

**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)

Hearing Date: September 4, 2025 at 10:30 a.m. (ET)

Objection Deadline: August 28, 2025 at 4:00 p.m. (ET)

**ADMINISTRATIVE CLAIM AND REQUEST FOR PAYMENT OF
VIACOM INTERNATIONAL INC.**

Viacom International Inc. (“Viacom” or the “Claimant”), a creditor in the Chapter 11 case (the “Chapter 11 Case”) of F21 Opco LLC (the “Debtor”), by and through its undersigned counsel pursuant to 11 U.S.C. §§503 and 507, hereby submits this Administrative Claim and Request for Payment to and against the Debtor.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

SUMMARY OF CLAIM

2. Prior to March 16, 2025 (the “Petition Date”), the Debtor and Viacom were parties to a Merchandise Agreement dated January 1, 2024 (the “2024 Merchandise Agreement”), pursuant to which the Debtor manufactured and sold certain clothing, merchandise

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.



2510469250729000000000003

and other products bearing Viacom's intellectual property in accordance with the licenses set forth in the Merchandise Agreement.

3. Under the Merchandise Agreement, the License Term ended on March 31, 2025.

4. Under the Merchandise Agreement, the Debtor had a 90-day "sell-off" period following the expiration of the License Term, during which the Debtor was authorized to continue selling any previously-manufactured merchandise. The "sell-off" period ended on June 29, 2025.

5. The Debtor is indebted to the Claimant for all royalties due and owing on account of any licensed merchandise that the Debtor sold since the Petition Date in accordance with the terms of the Merchandise Agreement.

SUPPORTING DOCUMENTS

6. The Claim is based on, among other documents, the 2024 Merchandise Agreement and royalty reporting from the Debtor.

7. The Merchandise Agreement is not attached to this Administrative Claim and Request for Payment because it contains confidential information, and the Claimant believes that the Debtor has a complete copy in its possession. Copies are available upon request to the Claimant's counsel.

8. The reporting of any post-petition sales is in the exclusive possession, custody, and control of the Debtor.

RESERVATION OF RIGHTS/AMENDMENTS

9. Claimant has filed this Administrative Claim and Request for Payment only with respect to claims against the Debtor arising out of the transactions and matters described herein. Claimant may file additional claims against the Debtor, and/or one or more its affiliates, with

respect to claims arising out of other transactions or matters. Claimant reserves the right to amend and/or supplement this Administrative Claim and Request for Payment at any time, including after any bar date, in any manner, including for purposes of fixing the amount of the claim described above together with interest, fees, and expenses due Claimant, and/or to file additional proofs of claim for any additional claim which may be based on the same or additional documents or grounds of liability.

10. The filing of this Administrative Claim and Request for Payment is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Administrative Claim and Request for Payment, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

CONCLUSION

WHEREFORE, Claimant requests that the Court (i) allow it an administrative priority claim in an amount equal to all royalties due and owing under the Merchandise Agreement on account of any licensed products sold by the Debtors since the Petition Date, plus interest thereon, pursuant to 11 U.S.C. §§503 and 507, (ii) direct payment thereof in accordance with the Amended Joint Plan Pursuant to Chapter 11 of the Bankruptcy Code of F21 OpCo, LLC and its Debtor Affiliates, and (iii) grant such other and further relief as may be just and appropriate under the circumstances.

Dated: Wilmington, Delaware
July 29, 2025

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Jody C. Barillare

Jody C. Barillare, Esq. (#5107)
1201 N. Market Street, Suite 2201
Wilmington, Delaware 19801
Tel: 302-574-3000
jody.barillare@morganlewis.com

- and -

Stephan E. Hornung*
Morgan, Lewis & Bockius, LLP
101 Park Avenue
New York, New York 10178-0060
Tel: 212-309-6000
stephan.hornung@morganlewis.com
*pro hac vice application pending

Attorneys for Viacom International Inc.

**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)

Hearing Date: September 4, 2025 at 10:30 a.m. (ET)

Objection Deadline: August 28, 2025 at 4:00 p.m. (ET)

**NOTICE OF HEARING ON MOTION OF VIACOM INTERNATIONAL INC.
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM**

PLEASE TAKE NOTICE that on July 29, 2025, Viacom International Inc. (“Viacom”) filed the *Administrative Claim and Request for Payment* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Motion must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (this “Court”) on or before August 28, 2025 at 4:00 p.m. prevailing Eastern time (the “Objection Deadline”) and served on, so as to be received by, the undersigned counsel on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT a hearing at which the Court will consider the Motion will be held on September 4, 2025 at 10:30 a.m. prevailing Eastern time, before the Honorable Mary F. Walrath in the United States District Court for the District of Delaware, located at 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

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.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN
ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF
REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: Wilmington, Delaware
July 29, 2025

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Jody C. Barillare

Jody C. Barillare, Esq. (#5107)
1201 N. Market Street, Suite 2201
Wilmington, Delaware 19801
Tel: 302-574-3000
jody.barillare@morganlewis.com

- and -

Stephan E. Hornung*
Morgan, Lewis & Bockius, LLP
101 Park Avenue
New York, New York 10178-0060
Tel: 212-309-6000
stephan.hornung@morganlewis.com
*pro hac vice application pending

Attorneys for Viacom International Inc.

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

In re:

F21 OPCO, LLC, *et al.*,³

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

**ORDER GRANTING MOTION OF VIACOM INTERNATIONAL INC.
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM**

Upon consideration of the Administrative Claim and Request for Payment (the “Motion”) filed by Viacom International Inc. (“Viacom”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 38 U.S.C. § 157(b)(2); and 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 upon consideration of any and all objections and/or responses that were filed in opposition to the Motion; and it appearing that due and proper notice of the Motion has been given to all interested parties in this case; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. This Motion is GRANTED, as set forth herein.
2. Viacom shall have an allowed administrative expense claim in the amount of \$[] on account of all licensed merchandise sold since the Petition Date (the “Allowed Administrative Expense Claim”).

³ 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.

3. The Debtors, or their successor in interest, shall pay the Allowed Administrative Expense Claim in accordance with the Plan.

4. This Order shall be binding upon any liquidating trustee, plan administrator, distribution agent and/or any other similar person appointed pursuant to the Plan.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

CERTIFICATE OF SERVICE

I, Jody C. Barillare, Esq., certify that on July 29, 2025, I caused a true and correct copy of the foregoing to be served via CM/ECF on all parties who have subscribed for electronic notice in this case.

/s/ Jody C. Barillare
Jody C. Barillare, Esq.