

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

In re:

MUJI U.S.A. LIMITED,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11805 (MFW)

**Re: Docket Nos. 186, 187, 191, 194, 217,  
218**

**ORDER (I) APPROVING ADEQUACY OF DISCLOSURE STATEMENT,  
(II) APPROVING SOLICITATION AND NOTICE PROCEDURES FOR  
CONFIRMATION OF THE DEBTOR'S PLAN OF REORGANIZATION,  
(III) APPROVING BALLOTS AND NOTICE FORMS IN CONNECTION THEREWITH,  
(IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO, AND  
(V) GRANTING RELATED RELIEF**

This matter coming before this Court upon the motion (the “Motion”)<sup>2</sup> filed by MUJI U.S.A. Limited, as debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case (the “Chapter 11 Case”), pursuant to sections 105, 363, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of this order (the “Order”), (i) approving the adequacy of the *Disclosure Statement for Amended Chapter 11 Plan of Reorganization of MUJI U.S.A. Limited Pursuant to Chapter 11 of the Bankruptcy Code* attached hereto as **Exhibit A** (as approved by this Order, the “Disclosure Statement”), (ii) approving the solicitation and notice procedures with respect to confirmation of

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 2229. The location of the Debtor’s principal place of business is 250 West 39th Street, Suite 605, New York, NY 10018.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the *Amended Chapter 11 Plan of Reorganization of MUJI U.S.A. Limited Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, supplemented, or otherwise modified from time to time, the “Plan”), (iii) approving the forms of Ballot and notices in connection therewith, (iv) approving the form of Non-Voting Status Notices, (v) scheduling certain dates with respect thereto, and (vi) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; 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 relief requested in the Motion is in the best interests of the Debtor’s estate, its creditors, and other parties in interest; and this Court having found that the Debtor’s notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other or further 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 (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.

**I. Approval of the Disclosure Statement and Disclosure Statement Hearing Notice**

2. The Disclosure Statement is hereby approved as providing Holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

The Debtor is authorized to distribute, or cause to be distributed, the Disclosure Statement and the Solicitation Packages to solicit votes on, and pursue confirmation of, the Plan.

3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims, Holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions, including the Consensual Release, contained in Article IX of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

4. The Disclosure Statement Hearing Notice is hereby approved. The procedures set forth herein and subsequently followed by the Debtor regarding notice to all parties in interest of the time, date, and place of the Disclosure Statement Hearing and the deadline for filing objections to the Disclosure Statement and service of the Disclosure Statement Hearing Notice, provided due, proper, and adequate notice and complied with Bankruptcy Rules 2002, 3017, and 9006 and Local Rules 2002-1 and 3017-1, and 9006-1.

## **II. Approval of the Solicitation and Voting Procedures**

5. The Debtor shall solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as Schedule 1, which are hereby approved in their entirety.

## **III. Approval of the Solicitation Package and Timeline for Soliciting Votes and the Procedures for Confirming the Plan**

### **A. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement**

6. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes on the Plan and confirming the Plan:

<b>Event</b>	<b>Date</b>	<b>Description</b>
Claim Objection Deadline	November 20, 2020	Deadline by which the Debtor must file objections to Proofs of Claim before the Confirmation Hearing. For the avoidance of doubt, the Debtor is able to file objections

Event	Date	Description
		to Proofs of Claim and Interests after the Confirmation Hearing.
Voting Record Date	November 20, 2020	Date for determining (i) which Holders of Claims in the Voting Classes (as defined herein) are entitled to vote to accept or reject the Plan and receive Solicitation Packages in connection therewith, and (ii) whether Claims have been properly assigned or transferred to an assignee under Bankruptcy Rule 3001(e) such that the assignee or transferee, as applicable, can vote to accept or reject the Plan as the Holder of the respective Claim (the “ <u>Voting Record Date</u> ”).
Solicitation Deadline	November 23, 2020	Deadline by which the Debtor must distribute (i) Unimpaired Non-Voting Status Notice to Holders of Claims and Interests not entitled to vote to accept or reject the Plan, (ii) Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan, (iii) Solicitation Packages and Notice of Disputed Claim Holders to those Creditors to those creditors whose Claims are subject to a pending objection by the Debtor and who are not entitled to vote such Claim (or a portion thereof), and (iv) serve the Confirmation Hearing Notice on parties in interest (the “ <u>Solicitation Deadline</u> ”).
Deadline for Motion to Estimate Claims for Voting Purposes	December 4, 2020 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which creditors must file motions to estimate claims for voting purposes pursuant to Bankruptcy Rule 3018.
Plan Supplement Filing Deadline	December 7, 2020	Last date by which the Debtor must file the Plan Supplement, including the Schedule of Assumed Executory Contracts and Unexpired Leases.
Deadline to Send Notices to Contract Counterparties of Executory Contracts and Unexpired Leases to be Assumed under the Plan	December 7, 2020	Notices shall identify contracts and proposed Cure amounts and instructions regarding objection and resolution procedures.
Voting Deadline	December 14, 2020 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which (i) certain Holders of Claims may vote to accept or reject the Plan pursuant to Bankruptcy Rule 3017(c), and by which all Ballots must be properly executed, completed, and delivered as specified in the Solicitation and Voting Procedures, and (ii) certain Holders of Claims may choose to “opt-out” of the release set forth in Article IX.C of the Plan by properly executing, completing, and delivering “opt-out” forms as specified in the Solicitation and Voting Procedures and the Non-Voting Status Notices (the “ <u>Voting Deadline</u> ”).
Plan Objection Deadline	December 14, 2020 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which parties in interest may file objections to Confirmation of the Plan (the “ <u>Plan Objection Deadline</u> ”).

Event	Date	Description
Deadline for Contract Counterparties to Object to Assumption and/or Cure of Executory Contracts and Unexpired Leases	December 14, 2020 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which counterparties to Executory Contracts and/or Unexpired Leases may object to assumption and/or to the Cure amount.
Deadline to File Confirmation Brief / Plan Objection Response Deadline	December 18, 2020	Deadline by which the Debtor shall file its brief in support of Confirmation of the Plan and to file a response to objections to the Plan (the “ <u>Confirmation Brief Deadline</u> ”).
Deadline to File Voting Report	December 18, 2020	Deadline by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be filed with the Court.
Confirmation Hearing Date	December 21, 2020 at 10:30 a.m. (prevailing Eastern Time)	Date of the hearing at which the Court will consider Confirmation of the Plan (the “ <u>Confirmation Hearing Date</u> ”).

**B. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan**

7. In addition to the Disclosure Statement and exhibits thereto, including the Plan, and this Order (without exhibits), the Solicitation Package to be transmitted on or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, to those Holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved: (a) a copy of the Solicitation and Voting Procedures; (b) a Ballot, together with detailed voting instructions with respect thereto; (c) the Cover Letter; and (d) the Confirmation Hearing Notice.

8. The Court hereby approves of the form of Notice of Disputed Claims Holders. The Solicitation Package to be transmitted on or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, to Holders of Claims whose Claims are subject to a pending objection shall include: (a) a Notice of Disputed Claim Holders; (b) Disclosure Statement and exhibits thereto, including the Plan, (c) this Order (without exhibits); (d) a copy of the Solicitation and Voting Procedures; (e) the Cover Letter; and (f) the Confirmation Hearing Notice.

9. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

10. The Debtor shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

11. On or before the Solicitation Deadline, the Debtor will provide a complete Solicitation Package (excluding the Ballot) to the U.S. Trustee, the Securities and Exchange Commission, counsel to the DIP Lender, and all parties on the 2002 List as of the Voting Record Date.

12. All votes to accept or reject the Plan must be cast by using the Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are actually received by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Ballots may be submitted via electronic mail to the Notice and Claims Agent's email address at [mujivote@donlinrecano.com](mailto:mujivote@donlinrecano.com).

13. In the event a Holder of a Class 3 Claim who votes to accept the Plan chooses to opt-out of the Consensual Release, such Holder must comply with the voting instructions set forth above and submit an Opt-Out Form by the Voting Deadline.

**C. Approval of the Confirmation Hearing Notice**

14. The Confirmation Hearing Notice, in the form attached hereto as Schedule 6, constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the

manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**D. Approval of the Form of Notices to Non-Voting Classes**

15. Except to the extent that the Debtor determines otherwise, the Debtor is not required to provide Solicitation Packages to Holders of Claims or Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, the Notice and Claims Agent shall mail an Unimpaired Non-Voting Status Notice in lieu of Solicitation Packages, the form of which is hereby approved, to those Holders in the following Classes not entitled to vote on the Plan:

<b>Class</b>	<b>Claims and Interests</b>
1	Other Secured Claims
2	Other Priority Claims
5	Interests in the Debtor

16. The Court hereby approves of the form of Unimpaired Non-Voting Status Notices.

17. The Debtor is not required to provide the Holders of Class 1, 2, and 5 Claims or Interests (as applicable) with a Solicitation Package or any other type of notice (solely) in connection with solicitation.

18. The Debtor is not required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during the Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**E. Approval of Notices to Executory Contract and Unexpired Lease Counterparties**

19. The Debtor is authorized to mail a notice of assumption of any Executory Contracts or Unexpired Leases (and any corresponding Cure amount), substantially in the form attached hereto as Schedule 7 to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed pursuant to the Plan (as the case may be) within the time periods specified in the Plan.

**F. Approval of the Procedures for Filing Objections to the Plan, including with respect to Cure Amounts**

20. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, *must*: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties identified in the Confirmation Hearing Notice, so as to be actually received on or before the Plan Objection Deadline.

**IV. Miscellaneous**

21. The Debtor reserves the right to modify the Plan, in accordance with the terms thereof, and any applicable provisions of the Bankruptcy Code and Bankruptcy Rules, without further order of the Court in accordance with Article XI of the Plan, including the right to withdraw the Plan at any time before the Confirmation Date.

22. The Debtor is hereby authorized to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation



Packages, Non-Voting Status Notices, Ballots, Cover Letter, Solicitation and Voting Procedures, Assumption Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

23. Subject to Paragraph 6 of this Order, nothing in this Order shall be construed as a waiver of the right of the Debtor or any other party in interest, as applicable, to object to a proof of claim or interest after the Voting Record Date.

24. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

25. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

26. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

27. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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