

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

|  |   |                         |
|--|---|-------------------------|
| In re:   | ) | Chapter 11              |
|  | ) |                         |
| OLD LC, INC., <i>et al.</i> f/k/a <b>Loot Crate, Inc.</b> , <sup>1</sup> | ) | Case No. 19-11791 (BLS) |
|  | ) |                         |
| Debtors.   | ) | (Jointly Administered)  |
| _____  | ) |                         |

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM AND  
ASSERTION OF ADMINISTRATIVE EXPENSE CLAIMS**

**TO ALL KNOWN CREDITORS OF THE DEBTORS:**

On August 11, 2019 for Old LC, Inc., Old LC Holdings, Inc., and Old LCF, Inc., and on August 12, 2019 (collectively, the “**Petition Date**”), the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), filed voluntary petitions for relief (the “**Cases**”) under Chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

On November 19, 2020, the Court entered an order (the “**Bar Date Order**”) establishing certain claims bar dates for those who wish to assert claims against the Debtors. **Please read this notice carefully.**<sup>2</sup>

**THE BAR DATES**

The Bar Date Order establishes the following bar dates for filing claims in these Cases (collectively, the “**Bar Dates**”):

**The General Bar Date.** Pursuant to the Bar Date Order, except as described below, all creditors holding claims, whether secured, priority (including Section 503(b)(9) Claims), or unsecured, against the Debtors that arose prior to the Petition Date must file proofs of claim by the General Bar Date which is **January 5, 2021 at 5:00 p.m. Eastern Time.**

**The Governmental Bar Date.** Pursuant to the Bar Date Order, except as described below, all governmental units holding claims against the Debtors (whether secured, priority, or unsecured) that arose before the Petition Date must file proofs of claim by the Governmental

---

<sup>1</sup> The Debtors are the following four entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Old LC, Inc. (7119), Old LC Holdings, Inc., Old LCF, Inc., and Old LC Parent, Inc. The Debtors’ noticing address in these Chapter 11 cases is c/o Bryan Cave Leighton Paisner LLP, Attn: Mark I. Duedall, 1201 W. Peachtree Street, 14<sup>th</sup> Floor, Atlanta, Georgia 30309.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Bar Date Order.

Bar Date, which is the same date and time as the General Bar Date, **January 5, 2021 at 5:00 p.m. Eastern Time.**

**The Rejection Bar Date.** Any creditor whose claims arise from the rejection of an executory contract or unexpired lease pursuant to a Court order (any such order, a “***Rejection Order***”) or by operation of Section 365(d)(4) of the Bankruptcy Code, including secured claims, priority claims, and unsecured claims that arose or are deemed to have arisen prior to the Petition Date (collectively, the “***Rejection Damages Claims***”), must file a proof of claim on or before the later of: **(i) the General Bar Date (see above); or (ii) 5:00 p.m. Eastern Time 30 days after service of a Rejection Order.**

**The Amended Schedules Bar Date.** If the Debtors amend their schedules of assets and liabilities (the “***Schedules***”) to reduce the undisputed, non-contingent, and liquidated amount of a claim against the Debtors, to change the nature or classification of a claim against the Debtors, or to add a new claim to the Schedules, any affected entities that dispute such changes must file a proof of claim or amend any previously filed proof of claim with regard to the amended scheduled claim on or before the later of: **(i) the General Bar Date (see above); or (ii) 5:00 p.m. Eastern Time, on the date that is 30 days after the date that notice of the applicable amendment to the Schedules is served on the affected creditor.**

**The Administrative Expense Bar Date.** Pursuant to the Bar Date Order, except as described below, and subject to the applicable limitations set forth in Section 503(b)(1)(D) of the Bankruptcy Code, all creditors holding claims of any kind that arose during the period beginning on or after the Petition Date and ending on **November 19, 2020**, must file such claims by the Administrative Expense Bar Date which is the same date and time as the General Bar Date of **January 5, 2021 at 5:00 p.m. Eastern Time.**

For purposes of this notice, the term “claim” as to or against the Debtors means: (i) any 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) any 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.

## **FILING CLAIMS**

### **1. WHO MUST FILE A CLAIM**

Subject to the terms of the Bar Date Order, the following creditors must file proofs of claim, or requests for the payment of Administrative Expense Claims, as applicable, on or before the General Bar Date or the Administrative Expense Bar Date, as applicable:

- (a) any creditor: (i) whose prepetition claim against the Debtors is not listed in the Debtors’ Schedules or is listed as disputed, contingent, or unliquidated; and (ii) that desires to participate in these Cases or share in any distributions in these Cases;

- (b) any creditor that believes that its prepetition claim is improperly classified in the Debtors' Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount different from the classification or amount identified in the Schedules; and
- (c) any creditor that asserts an Administrative Expense Claim, other than any governmental units with respect to any proof of claim or application for allowance for any claims covered by Section 503(b)(1)(B), (C), or (D) of the Bankruptcy Code.

## 2. **WHAT TO FILE**

### **Prepetition Claims**

Creditors asserting claims against the Debtors that arose before the Petition Date must use the copy of the proof of claim form (the "***Proof of Claim Form***") included with this notice, or Official Form B10. Additional copies of the Proof of Claim Forms may be obtained on the Stretto website at <https://cases.stretto.com/lootcrate>.

### **Administrative Expense Claims**

Creditors asserting Administrative Expense Claims must use the administrative expense claim form (the "***Administrative Expense Claim Form***") included with this notice, or Official Form B10. Additional copies of the Administrative Expense Claim Forms may be obtained on Stretto's website at <https://cases.stretto.com/lootcrate>.

## 3. **WHEN AND WHERE TO FILE**

Creditors must deliver the Proof of Claim Form and/or Administrative Expense Claim Form in person or by courier service, hand delivery, or mail so it is received on or before the applicable Bar Date at the following address:

Loot Crate Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

Additionally, creditors submitting a Proof of Claim Form or Administrative Expense Claim Form may deliver it electronically using the interface available on Stretto's website at <https://cases.stretto.com/lootcrate>.

Forms will be deemed filed when actually received by Stretto, the Debtors' claims agent. **Forms may not be delivered via facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions **will not** be accepted by Stretto.

Forms will be collected, docketed, and maintained by Stretto. If you want to receive acknowledgement of Stretto's receipt of a form, you must submit by the applicable Bar Date, with your original form: (i) a copy of the original form; and (ii) a self-addressed, postage prepaid return

envelope. If you submit a Proof of Claim Form or Administrative Expense Claim Form through Stretto's website interface, you will receive an email confirmation of your submission.

When filing a claim, creditors must identify on its form the particular Debtor against which the creditor asserts its claim. Any creditor asserting a claim against more than one Debtor must file a separate form with respect to each Debtor. Any claim filed under the joint administration case number, Old LC, Case No. 19-11791 (BLS), or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Old LC, Inc. If a creditor lists more than one Debtor on any one form, the relevant claims shall be treated as filed only against the first listed Debtor.

All forms must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The form must be written in English, be denominated in United States currency, and conform substantially with the Proof of Claim Form or the Administrative Expense Claim Form, as applicable. The Proof of Claim Form or the Administrative Expense Claim Form, of Official Form 410, as applicable, must set forth with specificity the legal and factual basis for the alleged claim. You must attach to your completed form, any documents on which your claim is based, or, a summary if such documents are too voluminous to attach, or an explanation as to why the documents are not available.

#### **4. ENTITIES NOT REQUIRED TO FILE A CLAIM**

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need **not** file Proof of Claim Forms:

- (a) any creditor that already has filed a signed proof of claim against the Debtors in a form substantially similar to Official Bankruptcy Form No. 410 with: (i) the Clerk of the Bankruptcy Court for the District of Delaware; or (ii) the Debtors' claims and noticing agent, Stretto;
- (b) any creditor: (i) whose claim is not listed as "disputed," "contingent," or "unliquidated" in the Debtors' Schedules; and (ii) that agrees with the nature, classification, and amount of its claim as identified in the Schedules; and (iii) that does not dispute that its claim is an obligation of the specific Debtor(s) in whose Schedules the claim is listed;
- (c) any creditor whose claim against the Debtors previously has been allowed by an order of this Court;
- (d) any holder of a claim that has been paid or otherwise satisfied in full by any of the Debtors or any other party;
- (e) any officer, director, or employee of the Debtors who held such position as of the Petition Date and has a claim against the Debtors for indemnification, contribution, or reimbursement; provided, however, that any of the foregoing parties that wishes to assert a claim other than a claim arising from or relating to indemnification,

contribution, or reimbursement will be required to file a proof of claim by the General Bar Date, unless another exception identified in this Section 4 applies;

- (f) any governmental unit which has an executed settlement agreement with the Debtors in respect of its claims (**unless** there is a default under the settlement agreement, in which case a proof of claim **must** be filed by the General Bar Date);
- (g) any person that holds a pre-petition claim on account of the Debtor's failure to (y) deliver consumer goods to such person or (z) fulfill a subscription or order for consumer goods paid for by such person;
- (h) the DIP Agent, and the DIP Lender (each as defined in the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing on a Super-Priority, Senior Secured Basis and (B) Use Cash Collateral and (II) Adequate Protection to Certain Prepetition Lenders, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* (the "**Final DIP Order**") [D.I. 232]); provided, however, that: (i) the foregoing exclusion in this subparagraph shall only apply to claims arising from or relating to any of the DIP Obligations or Prepetition Obligations (each as defined in the Final DIP Order); and (ii) any of the foregoing parties that wishes to assert a claim other than a claim arising from or relating to any of the DIP Obligations or Prepetition Obligations (each as defined in the Final DIP Order) will be required to file a proof of claim by the General Bar Date, unless another exception identified in this Section 4 applies; and
- (i) any estate professionals.

In addition, the Bar Date Order provides that the following creditors **not** be required to file an Administrative Expense Claim Form by the Administrative Expense Bar Date:

- (a) any creditor that has already properly filed a request for the payment of an Administrative Expense Claim that clearly sets forth that such party is asserting an Administrative Expense Claim;
- (b) any creditor whose Administrative Expense Claim has been allowed by a prior order of the Court;
- (c) any creditor whose Administrative Expense Claim has been paid or otherwise satisfied in full by any of the Debtors or any other party;
- (d) pursuant to Local Rule 3002-1(a), any governmental units with respect to any proof of claim or application for allowance for any claims covered by Section 503(b)(1)(B), (C), or (D) of the Bankruptcy Code;
- (e) any counterparty to a lease of nonresidential real property or executory contract that asserted an Administrative Expense Claim for a cure amount in connection with an objection to the assumption and assignment of a lease or contract by the Debtors; provided that, any counterparty that previously asserted an unliquidated cure amount that has become liquidated or that seeks to assert amounts accrued

subsequent to the filing of any cure objection must file an Administrative Expense Claim Form asserting an Administrative Expense Claim for such additional amount;

- (f) the holder of a claim allowable under Section 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense that arose after November 19, 2020;
- (g) any governmental unit which has an executed settlement agreement with the Debtors in respect of its claims (**unless** there is a default under the settlement agreement, in which case a proof of claim **must** be filed by the General Bar Date);
- (h) the DIP Agent and the DIP Lenders (each as defined in the Final DIP Order; provided, however, that: (i) the foregoing exclusion in this subparagraph shall only apply to Administrative Expense Claims arising from or relating to any of the DIP Obligations or Prepetition Obligations (each as defined in the Final DIP Order); and (ii) any of the foregoing parties that wishes to assert an Administrative Expense Claim other than a claim arising from or relating to any of the DIP Obligations or Prepetition Obligations (each as defined in the Final DIP Order) will be required to file an Administrative Expense Claim Form by the Administrative Claim Bar Date, unless another exception identified in this Section 4 applies;
- (i) any person that holds a post-petition claim on account of the Debtor's failure to (y) deliver consumer goods to such person or (z) fulfill a subscription or order for consumer goods paid for by such person;
- (j) any professional advisor whose Administrative Expense Claim is for compensation for legal, financial advisory, accounting, and other services and reimbursement of expenses awarded or allowed under Sections 330(a), 331, or 503 of the Bankruptcy Code or who is being compensated pursuant to the Final DIP Order; and
- (k) fees of the Office of the United States Trustee arising under 28 U.S.C. § 1930.

## **5. NO REQUIREMENTS FOR INTEREST HOLDERS TO FILE PROOFS OF INTEREST**

Any creditor holding an interest in any Debtor (an "***Interest Holder***"), which interest is based exclusively upon the ownership of: (i) a membership interest in a limited liability company; (ii) common or preferred stock in a corporation; or (iii) 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***"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who want 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 a claim by the General Bar Date**, unless another exception applies.

## **EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

As described above, any creditor that wishes to assert a Rejection Damages Claim must file a proof of claim for any prepetition damages caused by such rejection, or any other prepetition claims of any kind or nature whatsoever relating to the rejected agreement **by the Rejection Bar Date.**

## **CONSEQUENCES OF FAILURE TO FILE A CLAIM**

**Creditors that fail to properly file a claim by the applicable Bar Date shall be forever barred, estopped, and enjoined from: (i) asserting any such claim against the Debtors or their estates or property that (a) is in an amount that exceeds the amount, if any, that is identified in the Debtors' Schedules on behalf of such creditor as undisputed, non-contingent, and liquidated, or (b) is of a different nature, classification, or priority than any claim identified in the Debtors' Schedules on behalf of such creditor; or (ii) voting upon any Chapter 11 plan in these Cases, or receiving any distributions in these Cases.**

Notwithstanding the foregoing, if a claim of any creditor was assumed by TLC in connection with the Sale, the failure of the creditor to file a Proof of Claim Form or Administrative Expense Claim Form, as applicable, with respect to such claim by the applicable Bar Date shall not impact TLC's obligation to satisfy such claim.

## **ADDITIONAL INFORMATION**

If you require additional information, you may contact Stretto at (877) 272-4403 or by submitting an inquiry on Stretto's website at <https://cases.stretto.com/lootcrate>. Copies of the Bar Date Order and other information regarding the Debtors' Cases are available for inspection free of charge on Stretto's website at <https://cases.stretto.com/lootcrate>.

**ANY HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING MATTERS NOT COVERED BY THIS NOTICE, INCLUDING WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM FORM OR AN ADMINISTRATIVE EXPENSE CLAIM FORM.**

Dated: Wilmington, Delaware  
November 20, 2020

BY ORDER OF THE COURT

**ROBINSON & COLE LLP**  
Jamie L. Edmonson (No. 4247)  
1201 North Market Street  
Suite 1406  
Wilmington, DE 19801  
Telephone: (302) 516-1700  
Facsimile: (302) 516-1699  
Email: [jedmonson@rc.com](mailto:jedmonson@rc.com)

**BRYAN CAVE LEIGHTON PAISNER LLP**

Mark I. Duedall (No. 3346)

Khaled Tarazi (*Admitted pro hac vice*)

1201 W. Peachtree Street, NW, 14<sup>th</sup> Floor

Atlanta, Georgia 30309-3471

Telephone: (404) 572-6600

Facsimile: (404) 572-6999

Email: mark.duedall@bclplaw.com

khaled.tarazi@bclplaw.com

**BRYAN CAVE LEIGHTON PAISNER LLP**

Andrew J. Schoulder (*Admitted pro hac vice*)

1290 Avenue of the Americas

New York, New York 10104-3300

Telephone: (212) 541-2000

Facsimile: (212) 541-4630

Email: andrew.schoulder@bclplaw.com

*Co-Counsel to the Debtors and Debtors-in-Possession*