

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

Charlotte Russe Holding, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 19-10210 (LSS)

(Jointly Administered)

**RE: D.I. 475**

**ORDER (I) ESTABLISHING A GENERAL BAR DATE TO FILE PROOFS OF CLAIM, (II) ESTABLISHING A BAR DATE TO FILE PROOFS OF CLAIM BY GOVERNMENTAL UNITS, (III) ESTABLISHING AN AMENDED SCHEDULES BAR DATE, (IV) ESTABLISHING A REJECTION DAMAGES BAR DATE, (V) APPROVING THE FORM AND MANNER FOR FILING PROOFS OF CLAIM, (VI) APPROVING THE PROPOSED NOTICE OF BAR DATES, AND (VII) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned Debtors for entry of an order establishing deadlines for filing prepetition proofs of claim against the Debtors in the Debtors’ chapter 11 cases, including general prepetition claims, section 503(b)(9) claims, governmental unit claims, amended schedules claims and rejection damages claims, and approving the form and manner of filing proofs of claim and the related notices; and the Court having reviewed the Motion and any objections filed to the Motion; and it appearing that no other or further notice is required; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Charlotte Russe Holding Inc., (4325); Charlotte Russe Holdings Corporation (1045); Charlotte Russe Intermediate Corporation (6345); Charlotte Russe Enterprise, Inc. (2527); Charlotte Russe, Inc. (0505); Charlotte Russe Merchandising, Inc. (9453); and Charlotte Russe Administration, Inc. (9456). The Debtors’ headquarters are located at 5910 Pacific Center Boulevard, Suite 120, San Diego, CA 92121.

<sup>2</sup> All capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that the venue of this proceeding and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing, after due deliberation, that the relief requested is in the best interest of the Debtors, their estates and creditors; and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. Each entity that asserts a claim against the Debtors that arose before the Petition Date (including section 503(b)(9) Claims) shall be required to file an original, written proof of claim (a “Proof of Claim”), substantially in the form attached hereto as **Exhibit 2** (the “Proof of Claim Form”) or Official Bankruptcy Form B 410.<sup>3</sup> Except in certain other exceptions explicitly set forth herein, all Proofs of Claim must be filed so that they are actually received on or before the date that is thirty (30) days after the service of the Bar Date Notice, as defined below, at 4:00 p.m. (Eastern Time) (the “General Bar Date”), at the address and in the form set forth herein. The General Bar Date applies to all types of claims (whether secured, unsecured priority, or unsecured non-priority) against the Debtor that arose (or are deemed to have arisen) before the Petition Date.

2. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date must file Proofs of Claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party so that they are actually received on or before August 2, 2019 at 4:00 p.m. (Eastern Time) (the “Governmental Bar Date”), at the address and in the form set forth herein. Pursuant to Local

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<sup>3</sup> Copies of Official Bankruptcy Form B 410 may be obtained by: (a) visiting the claims agent website at <http://cases.gardencitygroup.com/mii>, or (b) visiting the website maintained by the courts at <http://www.uscourts.gov/forms/bankruptcy-forms>.

Rule 3002-1(a), no governmental unit is required to file a proof of claim covered by Bankruptcy Code Section 503(b)(1)(B), (C) or (D).

3. If the Debtors amend or supplement their Schedules to reduce or eliminate the undisputed, noncontingent, and liquidated amount of a claim listed in its Schedules, to change the nature or classification of a claim against the Debtors reflected in their Schedules, or to add a new claim to its Schedules, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file a Proof of Claim or amend any previously filed Proof of Claim, if necessary, shall be set as the later of (a) the General Bar Date or (b) thirty (30) days from the date the notice of the Schedule amendment or supplement is given (unless a different period is fixed by the Court). For the avoidance of doubt, holders of claims who filed proofs of claim before the Schedules were amended are not required to file new Proofs of Claim or amend their already-filed Proof of Claims.

4. Any counterparty to a rejected contract or lease must assert claims relating to such rejection on the later of (a) the General Bar Date, (b) thirty-five (35) days after entry of any order authorizing the rejection of an executory contract or unexpired lease, or (c) the date set forth in an order authorizing rejection of an executory contract or unexpired lease (the “Rejection Bar Date”, together with the General Bar Date, the Governmental Bar Date, the Amended Schedules Bar Date, the “Bar Dates”).

5. All Proof of Claim Forms must be filed so as to be actually received by Donlin, Recano & Company, Inc. (the “Claims Agent”), the Debtors’ claims and noticing agent in these Cases, on or before the applicable Bar Dates (or, where applicable, on or before any other bar date, as set forth herein, including a bar date set by another order of this Court or a bar date triggered by an amendment of the Schedules). If Proof of Claim Forms are not received by the

Claims Agent on or before the applicable Bar Dates, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be precluded from voting on any plan in this case and/or receiving distributions from the Debtors on account of such claims in this case.

6. The following categories of claimants, as applicable, shall not be required to file a

Proof of Claim by the Bar Dates:

- a) Any person or entity whose claim is listed on the Schedules and (a) whose claim is not described thereon as disputed, contingent, or unliquidated; (b) who does not dispute the amount or priority of the claim set forth in the Schedules, and (c) who does not dispute that the claim is an obligation of the Debtors;
- b) Any person or entity whose claim has been paid in full, including, but not limited to any claim of an employee of the Debtors for ordinary course wages or benefits to the extent already paid;
- c) Any person or entity that holds an interest in the Debtors, which interest is based exclusively upon ownership of common or preferred stock, membership interest, partnership interest, or warrants or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that interest holders that wish to assert claims (as opposed to ownership interest) against the Debtors other than with respect to 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 identified herein applies;
- d) Any holder of a claim allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of this chapter 11 case, with the exception of the 503(b)(9) Claims, which are subject to the General Bar Date;
- e) Any person or entity who holds a claim that has been allowed by an order of this Court entered on or before the applicable Bar Dates;
- f) Any holder of a claim for which a separate deadline is fixed by this Court;
- g) The DIP Agent, the DIP Lenders, or the Prepetition Secured Parties with regard to all claims arising under the DIP Documents or the Prepetition Documents (each term in this subparagraph as defined in the Debtors' post-petition financing order [D.I. 320]); or

- h) Any holder of a claim who has already properly filed a Proof of Claim with the Clerk of this Court or the Claims Agent against the Debtors, using a claim form which substantially conforms to Official Form B 410.
- 7. The following requirements shall apply with respect to filing and preparing each

Proof of Claim Form:

- a) Contents. Each Proof of Claim Form must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Bankruptcy Form B 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b) Original Signatures Required. Only original Proof of Claim Forms will be deemed acceptable for purposes of claims administration. Copies of Proof of Claim Forms sent by facsimile or electronic mail will not be accepted.
- c) Timely Service. Each Proof of Claim Form, including supporting documentation, must be submitted by electronic submission through the Claims Agent's website (<https://www.donlinrecano.com/Clients/crusse/FileClaim>), or first-class mail, overnight courier, or hand-delivery so as to be **actually received** by the Claims Agent on or before the applicable Bar Date (or, where applicable, on or before any other bar date set forth herein or by order of the Court) at the applicable address:

**If Delivered by First-Class Mail:**

Donlin, Recano & Company, Inc.  
Re: Charlotte Russe Holding, Inc., et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

**If Delivered by Overnight Courier, or Hand Delivery:**

Donlin, Recano & Company, Inc.  
Re: Charlotte Russe Holding, Inc., et al.  
6201 15th Avenue  
Brooklyn, NY 11219

- d) Receipt of Service. Claimants wishing to receive acknowledgment that their Proof of Claim Forms were received by the Claims Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed,

stamped envelope (in addition to the original Proof of Claim Form sent to the Claims Agent).

8. The Debtors shall cause notice of the Bar Date to be mailed only to their known creditors and interested parties, and such mailing shall be made to the last known mailing address for the same.

9. No later than five (5) business days after the Court enters this Order, the Debtors shall serve a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 1** (the "**Bar Date Notice**") and a Proof of Claim Form (together the "**Bar Date Package**"), to the following entities:

- a) The U.S. Trustee;
- b) All creditors and other known holders of claims against the Debtors as of the date of this Order, including all people or entities listed in the Schedules as holding claims against the Debtors;
- c) All known equity and interest holders of the Debtors as of the date this Order is entered, including all entities listed on the Rule 1007 List as holding an interest in the Debtors;
- d) All people or entities that have requested notice of the proceedings in this chapter 11 case pursuant to Bankruptcy Rule 2002 as of the date of this Order;
- e) All people or entities that have filed proofs of claim or proofs of interest in these chapter 11 cases as of the date of this Order;
- f) All people or entities who are party to executory contracts and unexpired leases with the Debtors;
- g) All people or entities who are party to litigation with the Debtors, and their counsel, if they are represented;
- h) The District Director of the Internal Revenue Service for the District of Delaware; and
- i) All other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business.

10. The Debtors shall publish a form of the Bar Date Notice, substantially in the form attached hereto as **Exhibit 3** (the “Publication Notice”) once in the national edition of New York Times and once in the San Diego Union-Tribune, subject to applicable publication deadlines, within seven (7) business days from the entry of the order. Such Publication Notice is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates and the procedures for filing Proofs of Claim in this case.

11. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required, but fails, to file a Proof of Claim or Interest in accordance with this Order on or before the applicable Bar Date shall be precluded from voting on any plan filed in this case and/or receiving distributions from the Debtors on account of such claims in this chapter 11 case.

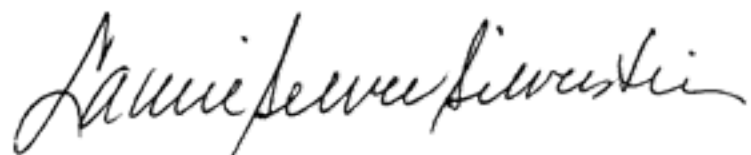
12. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

13. The Debtors and their agents are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

14. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

15. This Court retains jurisdiction with respect to all matters related to the interpretation and implementation of this Order.

**Dated: April 24th, 2019**  
**Wilmington, Delaware**



**LAURIE SELBER SILVERSTEIN**  
**UNITED STATES BANKRUPTCY JUDGE**

**Exhibit 1**  
**Bar Date Notice**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re

Charlotte Russe Holding, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 19-10210 (LSS)

(Jointly Administered)

**RE: D.I. X**

**NOTICE OF ENTRY OF ORDER ESTABLISHING BAR DATES  
FOR FILING PROOFS OF CLAIM INCLUDING SECTION 503(b)(9) CLAIMS**

**PLEASE TAKE NOTICE THAT:**

The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) [D.I. \_\_\_\_] establishing bar dates for filing proofs of claim in Charlotte Russe Holding, Inc. and its affiliated the debtors and debtors in possession (jointly administered under Case No. 19-10210 (LSS)) (collectively, the “Debtors”).

**1. BAR DATES**

- A. GENERAL BAR DATE.** The Bankruptcy Court established \_\_\_\_\_, **2019 at 4:00 p.m. (ET)** (the “General Bar Date”) as the deadline for all persons and entities holding or asserting claims (as defined in section 101(5) of the Bankruptcy Code and explicitly including claims under 11 U.S.C. § 503(b)(9)) against the above-captioned Debtors to file such proof of claim. You must submit any proof of claim so that it is actually received at the address below on or prior to the General Bar Date.
- B. GOVERNMENTAL UNIT BAR DATE.** Pursuant to the Bar Date Order, the Bankruptcy Court established **August 2, 2019 at 4:00 p.m. (ET)** (the “Governmental Bar Date”) as the deadline for all governmental units (as defined in section 101(27) of the Bankruptcy Code) in the above-captioned case to file such claims. You must submit any proof of claim so that it is actually received at the address below on or prior to the Governmental Bar Date.

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Charlotte Russe Holding Inc., (4325); Charlotte Russe Holdings Corporation (1045); Charlotte Russe Intermediate Corporation (6345); Charlotte Russe Enterprise, Inc. (2527); Charlotte Russe, Inc. (0505); Charlotte Russe Merchandising, Inc. (9453); and Charlotte Russe Administration, Inc. (9456). The Debtors’ headquarters are located at 5910 Pacific Center Boulevard, Suite 120, San Diego, CA 92121.

**C. AMENDED SCHEDULES BAR DATE.** All parties asserting claims against the Debtors' estates that are affected by an amendment to the Schedules are required to file proofs of claim by the later of (i) the General Bar Date or (ii) 11:59 p.m. (Eastern Time) on the date that is thirty (30) days after service of a notice on such affected claimant of the amendment to the Schedules.

**D. REJECTION DAMAGES BAR DATE.** All parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease must file a proof of claim by the later of (i) the General Bar Date, (ii) thirty-five (35) days after entry of any order authorizing the rejection of an executory contract or unexpired lease, or (iii) the date set forth in an order authorizing rejection of an executory contract or unexpired lease.

## 2. WHO MUST FILE

**Claim and Interest Holders.** If you have a claim<sup>2</sup> that arose or is deemed to have arisen prior to February 3, 2019 or if you have a claim under 11 U.S.C. § 503(b)(9) for goods delivered to the Debtors in the twenty day period before February 3, 2019, you MUST file a proof of claim by the General Bar Date to share in distributions from the Debtors' estates and vote on any plan, unless one of the exceptions described in Section 5 below applies.

## 3. WHAT TO FILE

**Proof of Claim Form.** The Debtors are enclosing a proof of claim form (the "Proof of Claim Form") for use in the Debtors' Cases. If your claim is scheduled by the Debtors the form also sets forth the amount of your claim as scheduled by the Debtors and the specific Debtor against which the claim is scheduled and may indicate that your claim was listed as contingent, unliquidated, or disputed. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. If you disagree with the information provided on the customized Proof of Claim Form, you should follow the directions to assert the amount and classification of the claim that you believe you hold against or in the Debtors' estates. If you have not received a customized Proof of Claim Form, you may assert your claim by completing the Proof of Claim Form attached to the Bar Date Order or downloading a proof of claim form from <http://www.uscourts.gov/forms/bankruptcy-forms> or from the claims agent's website at <https://www.donlinrecano.com/Clients/crusse/Static/POC>. You must use a proof of claim form that conforms substantially to Official Bankruptcy Form B 410.

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<sup>2</sup> A "claim" is: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

Vendors of goods may be entitled to assert claims arising prior to the Petition Date under section 503(b)(9) of the Bankruptcy Code to the extent that they delivered goods to the Debtors within the 20-day period prior to the Petition Date. The Court has deemed the filing of a Proof of Claim Form as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to the other requirements of the immediately preceding paragraph above, any Proof of Claim Form asserting a section 503(b)(9) claim must (a) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date, (b) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (c) state whether the value of the goods asserted in the Proof of Claim Form represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (d) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted

**4. WHEN AND WHERE TO FILE**

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity desiring to file a proof of claim must send the Proof of Claim Form consistent with this Notice, to the claims agent (the “Claims Agent”):

**A. By Electronic Submission through:**

The Claims Agent’s website  
(<https://www.donlinrecano.com/Clients/crusse/FileClaim>);

**B. by First-Class Mail to:**

Donlin, Recano & Company, Inc.  
Re: Charlotte Russe Holding, Inc., et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219; or

**C. by Overnight Courier, or Hand Delivery to:**

Donlin, Recano & Company, Inc.  
Re: Charlotte Russe Holding, Inc., et al.  
6201 15th Avenue  
Brooklyn, NY 11219

You should not file a Proof of Claim Form if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim against the Debtors.

Proof of Claim Forms will be deemed timely filed only if **actually received** by the Claims Agent on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile or electronic mail (e-mail).

Receipt of Service. Claimants wishing to receive acknowledgment that their Proof of Claim Forms were received by the Claims Agent must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to the Claims Agent).

**5. WHO IS NOT REQUIRED TO FILE**

The following persons or entities **are not** required to file proofs of claim:

- i. Any person or entity whose claim is listed on the Schedules and (a) whose claim is not described thereon as disputed, contingent, or unliquidated; (b) who does not dispute the amount or priority of the claim set forth in the Schedules, and (c) who does not dispute that the claim is an obligation of the Debtors;
- ii. Any person or entity whose claim has been paid in full, including, but not limited to any claim of an employee of the Debtors for ordinary course wages or benefits to the extent already paid;
- iii. Any person or entity that holds an interest in the Debtors, which interest is based exclusively upon ownership of common or preferred stock, membership interest, partnership interest, or warrants or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that interest holders that wish to assert claims (as opposed to ownership interest) against the Debtors other than with respect to 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 identified herein applies;
- iv. Any holder of a claim allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of this chapter 11 case, with the exception of the 503(b)(9) Claims, which are subject to the General Bar Date;
- v. Any person or entity who holds a claim that has been allowed by an order of this Court entered on or before the applicable Bar Dates;
- vi. Any holder of a claim for which a separate deadline is fixed by this Court;
- vii. The DIP Agent, the DIP Lenders, or the Prepetition Secured Parties with regard to all claims arising under the DIP Documents or the Prepetition

Documents (each term in this subparagraph as defined in the Debtors' postpetition financing order [D.I. 320]); or

- viii. Any holder of a claim who has already properly filed a Proof of Claim with the Clerk of this Court or the Claims Agent against the Debtors, using a claim form which substantially conforms to Official Form B 410.

**6. CONSEQUENCES OF FAILURE TO FILE**

Any entity that is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable bar date shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

**7. ACCESS TO THE SCHEDULES AND THE BAR DATE ORDER**

Copies of the Schedules and the Bar Date Order can be viewed and downloaded free of charge on the Claims Agent's website at <https://www.donlinrecano.com/charlotterusse>. Copies of the Schedules and the Bar Date Order are also available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and the Bar Date Order may be viewed on the internet at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) (by following the directions for accessing the ECF system on such website). Finally, copies of these documents may be obtained by contacting in writing counsel for the Debtors, Cooley LLP (attn: Summer M. McKee), 55 Hudson Yards, New York, NY 10001-2157, [SMcKee@cooley.com](mailto:SMcKee@cooley.com)

8. **CONTACT**

Questions concerning submitting proofs of claim and requests for Proof of Claim Forms should be directed to the Claims Agent at (877) 864-4836 or submit an inquiry via e-mail to: [crinfo@donlinrecano.com](mailto:crinfo@donlinrecano.com). You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.

Dated: April X, 2019  
Wilmington, Delaware

BAYARD, P.A.

/s/  
Justin R. Alberto (No. 5126)  
Erin R. Fay (No. 5268)  
Daniel N. Brogan (No. 5723)  
Gregory J. Flasser (No. 6154)  
600 N. King Street, Suite 400  
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- and -

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*Counsel for the Debtors and  
Debtors-in-Possession*

**Exhibit 2**

**Proof of Claim Form**

**Fill in this information to identify the case:**

In re: Charlotte Russe Holding, Inc., et al.

Debtor name: \_\_\_\_\_

United States Bankruptcy Court for the District of Delaware

Case number: \_\_\_\_\_

**Proof of Claim**

Your claim is scheduled by the Debtor as:

**Proof of Claim**

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**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.**

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

**1. Who is the current creditor?** Name and address of creditor (the person or entity to be paid for this claim):  
**Name and address of the creditor.**

Other names the creditor used with the debtor: \_\_\_\_\_

**2. Has this claim been acquired from someone else?**  No  Yes.  
 From whom? \_\_\_\_\_

**3. Where should notices and payments to the creditor be sent?** **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).  
 Name: \_\_\_\_\_ Name: \_\_\_\_\_  
 Address: \_\_\_\_\_ Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_ Zip: \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_ Zip: \_\_\_\_\_  
 Phone: \_\_\_\_\_ Phone: \_\_\_\_\_  
 Email: \_\_\_\_\_ Email: \_\_\_\_\_

Uniform claim identifier for electronic payments in chapter 13 (if you use one): \_\_\_\_\_

**4. Does this claim amend one already filed?**  No  Yes. Claim number on court claims registry (if known): \_\_\_\_\_ Filed on (MM/DD/YYYY): \_\_\_\_\_

**5. Do you know if anyone else has filed a proof of claim for this claim?**  No  Yes.  
 Who made the earlier filing? \_\_\_\_\_

**Part 2: Give Information About the Claim as of the Date the Case was Filed**

**6. Do you have any number you use to identify the debtor?**  No  Yes. Last 4 digits of the debtor's account or any identification number used: \_\_\_\_\_

**7. How much is the claim?** \$ \_\_\_\_\_ **Does this amount include interest or other charges?**  
 No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

**8. What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. \_\_\_\_\_



9. Is all or part of the claim secured?  No  Yes. The claim is secured by a lien on property.

Nature of property:  Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  Motor vehicle  Other (describe): \_\_\_\_\_

Basis for perfection: \_\_\_\_\_  
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ \_\_\_\_\_ Amount of the claim that is secured: \$ \_\_\_\_\_

Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ \_\_\_\_\_

Amount necessary to cure any default as of the date of the petition: \$ \_\_\_\_\_ Annual interest rate (when case was filed): \_\_\_\_\_ %  Fixed  Variable

10. Is this claim based on a lease?  No  Yes. Amount necessary to cure any default as of the date of the petition. \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)?  No  Yes. Check all that apply:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____
<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).	\$ _____

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:  
 I am the creditor.  
 I am the creditor's attorney or authorized agent.  
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): \_\_\_\_\_

Signature: \_\_\_\_\_

Print the name of the person who is completing and signing this claim:

First name: \_\_\_\_\_ Middle: \_\_\_\_\_ Last: \_\_\_\_\_

Title: \_\_\_\_\_

Company (identify the corporate servicer as the company if the authorized agent is a servicer): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

# Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

## How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.** You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you **MUST** file a separate proof of claim for each debtor.
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

## Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website ([www.donlinrecano.com/charlotterusse](http://www.donlinrecano.com/charlotterusse)) to view the filed form.

## Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Administrative expense claim under 11 U.S.C. §503(b)(9):** Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Do not file these instructions with your form.**

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**Exhibit 3**

**Bar Date Publication Notice**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re  
Charlotte Russe Holding, Inc., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11  
Case No.: 19-10210 (LSS)  
(Jointly Administered)

**NOTICE OF ENTRY OF ORDER ESTABLISHING BAR DATES  
FOR FILING PROOFS OF CLAIM INCLUDING SECTION 503(b)(9) CLAIMS**

**PLEASE TAKE NOTICE THAT**, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) [D.I.]: (i) establishing \_\_\_\_\_, **2019 at 4:00 p.m. (ET)** (the “General Bar Date”) as the deadline for all persons and entities, **other than governmental units** (as defined in section 101(27) of the Bankruptcy Code), holding or asserting claims (as defined in section 101(5)) of the Bankruptcy Code and explicitly including claims under 11 U.S.C. § 503(b)(9)) against the above-captioned Debtors to file such proof of claim; (ii) establishing **August 2, 2019 at 4:00 p.m. (ET)** (the “Governmental Bar Date”) as the deadline for all governmental units (as defined in section 101(27) of the Bankruptcy Code) in the above-captioned case to file such claims; and (iii) granting certain other related relief.

**ENTITIES WHO MUST FILE PROOFS OF CLAIM.** If you have a claim<sup>2</sup> that arose or is deemed to have arisen prior to February 3, 2019 or if you have a claim under 11 U.S.C. § 503(b)(9) for goods delivered to the Debtors in the twenty day period before February 3, 2019, you **MUST** file a proof of claim by the General Bar Date to share in distributions from the Debtors’ estates and vote on any plan, unless one of the exceptions described below applies.

**ENTITIES NOT REQUIRED TO FILE PROOFS OF CLAIM.** The following persons or entities **are not** required to file proofs of claim: (i) any person or entity whose claim is listed on the Debtors’ schedules of assets and liabilities (the “Schedules”) and (a) whose claim is not described thereon as disputed, contingent, or unliquidated; (b) who does not dispute the amount or priority of the claim set forth in the Schedules, and (c) who does not dispute that the claim is an obligation of the Debtors; (ii) any person or

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Charlotte Russe Holding Inc., (4325); Charlotte Russe Holdings Corporation (1045); Charlotte Russe Intermediate Corporation (6345); Charlotte Russe Enterprise, Inc. (2527); Charlotte Russe, Inc. (0505); Charlotte Russe Merchandising, Inc. (9453); and Charlotte Russe Administration, Inc. (9456). The Debtors’ headquarters are located at 5910 Pacific Center Boulevard, Suite 120, San Diego, CA 92121.

<sup>2</sup> A “claim” is: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

entity whose claim has been paid in full, including, but not limited to any claim of an employee of the Debtors for ordinary course wages or benefits to the extent already paid; (iii) Any person or entity that holds an interest in the Debtors, which interest is based exclusively upon ownership of common or preferred stock, membership interest, partnership interest, or warrants or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that interest holders that wish to assert claims (as opposed to ownership interest) against the Debtors other than with respect to 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 identified herein applies; (iv) any holder of a claim allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of this chapter 11 case, **with the exception of the 503(b)(9) Claims, which are subject to the General Bar Date**; (v) any person or entity who holds a claim that has been allowed by an order of this Court entered on or before the applicable Bar Dates; (vi) any holder of a claim for which a separate deadline is fixed by the Court; (vii) the DIP Agent, the DIP Lenders, or the Prepetition Secured Parties with regard to all claims arising under the DIP Documents or the Prepetition Documents (each term in this subparagraph as defined in the Debtors' postpetition financing order [D.I. 320]); or (viii) any holder of a claim who has already properly filed a Proof of Claim with the Clerk of this Court or the Claims Agent against the Debtors, using a claim form which substantially conforms to Official Form B 410.

**WHAT TO FILE.** If you are the holder of a claim against the Debtor, you may assert your claim by completing the Proof of Claim Form attached to the Bar Date Order or downloading a proof of claim form from <http://www.uscourts.gov/forms/bankruptcy-forms> or from the claims agent's website at <https://www.donlinrecano.com/Clients/crusse/Static/POC>. You must use a proof of claim form that conforms substantially to Official Bankruptcy Form B 410.

**WHEN AND WHERE TO FILE.** Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity desiring to file a proof of claim must send the Proof of Claim Form consistent with this Notice, to the claims agent (the "Claims Agent"): (a) by Electronic Submission through the Claims Agent's website (<https://www.donlinrecano.com/Clients/crusse/FileClaim>); (b) by First-Class Mail to Donlin, Recano & Company, Inc., Re: Charlotte Russe Holding, Inc., et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; or (c) **by Overnight Courier, or Hand Delivery to** Donlin, Recano & Company, Inc., Re: Charlotte Russe Holding, Inc., et al., 6201 15th Avenue, Brooklyn, NY 11219. Proof of Claim Forms will be deemed timely filed only if **actually received** by the Claims Agent on or before the applicable Bar Date.

**CONSEQUENCES OF FAILURE TO FILE.** Any entity that is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable bar date shall be precluded from voting on any plan filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

**ADDITIONAL INFORMATION.** Additional information, including questions concerning submitting proofs of claim and requests for Proof of Claim Forms should be directed to the Claims Agent (877) 864-4836 or via e-mail to: [crinfo@donlinrecano.com](mailto:crinfo@donlinrecano.com). Copies of the Schedules and the Bar Date Order can also be viewed and downloaded free of charge on the Claims Agent's website at <https://www.donlinrecano.com/charlotterusse>. Finally, copies of these documents may be obtained by contacting in writing counsel for the Debtors, Cooley LLP (attn: Summer M. McKee), 55 Hudson Yards, New York, NY 10001-2157, [SMcKee@cooley.com](mailto:SMcKee@cooley.com). **You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.**