

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

F21 OPCO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

Ref: Docket Nos. 8 & 75

**CERTIFICATION OF COUNSEL REGARDING *REVISED PROPOSED* FINAL ORDER
(I) AUTHORIZING MAINTENANCE, ADMINISTRATION, AND CONTINUATION OF
DEBTORS' CUSTOMERS PROGRAMS, AND (II) GRANTING RELATED RELIEF**

On March 17, 2025, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Moton for Entry of Interim and Final Orders (I) Authorizing Maintenance, Administration, and Continuation of Debtors’ Customers Programs and (II) Granting Related Relief* [D.I. 8] (the “**Motion**”). A proposed form of order approving the Motion on a final basis was attached to the Motion as Exhibit B (the “**Proposed Final Order**”).

On March 18, 2025, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order approving the Motion on an interim basis [D.I. 75] (the “**Interim Order**”). Pursuant to the Interim Order, any objections or responses to entry of the Proposed Final Order were to be filed and served no later than 4:00 p.m. (ET) on April 8, 2025 (the “**Objection Deadline**”), as may have been extended for certain parties.

Prior to the Objection Deadline, the Debtors received informal comments to the Proposed Final Order from the Official Committee of Unsecured Creditors (the “**Committee**”) and PayPal

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: F21 OpCo, LLC (8773); F21 Puerto Rico, LLC (5906); and F21 GiftCo Management, LLC (6412). The Debtors’ address for purposes of service in these Chapter 11 Cases is 110 East 9th Street, Suite A500, Los Angeles, CA 90079.



Holdings, Inc. and its affiliates (“**PayPal**” and, together with the Committee, the “**Responding Parties**”). The Debtors did not receive any other informal responses or objections to the Proposed Final Order. Following discussions with the Responding Parties, the Debtors have revised the Proposed Final Order, a copy of which is attached hereto as **Exhibit A** (the “**Revised Proposed Final Order**”). For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit B**.

The Debtors submit that they did not receive any objections or responses other than those described herein, the Revised Proposed Order is appropriate and consistent with the relief requested in the Motion, and the Responding Parties do not object to entry of the Revised Proposed Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

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Dated: April 10, 2025

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew M. Lee

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Revised Proposed Final Order

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

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Debtors.

Chapter 11

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Ref: Docket Nos. 8 & 75

**FINAL ORDER (I) AUTHORIZING MAINTENANCE, ADMINISTRATION, AND
CONTINUATION OF DEBTORS' CUSTOMER PROGRAMS, AND
(II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of a final order (this “**Final Order**”) (a) authorizing the Debtors to maintain and administer customer-related programs as described in the Motion (collectively, the “**Customer Programs**”), (b) authorizing the Debtors to continue, replace, implement, modify and/or terminate one or more of the Customer Programs, in each case as the Debtors deem appropriate in their business judgment under the facts and circumstances of these cases, without further Court order, (c) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing, and (d) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion and the First Day Declaration; and this Court having previously entered that certain *Interim Order (I) Authorizing Maintenance, Administration, and Continuation of Debtors' Customer Programs, and (II) Granting Related Relief* [D.I. 75] (the “**Interim Order**”); and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C.

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

§§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtors are authorized, but not directed, to maintain and administer, in the ordinary course of business and as appropriate under the facts and circumstances of these proceedings, the Customer Programs, in each case as the Debtors deem appropriate in their business judgment without further Court order, and to honor the obligations thereunder in a manner consistent with past practice or as set forth in the Motion.
3. The Debtors are authorized to continue, replace, implement, modify, and/or terminate one or more of the Customer Programs, in each case as the Debtors deem appropriate in their business judgment without further Court order; *provided, however* that the Debtors shall consult with the Official Committee of Unsecured Creditors before (i) making any material modifications or terminations to the Customer Programs in place as of the date of this Order or (ii) reactivating the Gift Card Program.

4. The Banks are authorized, when requested by the Debtors, in the Debtors' discretion, to honor and process checks or electronic fund transfers drawn on the Debtors' bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the Debtors' representations with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Final Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors, as provided for in this Final Order.

5. The Payment Processors used by the Debtors are authorized to offset chargebacks, returns, and fees on account of customer purchases in the ordinary course of business and in a manner consistent with past practice that may have arisen before the Petition Date.

6. The Debtors are authorized, but not directed, to continue to utilize and pay any third-party providers necessary for the administration of their cash management system, including, without limitation, PayPal Holdings, Inc. and its affiliates ("**PayPal**"). PayPal is authorized to receive and obtain payment for obligations owed prepetition and postpetition in the ordinary course by the Debtors, as provided under and in the manner set forth in those certain PayPal User Agreements governing the relationship between PayPal and the Debtors (the "**User Agreements**"), including, without limitation, by way of recoupment or setoff of chargebacks, as permitted under the User Agreements, without further order of the Court.

7. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.

8. Nothing in the Motion, the Interim Order, or this Final Order, or the relief granted herein (including any actions taken or payments made by the Debtors), is to be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion; (e) a concession by the Debtors that any lien (contractual, common, statutory or otherwise) satisfied pursuant to the Motion are valid (and all rights to contest the extent, validity or perfection or seek avoidance of all such liens are expressly reserved); (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (g) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (h) a waiver of the obligation of any party in interest to file a proof of claim; or (i) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law. Nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

9. The Banks shall be, and are, hereby authorized, when requested by the Debtors, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.

10. Notwithstanding Bankruptcy Rule 6004(h), or any other procedural rule, to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

11. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Final Order

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation or enforcement of this Final Order.

EXHIBIT B

Blackline

**IN THE UNITED STATES BANKRUPTCY COURT
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Order”); and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

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3. The Debtors are authorized to continue, replace, implement, modify, and/or terminate one or more of the Customer Programs, in each case as the Debtors deem appropriate in their business judgment without further Court order; provided, however that the Debtors shall consult with the Official Committee of Unsecured Creditors before (i) making any material

modifications or terminations to the Customer Programs in place as of the date of this Order or (ii) reactivating the Gift Card Program.

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7. ~~6.~~ All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.

8. ~~7.~~ Nothing in the Motion, the Interim Order, or this Final Order, or the relief granted herein (including any actions taken or payments made by the Debtors), is to be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion; (e) a concession by the Debtors that any lien (contractual, common, statutory or otherwise) satisfied pursuant to the Motion are valid (and all rights to contest the extent, validity or perfection or seek avoidance of all such liens are expressly reserved); (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (g) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (h) a waiver of the obligation of any party in interest to file a proof of claim; or (i) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law. Nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

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presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.

| 10. ~~9.~~ Notwithstanding Bankruptcy Rule 6004(h), or any other procedural rule, to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

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