

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

In re

CR Liquidating, Inc., *et al.*,¹

Debtors.

Chapter 11

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

RE: DOCKET NO. 873_____

**ORDER (I) FIXING BAR DATE FOR FILING CERTAIN
POST-PETITION ADMINISTRATIVE EXPENSE CLAIMS AGAINST
DEBTORS: (II) APPROVING FORM AND MANNER OF ADMINISTRATIVE CLAIMS
BAR DATE NOTICE; AND (III) APPROVING ADMINISTRATIVE CLAIM FORM**

Upon the motion (the “Motion”)² of the above-captioned Debtors, seeking entry of an order, pursuant to sections 105(a), 503(b) and 507(a)(2) the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), 3003(c) and 9007, establishing a bar date for the filing of certain administrative expense claims, approving the form and manner of notice thereof, and approving the claim form for use with respect to the administrative expense claims subject to the bar date; and due and sufficient notice of the Motion having been given; and it appearing that the relief requested by the Motion is in the best interest of the Debtors’ estates, the Debtors’ creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: CR Holding Liquidating Inc. (f/k/a Charlotte Russe Holding Inc.) (4325); CR Holdings Liquidating Corporation (f/k/a Charlotte Russe Holdings Corporation) (1045); CR Intermediate Liquidating Corporation (f/k/a Charlotte Russe Intermediate Corporation) (6345); CR Enterprise Liquidating, Inc. (f/k/a Charlotte Russe Enterprise, Inc.) (2527); CR Liquidating, Inc. (f/k/a Charlotte Russe, Inc.) (0505); CR Merchandising Liquidating, Inc. (f/k/a Charlotte Russe Merchandising, Inc.) (9453); and CR Administration Liquidating, Inc. (f/k/a Charlotte Russe Administration, Inc.) (9456). The Debtors’ mailing address is 3111 Camino Del Rio N. Suite 400, San Diego, CA 92108.

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

therein; and the Court having reviewed the Motion and considered the arguments made at the hearing, if applicable; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT

1. The Motion is GRANTED as set forth herein.
2. **December 2, 2019 at 4:00 p.m. (Prevailing Eastern Time)** (the “Administrative Claims Bar Date”) is hereby fixed as the deadline for filing Covered Administrative Claims (as defined in the Motion and in the Administrative Claims Bar Date Notice attached to the Motion).
3. The Administrative Claims Bar Date Notice, as attached to the Motion, is hereby approved.

Procedures for Filing Covered Administrative Claims

4. Notice of the Administrative Claims Bar Date as set forth in this Order and in the manner set forth herein constitutes adequate and sufficient notice of the Administrative Claims Bar Date and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
5. Each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust or governmental unit) asserting a Covered Administrative Claim is required to file a motion for allowance of the Covered Administrative Claim on or before the Administrative Claims Bar Date.
 1. The following Procedures for filing a Request for Payment are hereby approved:
 - a) The Request for Payment must be filed on or before the Administrative Claims Bar Date at 4:00 p.m. (ET) with the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.
 - b) A copy of the Request for Payment must also be served upon the undersigned counsel to the Debtors so as to be received on or before the Administrative Claims Bar Date.
 - c) Requests for Payment will be deemed filed only when actually received by the Clerk of the United States Bankruptcy Court.

- d) Requests for Payment must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Delaware, must include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available, and be denominated in United States currency.

Excluded Claims


6. Motion seeking payment of an administrative claim need not be filed on account of the following claims (the "Excluded Claims"):

- (i) Claims incurred after November 1, 2019;
- (ii) Claims under section 503(b)(9) of the Bankruptcy Code;
- (iii) Claims of professionals retained pursuant to sections 327, 328 and 1103 of the Bankruptcy Code, who may seek fees and expenses for their services;
- (iv) United States Trustee fees payable and unpaid under 28 U.S.C. § 1930;
- (v) Administrative expense claims that have been allowed by order of the Court;
- (vi) Administrative claims that have been paid or otherwise satisfied in full pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- (vii) Administrative claims held by a person or entity that has filed a motion requesting allowance of such administrative expense claim prior to the Administrative Claim Bar Date; and
- (viii) Any claim by a current employee for wages or benefits accruing after the Petition date which the Debtors are authorized to pay in the ordinary course of business.

Effect of Failure to File a Covered Administrative Claim

7. Any holder of a Covered Administrative Claim that fails to file a request for payment of a Covered Administrative Claim in compliance with the procedures set forth in this Administrative Claims Bar Date Order by the Administrative Claims Bar Date (i) shall be prohibited from participating in any distribution on account of such Covered Administrative Claim in this Chapter 11 Case or, ~~in the event that this case is converted, in any case under Chapter 7;~~ and (ii) ~~shall be forever barred, estopped and enjoined from asserting such Covered~~ *unless otherwise ordered by the court*



Administrative Claim against the Debtors in this Chapter 11 Case or, ~~in the event that this case is converted, in any case under Chapter 7.~~ 

No Request for Scheduling of Hearings on Requests for Payment

8. Notwithstanding section 503(b) of the Bankruptcy Code, any Requests for Payment shall be filed without a scheduled hearing date and response deadline or a request by the claimant for a scheduled hearing. To the extent a Covered Administrative Claim is disputed by the Debtors, and such dispute cannot be resolved consensually by the Debtors and the claimant, the Debtors will: (a) file an objection to the claimant's Request for Payment; (b) schedule a hearing on such objection and the affected Request for Payment; and (c) provide notice to the affected claimant of the Debtors' objection and scheduled hearing.

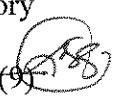
Administrative Claims Bar Date Notice Procedure

9. The Debtors shall mail the Administrative Claims Bar Date Notice and the Administrative Claim Form by first-class United States mail, postage prepaid, on or before five (5) business days after the entry of this Order to the following (the "Notice Recipients"):

- (i) The Office of the United States Trustee for the District of Delaware;
- (ii) Counsel to the Official Committee of Unsecured Creditors;
- (iii) All known holders of claims and their counsel (if known) listed on the Schedules at the addresses stated herein;
- (iv) All parties known to the Debtors as having potential Covered Administrative Claims against the Debtors' estates and their counsel (if known);
- (v) All counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules (including all collective bargaining agreements) at the addresses stated therein (to be amended or supplemented as necessary);
- (vi) All parties to litigation pending with any of the Debtors (as of the date of the entry of this Order) and their counsel (if known);
- (vii) All parties who have requested notice pursuant to Bankruptcy Rule 2002;

- (viii) All persons or entities that have previously filed a proof of claim in this Chapter 11 Case as of the date of this Order;
- (ix) The Internal Revenue Service and all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- (x) All known governmental units in this Chapter 11 Case;
- (xi) All known equity holders of the Debtors as of the Petition Date;
- (xii) The Securities and Exchange Commission;
- (xiii) The Pension Benefit Guaranty Corporation; and
- (xiv) To the extent not already included in the above, all parties set forth on the creditors matrix filed by the Debtors on or about the Petition Date.

10. The Debtors will send the Administrative Claims Bar Date Notice to each creditor's last known address included in the Debtors' books and records, unless the Debtors or their counsel has received notice of a different address for a particular claimant.

11. For the avoidance of doubt, the Administrative Claims Bar Date is not intended to be, and shall not be deemed, an extension or modification of any bar dates or deadlines previously established in prior orders of this Court, including but not limited to the general bar date, the governmental bar date or the section 503(b)(9) bar date for parties asserting prepetition claims or Section 503(b)(9) claims or claims related to the assumption or rejection of executory contracts and unexpired leases. ~~Any party asserting a prepetition claim or a section 503(b)(9) claim or a claim related to the assumption or rejection of executory contracts and unexpired leases that did not timely file a proof of claim before the general bar date, the governmental bar date, the section 503(b)(9) bar date, or the rejection damages bar date, as applicable, is forever barred, estopped and enjoined from asserting such claims.~~ 


12. The Debtors and the Claims Agent are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

13. Nothing in this Order: (i) shall impair, prejudice, waive or otherwise affect the rights of the Debtors or other parties in interest to dispute, or to assert offsets or defenses to, any Covered Administrative Claim filed in this Chapter 11 Case, as to amount, liability, characterization or otherwise; or (ii) shall preclude the Debtors or other parties in interest from objecting to any Covered Administrative Claim, on any grounds.

14. Entry of this Order is without prejudice to the rights of the Debtors to seek a further order of this Court fixing a date by which any holders of claims or interests not subject to the Administrative Claims Bar Date established herein must file any such claims or interests.

15. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: November 1, 2019
Wilmington, Delaware



The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge