief (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Interim Order") (a) authorizing the Debtors to (i) file a consolidated list of the Debtors' 30 largest unsecured creditors in lieu of filing separate creditors lists for each Debtor, (ii) file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor, and (iii) redact certain personally identifiable information, (b) scheduling a final hearing to consider approval of the Motion on a final basis, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on June 6, 2025 (Bumb, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at

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

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

Caption of Order: INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST SECURED CREDITORS, (B) FILE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF

a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; 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** on an interim basis as set forth herein.
2. The final hearing (the "Final Hearing") on the Motion shall be held on _____, **2026, at__:_m., prevailing Eastern Time** in the United States Bankruptcy Court for the District of New Jersey, Clarkson S. Fisher U.S. Courthouse, 402 East State Street, Trenton, New Jersey 08608. Any Objections or responses to entry of a final order on the Motion shall be filed **on or before 4:00 p.m., prevailing Eastern Time, on _____, 2026** and served on the following parties: (a) the U.S. Trustee for the District of New Jersey, Attn: Jeffrey M. Sponder (Jeffrey.M.Sponder@usdoj.gov) and Samantha S. Lieb (Samantha.Lieb2@usdoj.gov), One Newark Center, Suite 2100, Newark, New Jersey 07102; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Prepetition Lender; (d) the state attorneys general for states in which the Debtors conduct business; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) the Environmental Protection Agency; (h) other governmental agencies having a regulatory or statutory interest in these cases; (i) any statutory committees appointed in these cases; and (j) any party that has requested notice pursuant

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

Caption of Order: INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST SECURED CREDITORS, (B) FILE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF

to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing. If no objections are filed to the Motion, this Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.

3. The Debtors are authorized, but not directed, on an interim basis, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1007(d), section III(c) of the Complex Case Procedures, and Local Rule 1007 1 to submit a Consolidated Creditor Matrix; *provided that* if any of these chapter 11 cases converts to a case under chapter 7 of the Bankruptcy Code, each applicable Debtor shall file its own separate mailing matrix and provide the Clerk's office with the mailing matrix within fourteen (14) calendar days of any such conversion.

4. The Debtors are authorized, on an interim basis, to submit a single consolidated list of their thirty (30) largest unsecured creditors, excluding insiders, in lieu of a separate list for each Debtor.

5. The Debtors are authorized, on an interim basis, pursuant to section 107(c) of the Bankruptcy Code, to redact on the Consolidated Creditor Matrix, Schedules and Statements, or other documents filed with the Court the home addresses, email addresses, and any other personally identifiable information (not including names) of all customers that are natural persons, except customers otherwise publicly disclosed in these chapter 11 cases as customers; *provided,*

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

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however, that the U.S. Trustee reserves all rights with respect to such redactions at a hearing regarding confirmation of a chapter 11 plan, or thereafter, or in connection with a conversion of the Debtors' chapter 11 cases to cases under chapter 7 of the Bankruptcy Code or a dismissal of the chapter 11 cases. The Debtors shall provide an unredacted version of the Consolidated Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to this Interim Order to (a) the Court; (b) the U.S. Trustee; (c) counsel to any official committee appointed in these chapter 11 cases; (d) counsel for Prepetition Agent; (e) the Proposed Claims and Noticing Agent; and (f) any party in interest upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases (in the Debtors' discretion); *provided that* any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Interim Order.

6. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Interim Order.

7. Nothing in this Interim Order prohibits any customer from voluntarily identifying itself in connection with these Chapter 11 Cases, or voluntarily disclosing any of its contact information. Nothing in this Interim Order exempts any customer from compliance with Bankruptcy Rule 2019.

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

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8. The Debtors shall file a redacted version of the Consolidated Creditor Matrix, Schedules and Statement, or other document filed with the Court as well as post it on the website of the Proposed Notice and Claims Agent.

9. For the avoidance of doubt, the Debtors shall file an unredacted Consolidated Creditor Matrix under seal with the Court.

10. The Debtors shall cause the Consolidated Creditor Matrix to be made available in readable electronic format (or in non-electronic format) upon reasonable request by parties-in-interest.

11. The Debtors, through the Proposed Notice and Claims Agent, are authorized, on an interim basis, to serve all pleadings and papers, including the Notice of Commencement, on all parties listed on the Consolidated Creditor Matrix (including via email if available).

12. Nothing in this Interim Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any customer that is a natural person whose personally identifiable information is sealed or redacted pursuant to this Interim Order. Service of all documents and notices upon customers whose personally identifiable information is sealed or redacted pursuant to this Interim Order shall be confirmed in the corresponding certificate of service.

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

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GRANTING RELATED RELIEF

13. To the extent a party in interest files a document on the docket in these chapter 11 cases that is required to be served on creditors whose information is under seal pursuant to this Interim Order, such party in interest should contact counsel for the Debtors who shall work in good faith, with the assistance of the Proposed Claims and Noticing Agent, to effectuate the service on such party's behalf.

14. The Debtors, through the Proposed Notice and Claims Agent, are authorized, on an interim basis, to modify the service requirements of Bankruptcy Rule 2002(g) and serve all pleadings and papers, including the Notice of Commencement, on all parties listed on the Consolidated Creditor Matrix, including via email, except when a party to be served both (a) has a mailing address in the Debtors' books, records, and files or has designated a mailing address under Bankruptcy Rules 2002(g)(1) or 5003(e), and (b) has requested hard copy U.S. first class mail service, in which case, such party shall be served by mail at such mailing address. Nothing in this Interim Order prevents the Debtors from additionally serving any party by email in addition to the methods of service set forth in Bankruptcy Rule 9036. If notice is provided to any of the Debtors' parties in interest by hard copy U.S. first class mail service, such notice need not exceed one page if it includes a website URL that links directly to the document(s) to which such notice relates. This Interim Order does not authorize service by email of any complaint or other pleading

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

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filed in an adversary proceeding, unless the party to be served consents to email service of the applicable document(s).

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

16. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and Local Rules are satisfied by such notice.

17. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

18. The Debtors shall serve by regular mail or email (if available) a copy of this Interim Order and the Motion on all parties required to receive such service pursuant to Local Rule 9013-5(f), subject to paragraph 14 herein.

19. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

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

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Debtors: FRANCESCA'S ACQUISITION, LLC, *et al.*

Case No.: 26-11312 (MEH)

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GRANTING RELATED RELIEF

Dated: _____, 2026

[]

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Proposed Final Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MANDELBAUM BARRETT PC

3 Becker Farm Road, Suite 105

Roseland, New Jersey 07068

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Proposed Counsel for Francesca's Acquisition, LLC, et al.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

FRANCESCA'S ACQUISITION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 26 – 11312 (MEH)

(Joint Administration Requested)

**FINAL ORDER (I) AUTHORIZING THE DEBTORS
TO (A) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30
LARGEST UNSECURED CREDITORS, (B) FILE A CONSOLIDATED
LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING
MATRIX FOR EACH DEBTOR, AND (C) REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION, AND (II) GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors, (B) File a Consolidated List of Creditors In Lieu of Submitting a Separate Mailing Matrix for Each Debtor,*

¹ The Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Francesca's Acquisition, LLC (3616); Francesca's Operations, Inc. (6872); Francesca's Administrative Management, Inc. (5788); and Francesca's IP Company, Inc. (9588). The Debtors' service address is 8760 Clay Road, Suite 100, Houston, TX 77080.

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Debtors: FRANCESCA'S ACQUISITION LLC, *et al.*

Case No.: 26-11312 (MEH)

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and (C) Redact Certain Personally Identifiable Information, and (II) Granting Related Relief (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of a final order (this "Final Order") (a) authorizing the Debtors to (i) file a consolidated list of the Debtors' 30 largest unsecured creditors in lieu of filing separate creditors lists for each Debtor, (ii) file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor, and (iii) redact certain personally identifiable information, (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for

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

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Debtors: FRANCESCA'S ACQUISITION LLC, *et al.*

Case No.: 26-11312 (MEH)

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the relief granted herein; 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** on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1007(d), and Local Rule 1007-1 to submit a Consolidated Creditor Matrix; provided that if any of these chapter 11 cases converts to a case under chapter 7 of the Bankruptcy Code, each applicable Debtor shall file its own creditor mailing matrix within fourteen (14) days of any such conversion.
3. The Debtors are authorized, on a final basis, to submit a single consolidated list of their thirty (30) largest unsecured creditors in lieu of a separate list for each Debtor.
4. The Debtors are authorized, on a final basis, to file one Consolidated Creditor Matrix for all Debtors.
5. The Debtors are authorized, on a final basis, pursuant to section 107(c) of the Bankruptcy Code, to redact on the Consolidated Creditor Matrix, Schedules and Statements, or other documents filed with the Court the home and email addresses of all natural persons. The Debtors shall provide an unredacted version of the Consolidated Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to this Interim Order to (a) the Court; (b) the

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Debtors: FRANCESCA'S ACQUISITION LLC, *et al.*

Case No.: 26-11312 (MEH)

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U.S. Trustee; (c) counsel to any official committee appointed in these chapter 11 cases; (d) counsel for Prepetition Agent; (e) the Proposed Claims and Noticing Agent; and (f) any party in interest upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases (in the Debtors' discretion); provided that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Final Order.

6. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Final Order.

7. The Debtors shall file a redacted version of the Consolidated Creditor Matrix with the Court as well as post it on the website of the Debtors' Proposed Notice and Claims Agent.

8. The Debtors shall cause the Consolidated Creditor Matrix to be made available in readable electronic format (or in non-electronic format) upon reasonable request by parties-in-interest.

9. The Debtors, through the Proposed Notice and Claims Agent, are authorized, on an final basis, to serve all pleadings and papers, including the Notice of Commencement, on all parties listed on the Consolidated Creditor Matrix (including via email if available).

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10. Nothing in this Final Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any party whose personally identifiable information is sealed or redacted pursuant to this Final Order. Service of all documents and notices upon persons whose personally identifiable information is sealed or redacted pursuant to this Final Order shall be confirmed in the corresponding certificate of service.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and Local Rules are satisfied by such notice.

13. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

14. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2026 _____

Page (6)

Debtors: FRANCESCA'S ACQUISITION LLC, *et al.*

Case No.: 26-11312 (MEH)

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[]
UNITED STATES BANKRUPTCY JUDGE