

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

SUITABLE TECHNOLOGIES, INC.,¹

Debtor.

Chapter 11

Case No. 20-10432 (MFW)

Ref. Docket No. 97

**ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtor and debtor in possession (the “**Debtor**”) for entry of an order, pursuant to sections 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), (i) establishing 5:00 p.m. (prevailing Eastern Time) on the date that is sixty (60) days after the Bar Date Notice Mailing Date as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a “**Proof of Claim**”) based on claims against the Debtor that arose prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtor in the 20 days prior to the Petition Date (the “**General Bar Date**”), (ii) establishing August 24, 2020, at 5:00 p.m. (prevailing Eastern Time), as the deadline by which any governmental unit (as such

¹ The last four digits of the Debtor’s United States federal tax identification number are 7816. The Debtor’s mailing address is 921 East Charleston Road, Palo Alto, CA 94303.

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

term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtor (the “**Government Bar Date**”), (iii) approving the Bar Date Notice Procedures, (iv) approving the Supplemental Schedules Bar Date and Rejection Bar Date with respect to claims filed in response to amendments of the Debtor’s Schedules or for rejection damage claims, respectively, as well as the Supplemental Bar Date for claims by certain persons or entities that are provided with a Bar Date Package subsequent to the Bar Date Mailing Notice Date, (v) approving the proposed form of Bar Date Notice, and (vi) approving the proposed manner of publication of the Bar Date Notice; and upon consideration of the record of the Chapter 11 Case; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and 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 the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of the Chapter 11 Case and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that good and sufficient cause exists for the relief set forth in this Order; and after due deliberation, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein, (i) 5:00 p.m. (prevailing Eastern Time) on the date that is sixty (60) days after the Bar Date Notice Mailing Date is established as the General Bar Date, and (ii) August 24, 2020 at 5:00 p.m. (prevailing Eastern Time) is established

as the Government Bar Date. The Debtor shall file a copy of the Bar Date Notice on the docket of the Chapter 11 Case that identifies the General Bar Date.

3. If the Debtor files an amendment to or supplements the Schedules subsequent to the mailing of the Bar Date Notice to reduce the undisputed, noncontingent, and liquidated amount of a claim, to change the nature, priority, or classification of a claim, or to add a new claim, the Debtor will provide notice of any such amendment or supplement to the holders of the claims affected thereby within ten (10) days of such filing. Holders of the claims affected by any such amendments must file Proofs of Claim with respect to such claims on or before the later of (i) the General Bar Date or Government Bar Date, as applicable, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after the date on which notice is served (the “**Supplemental Schedules Bar Date**”); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtor files an amendment or supplement to the Schedules shall not be required to file another Proof of Claim if the claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

4. Any counterparty or other party in interest asserting a claim or claims against the Debtor arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days after the date of entry of an order approving the rejection of the executory contract or unexpired lease, and (ii) the General Bar Date (the “**Rejection Bar Date**” and with the General Bar Date, Government Bar Date, the Supplemental Schedules Bar Date, and the Supplemental Bar Date (as defined below) the “**Bar Dates**”). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim (other than a rejection damages claim) on account of unpaid amounts or other obligations accrued and

outstanding as of the Petition Date pursuant to such executory contract or unexpired lease must file a Proof of Claim for such amounts or obligations on or before the General Bar Date or Government Bar Date, as applicable, unless such party is expressly excluded from filing a Proof of Claim by this Order.

5. The following persons or entities are not required to file a Proof of Claim on or before the General Bar Date or the Government Bar Date, as applicable:

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (ii) who does not dispute the amount, priority, or nature of the claim as set forth in the Schedules;
- b. any person or entity whose claim has been paid in full;
- c. each of the lenders with respect to any of the Prepetition Unsecured Debt, the Prepetition Secured Debt or the Postpetition Debt (each as defined in that certain *Final Order Authorizing Debtor to (A) Use Cash Collateral, (B) Obtain Senior Secured Superpriority Postpetition Financing, and (C) Grant Adequate Protection and Provide Security and Other Relief* [Docket No. 74]) (the “**DIP Order**”);
- d. any person or entity that holds a direct or indirect interest in the Debtor, which interest is based exclusively upon the ownership of equity interests, or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) the Debtor, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;³
- e. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtor’s estate, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;

³ The Debtor reserves all rights with respect to such claims, including, without limitation, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

- g. any holder of a claim for which a separate deadline is fixed by this Court;
- h. any holder of a claim against the Debtor that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- i. any officer or director of the Debtor as of the Petition Date who has a claim for indemnification, contribution, or reimbursement; and
- j. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930.

6. Any person or entity that relies on the Schedules has the responsibility to determine that such person's or entity's claim is accurately listed in the Schedules.

7. The Debtor's Claims Agent shall mail the Bar Date Package on a date that is not more than five (5) business days after entry of this Order. Each party in interest that is entitled to receive notice hereunder shall receive a Proof of Claim Form, substantially in the form attached hereto as Exhibit 2; *provided, however*, that such Proof of Claim Form may be customized for each creditor whose claim is listed on the Schedules with the creditor's name, address, and information regarding the nature, amount, and status of its claim(s) as reflected in the Schedules.

8. After the initial mailing of the Bar Date Package, the Debtor may, in its discretion, make supplemental mailings of notices or packages, including in the event that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtor for direct mailing; and (iii) additional potential claimants become known as a result of the Bar Date mailing process or otherwise. If notices are returned as "return to sender" without a forwarding address, the Debtor shall not be required to mail additional notices to such creditors. If the Debtor determines after the Bar Date Notice Mailing Date that additional parties should receive the Bar Date Package, then the date by which a Proof of Claim must be filed by such

parties shall be the later of (i) the General Bar Date or the Government Bar Date, as applicable, and (ii) thirty-five (35) days from the mailing of the Bar Date Package to such parties (the “**Supplemental Bar Date**”).

9. The Claims Agent shall prominently display the Bar Dates and post the Proof of Claim Form and Bar Date Notice on its website at <https://www.donlinrecano.com/Clients/sti/Index>.

10. All Proofs of Claim filed against the Debtor must substantially conform to the Proof of Claim Form and all original Proofs of Claim must be received by the Claims Agent on or before the applicable Bar Date either (i) electronically through the Claims Agent’s website at <https://www.donlinrecano.com/Clients/sti/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

If sent by United States Postal Service, send to:

Donlin, Recano & Company, Inc.
Re: Sutable Technologies, Inc.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Hand Delivery or Overnight Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Sutable Technologies, Inc.
6201 15th Avenue
Brooklyn, NY 11219

11. Proofs of Claim will be deemed timely filed only if actually received by the Claims Agent on or before the applicable Bar Date.

12. Each Proof of Claim must:

- a. be written in the English language;
- b. denominate the claim in lawful currency of the United States as of the Petition Date;
- c. conform substantially with the Proof of Claim Form;

- d. be signed by the claimant or by an authorized agent of the claimant;
- e. include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtor;
- f. set forth the legal and factual basis for the alleged claim; and
- g. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

13. Parties who wish to receive from the Claims Agent a proof of receipt of their proofs of claim must also include with their original Proof of Claim a copy of such claim and a self-addressed and pre-stamped envelope.

14. All holders of claims under section 503(b)(9) of the Bankruptcy Code shall be required to file a Proof of Claim prior to the General Bar Date.

15. Unless otherwise ordered by the Court, any holder of a claim against the Debtor who 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 not be treated as a creditor with respect to such claim for the purposes of voting and distribution in the Chapter 11 Case; *provided, however*, that any such holder of a claim shall be treated as a creditor with respect to any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules, for the purposes of voting and distribution in the Chapter 11 Case..

16. Notice of the Bar Date Package shall be deemed good, adequate, and sufficient notice if it is served as provided for herein, upon the following Bar Date Notice Parties:

- a. the United States Trustee;
- b. any official committee(s) appointed in the Chapter 11 Case, and to the extent that one has not been appointed as of the Bar Date Notice Mailing Date, the Debtor's largest unsecured creditors (excluding insiders);
- c. all known holders of claims at the addresses listed on the Schedules (as amended or supplemented from time to time), or any other current address provided by any such holder to the Debtor;
- d. all parties known to the Debtor as having potential claims against the Debtor's estate;
- e. all counterparties to the Debtor's executory contracts and unexpired leases at the addresses listed on the Schedules (as amended or supplemented from time to time) or any other current address provided by any such counterparty to the Debtor;
- f. all parties to litigation with the Debtor (as of the date of the entry of the Bar Date Order);
- g. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- h. the Internal Revenue Service;
- i. all regulatory agencies that have jurisdiction over the Debtor;
- j. all state and local tax authorities in the jurisdictions in which the Debtor has tax liability;
- k. all environmental authorities listed in the Debtor's statement of financial affairs, as required by Local Rule 2002-1(e);
- l. the Debtor's former officers, directors, and employees to the extent that contact information for such former officers, directors, and employees is available in the Debtor's records for the two years prior to the Petition Date;
- m. all holders of equity interests in the Debtor; and
- n. all parties listed on the Debtor's creditor matrix, to the extent not covered by the categories above.

17. The Bar Date Notice and the Proof of Claim Form, each substantially in the form attached hereto as **Exhibit 1** and **Exhibit 2**, respectively, are approved in all respects.

18. Pursuant to Bankruptcy Rule 2002(1), the Court finds that notice by mail to all potential creditors is impracticable and therefore the Debtor shall, within seven (7) business days of the Bar Date Notice Mailing Date, publish the Bar Date Notice, with such changes as may be required for publication, once in the national edition of *USA Today*, which publication is hereby approved in all respects and which shall be deemed good, adequate, and sufficient publication notice of the Bar Dates.

19. Prior to mailing the Bar Date Package and publishing the Bar Date Notice, the Debtor may cause to be filled in any missing dates and other information, correct any typographical errors, conform the provisions thereof to this Order, and make such other non-material changes to the Bar Date Notice and the Proof of Claim Form as the Debtor deems necessary or appropriate.

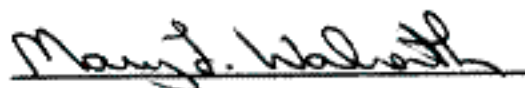
20. The Debtor retains all rights to (i) object to any Proof of Claim on any grounds; (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or otherwise; and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined.

21. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors in connection with claims they may have against the Debtor in the Chapter 11 Case.

22. Entry of this Order is without prejudice to the rights of the Debtor and the estate to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtor.

23. The Debtor and the Claims Agent are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

24. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

A handwritten signature in black ink, appearing to read "Mary F. Walrath", written over a horizontal line.

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Dated: April 28th, 2020
Wilmington, Delaware

26152560.8

EXHIBIT 1

Bar Date Notice

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

In re:

SUITABLE TECHNOLOGIES, INC.,¹

Debtor.

Chapter 11

Case No. 20-10432 (MFW)

NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the “**Court**”), having jurisdiction over the chapter 11 case of Suitable Technologies, Inc. (the “**Debtor**”), has entered an order (the “**Bar Date Order**”) establishing (i) [____], **2020 at 5:00 p.m. (prevailing Eastern Time)** as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a “**Proof of Claim**”) based on any asserted claims against the Debtor that arose prior to the Petition Date (as defined below), including requests for allowance and payment of claims under section 503(b)(9)² of title 11 of the United States Code (the “**Bankruptcy Code**”) for goods delivered and received by the Debtor in the 20 days prior to the Petition Date (the “**General Bar Date**”), and (ii) **August 24, 2020 at 5:00 p.m. (prevailing Eastern Time)** as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtor (the “**Government Bar Date**” and together with the General Bar Date, the Rejection Bar Date (as defined below), the Supplemental Schedules Bar Date (as defined below), and the Supplemental Bar Date (as defined below) the “**Bar Dates**”). The Bar Date Order, the Bar Dates, as applicable, and the procedures set forth below for the filing of Proofs of Claim, apply to all claims against the Debtor that arose prior to February 26, 2020 (the “**Petition Date**”), on which the Debtor commenced a chapter 11 case under the Bankruptcy Code (the “**Chapter 11 Case**”).

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim to vote on any chapter 11 plan filed by the Debtor or to share in distributions from the Debtor’s bankruptcy estate if you have a claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the Petition Date (i.e., February 26, 2020), and it is not one of the other types of claims described in section 2 below. Acts or omissions of the Debtor that arose before the Petition Date may give rise to claims against the

¹ The last four digits of the Debtor’s United States federal tax identification number are 7816. The Debtor’s mailing address is 921 East Charleston Road, Palo Alto, CA 94303.

² Section 503(b)(9) of the Bankruptcy Code grants administrative status to claims for the value of goods sold to and received by the Debtor in the 20 days prior to the Petition Date.

Debtor that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a 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 (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.

2. **PARTIES WHO NEED NOT FILE A PROOF OF CLAIM**

You need NOT file a Proof of Claim if:

- a. your claim is listed on the schedules of assets and liabilities filed by the Debtor (collectively, the “**Schedules**”) and (i) your claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (ii) you do not dispute the amount, priority, or nature of the claim as set forth in the Schedules;
- b. your claim has been paid in full;
- c. you are a lender and your claim is with respect to any of the Prepetition Unsecured Debt, the Prepetition Secured Debt or the Postpetition Debt (each as defined in the DIP Order);
- d. you hold a direct or indirect interest in the Debtor, which interest is based exclusively upon the ownership of equity interests or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that if you are an interest holder and wish to assert claims (as opposed to ownership interests) against the Debtor, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, you must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;³
- e. you hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtor’s estate, unless you are a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. you hold a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- g. you hold a claim for which a separate deadline is fixed by this Court;
- h. you hold a claim against the Debtor properly filed previously with the Clerk of the Court or with the Debtor’s claims and noticing agent, Donlin

³ The Debtor reserves all rights with respect to such claims, including, without limitation, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Recano & Company, Inc. (the “**Claims Agent**”) (utilizing a claim form that substantially conforms to the Proof of Claim Form);

- i. you were an officer or director of the Debtor as of the Petition Date who has a claim for indemnification, contribution, or reimbursement; and
- j. you hold a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtor, but may not have a claim against the Debtor. The fact that you have received this Notice does not mean that you have a claim against the Debtor or that the Debtor or the Court believe that you have such a claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR.

If the Debtor amends or supplements the Schedules subsequent to the mailing of this Bar Date Notice to reduce the undisputed, noncontingent, and liquidated amount of a claim, to change the nature, priority, or classification of a claim, or to add a new claim, the Debtor will provide notice of any amendment or supplement of the Schedules to the holders of the claims affected thereby within ten (10) days of filing any such amendment or supplement. Holders of the claims affected thereby must file Proofs of Claim with respect to such claims by the later of (i) the applicable Bar Date, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days from the date on which notice is served (the “**Supplemental Schedules Bar Date**”); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtor files an amendment or supplement to the Schedules shall not be required to file another Proof of Claim if the claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising from the rejection of an executory contract or unexpired lease you must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days after the date of entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the General Bar Date (the “**Rejection Bar Date**”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you assert a claim (other than a rejection damages claim) on account of unpaid amounts or other obligations accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts or obligations on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a Proof of Claim by the Bar Date Order.

4. [SUPPLEMENTAL BAR DATE]

This Bar Date Notice was initially mailed to known potential holders of claims against and interests in the Debtor on [___], 2020 (the “**Bar Date Notice Mailing Date**”). The Debtor, however, reserved its right to make supplemental service of Bar Date Packages at any time after the Bar Date Notice Mailing Date for any reason, including in the event that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of

parties in interest (e.g., banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtor for direct mailing; or (iii) additional potential claimants become known as a result of the Bar Date mailing process or otherwise (any such supplemental service a “**Supplemental Service**”).

This Bar Date Notice has been provided to you through a Supplemental Service (i.e., it has been mailed to you subsequent to the Bar Date Notice Mailing Date). Accordingly, the date by which you must file a Proof of Claim is the later of (i) the General Bar Date or the Government Bar Date, as applicable, or (ii) thirty-five (35) days from the mailing of this notice (the “Supplemental Bar Date”).]⁴

5. WHEN AND WHERE TO FILE

All original Proofs of Claim must be filed so as to be received on or before the applicable Bar Date at 5:00 p.m. (prevailing Eastern Time) either (i) electronically through the Claims Agent’s website at <https://www.donlinrecano.com/Clients/sti/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

If sent by United States Postal Service, send to:

Donlin, Recano & Company, Inc.
Re: Suitable Technologies, Inc.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Hand Delivery or Overnight Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Suitable Technologies, Inc.
6201 15th Avenue
Brooklyn, NY 11219

PROOFS OF CLAIM WILL BE DEEMED TIMELY FILED ONLY IF ACTUALLY RECEIVED BY THE CLAIMS AGENT ON OR BEFORE THE APPLICABLE BAR DATE AT 5:00 P.M. (PREVAILING EASTERN TIME). PROOFS OF CLAIM MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR EMAIL.

6. WHAT TO FILE

The Debtor is enclosing a proof of claim form (the “**Proof of Claim Form**”) for use in the Chapter 11 Case. If your claim is scheduled by the Debtor, the form also may set forth the amount of your claim as scheduled by the Debtor. You may strike the amount and revise the Proof of Claim Form if you disagree with the scheduled amount of your claim. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtor.

⁴ Language to be included only with respect to supplemental services of the Bar Date Notice, as discussed in the Motion.

IF YOU FILE A PROOF OF CLAIM, YOUR FILED PROOF OF CLAIM MUST (I) BE WRITTEN IN THE ENGLISH LANGUAGE; (II) DENOMINATE THE CLAIM IN LAWFUL CURRENCY OF THE UNITED STATES AS OF THE PETITION DATE; (III) CONFORM SUBSTANTIALLY WITH THE PROOF OF CLAIM FORM; (IV) BE SIGNED BY THE CLAIMANT OR BY AN AUTHORIZED AGENT OF THE CLAIMANT; (V) SET FORTH THE LEGAL AND FACTUAL BASIS FOR THE ALLEGED CLAIM; AND (VI) INCLUDE SUPPORTING DOCUMENTATION (OR, IF SUCH DOCUMENTATION IS VOLUMINOUS, INCLUDE A SUMMARY OF SUCH DOCUMENTATION) OR AN EXPLANATION AS TO WHY SUCH DOCUMENTATION IS NOT AVAILABLE; *PROVIDED, HOWEVER*, THAT A PROOF OF CLAIM MAY BE FILED WITHOUT SUPPORTING DOCUMENTATION UPON THE PRIOR WRITTEN CONSENT OF THE DEBTOR.

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 Debtor within the 20-day period prior to the Petition Date. The Court has deemed the filing of a proof of claim as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to meeting all the other requirements of the immediately preceding paragraph above, any Proof of Claim asserting a section 503(b)(9) claim must (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Holders of all claims must use the Proof of Claim Form. Proof of Claim Forms may be obtained from the Claims Agent website: <https://www.donlinrecano.com/Clients/sti/Static/POC>. Proof of Claim Forms may also be obtained from the Court's website: www.deb.uscourts.gov.

Parties who wish to receive from the Claims Agent a proof of receipt of their proofs of claim must also include with their original Proof of Claim a copy of such claim and a self-addressed and pre-stamped envelope.

7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, OR UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF A CLAIM AGAINST THE DEBTOR WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTIONS IN THE CHAPTER 11 CASE, *PROVIDED, HOWEVER*, THAT A HOLDER OF SUCH CLAIM SHALL BE TREATED AS A CREDITOR WITH RESPECT TO ANY UNDISPUTED, NONCONTINGENT AND LIQUIDATED CLAIMS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH

HOLDER, IN THE AMOUNT SET FORTH IN THE SCHEDULES, FOR THE PURPOSES OF VOTING AND DISTRIBUTION IN THE CHAPTER 11 CASE.

8. THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor in the Schedules. Copies of the Schedules and the Bar Date Order may be examined by interested parties on the Court's electronic docket for the Chapter 11 Case, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). Additionally, electronic copies of the Schedules and the Bar Date Order [Docket Nos. **] may be viewed free of charge at the Debtor's Claims Agent's website at <https://www.donlinrecano.com/sti>. [Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801].

9. ADDITIONAL INFORMATION

If you require additional information regarding the contents hereof, you may contact the Claims Agent's call center for the Debtor at (877) 322-4952 (Toll Free) or submit an inquiry via email to stiinfo@donlinrecano.com. Please be advised that the Claims Agent is not permitted to provide legal advice.

Dated: [--], 2020 YOUNG CONAWAY STARGATT & TAYLOR, LLP
Wilmington, Delaware

/s/ DRAFT

Robert S. Brady (No. 2847)
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Counsel to the Debtor and Debtor in Possession

EXHIBIT 2

Proof of Claim Form

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 February 26, 2020 (the “Petition Date”).

1. Who is the current creditor? Name and address of the creditor.	Name and address of creditor (the person or entity to be paid for this claim): 	
	Other names the creditor used with the debtor: _____	
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).	Where should notices to the creditor be sent? Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

<p>6. Do you have any number you use to identify the debtor?</p>	<p><input type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____</p>
<p>7. How much is the claim?</p>	<p>\$ _____</p>	<p>Does this amount include interest or other charges?</p> <p><input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).</p>
<p>8. What is the basis of the claim?</p>	<p>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.</p> <p>_____</p> <p>_____</p>	

9. Is all or part of the claim secured?	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .	<input type="checkbox"/> Motor vehicle <input type="checkbox"/> 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): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____		
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> 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)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority. <small>* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,025* 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 \$13,650*) 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). Attach supporting documentation (See instructions under "Administrative expense claim under 11 U.S.C. § 503(b)(9)").	Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____	

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.**
- **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/sti) 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. With respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

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.

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.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Suitable Technologies, Inc.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Suitable Technologies, Inc.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim may be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/sti/FileClaim>

Do not file these instructions with your form.