

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 (___)

(Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND
FINAL ORDERS (I)(A) PROHIBITING UTILITY COMPANIES FROM
DISCONTINUING, ALTERING, OR REFUSING SERVICE, (B) DEEMING
UTILITY COMPANIES TO HAVE ADEQUATE ASSURANCE OF FUTURE
PAYMENT, (C) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS
FOR ADDITIONAL ASSURANCE, AND (II) GRANTING RELATED RELIEF**

F21 OpCo, LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”), hereby submit this motion (this “**Motion**”) for entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** (the “**Interim Order**”) and **Exhibit B** (the “**Final Order**”) and, together with the Interim Order, the “**Proposed Orders**”), (a) prohibiting utility companies from discontinuing, altering, or refusing service to the Debtors on account of unpaid prepetition invoices; (b) deeming the utility companies to have received adequate assurance of future payment; (c) establishing procedures for resolving requests for additional assurance of future payment; and (d) granting related relief. In addition, the Debtors request that the Court schedule a final hearing (the “**Final Hearing**”) to consider approval of this Motion on a final basis. In support of this Motion, the Debtors rely upon, and incorporate by reference, the *Declaration of Stephen Coulombe*

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.



in Support of Chapter 11 Petitions and First Day Pleadings (the “**First Day Declaration**”),² filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Under Rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue of these Chapter 11 Cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

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

BACKGROUND

4. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions in the Court commencing these Chapter 11 Cases. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested and no committee has been appointed in these Chapter 11 Cases.

5. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the First Day Declaration. Simultaneously herewith, the Debtors have filed a motion seeking to have these Chapter 11 Cases jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

THE DEBTORS’ UTILITY SERVICES AND UTILITY COMPANIES

6. In connection with the operation of their business and management of their properties, the Debtors obtain water, sewer service, electricity, waste disposal, natural gas, and other similar services (collectively, the “**Utility Services**”) from many utility providers or their brokers (each, a “**Utility Company**” and collectively, the “**Utility Companies**”). A nonexclusive list of the Utility Companies that will provide Utility Services to the Debtors on and after the Petition Date (the “**Utility Services List**”) is attached hereto as **Exhibit C**.³ The relief requested

³ The Debtors have endeavored to identify all of the Utility Companies and list them on the Utility Service List. However, inadvertent omissions may have occurred, and the omission from the Utility Service List of any entity providing utility services to the Debtors shall not be construed as an admission, waiver, acknowledgment, or consent that section 366 of the Bankruptcy Code does not apply to such entity. If the Debtors identify any entity that was inadvertently excluded from the Utility Service List (each, an “**Additional Utility Company**”), the Debtors will promptly provide such entity with a copy of this Motion and either the (a) Interim Order or (b) if entered, the Final Order. In addition, the inclusion of any entity on the Utility Service List is not an admission that such entity is a utility with the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect thereto.

herein is requested with respect to all Utility Companies that will provide Utility Services to the Debtors during these Chapter 11 Cases.

7. Due to the large number of stores that the Debtors operate, the Debtors have retained a utility aggregator, Engie Insight Services dba ENGIE Impact (the “**Aggregator**”), to assist with servicing their Utility Services accounts. The Debtors pay the Aggregator monthly fees of approximately \$10,000 to provide aggregator services. Given that the Aggregator is the Debtors’ primary intermediary with the Utility Companies, it is critical that the Debtors continue to receive the benefits that the Aggregator provides to ensure that the Debtors’ stores operate without disruption until such time or until the Debtors vacate the subject premises. Accordingly, the Debtors seek authority to satisfy any prepetition amounts outstanding to the Aggregator in the ordinary course of business in an amount not to exceed \$10,000.

8. On average, the Debtors pay approximately \$3 million each month for Utility Services at the Debtors’ corporate headquarters, distribution center, and retail locations. Accordingly, as adequate assurance of future payment, the Debtors propose to deposit cash in an amount equal to \$1.5 million into a segregated bank account (the “**Utility Deposit**”), which represents 50% of the monthly cost of Utility Services provided by the Utility Companies in the aggregate, using the historical average for such payments over the last twelve months.

9. Further, pursuant to the Debtors’ lease agreements, certain Utility Services are billed directly to the Debtors’ landlords and passed through to the Debtors as part of the Debtors’ lease payments. The Debtors do not seek relief with respect to such Utility Services.

RELIEF REQUESTED

10. By this Motion, the Debtors seek entry of the Interim Order and the Final Order: (a) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of unpaid prepetition invoices, including the making of demands for security deposits or

accelerated payment terms, (b) determining that the Debtors have provided each Utility Company with “adequate assurance of payment” within the meaning of section 366 of the Bankruptcy Code (“**Adequate Assurance**”), based, among other things, on the Debtors’ establishment of the Utility Deposit, which may be adjusted by the Debtors to account for (i) the termination of certain Utility Services by the Debtors, (ii) any agreement between the Debtors and the affected Utility Company, (iii) the addition of a Utility Company to the Utility Service List, (c) establishing procedures for determining additional Adequate Assurance, if any, and authorizing the Debtors to provide additional Adequate Assurance to the Utility Companies (the “**Adequate Assurance Procedures**”), and (d) setting the Final Hearing on this Motion within approximately thirty days of the Petition Date to consider approval of this Motion on a final basis.

BASIS FOR RELIEF

11. The maintenance of current Utility Services is essential to the Debtors’ ability to continue their operations and maximize value for the benefit of all interested parties. Unanticipated delays in the Debtors’ ability to meet their customers’ needs would result in substantial and irreparable harm to the Debtors and would impair the Debtors’ efforts to preserve and maximize the value of their estates during these Chapter 11 Cases. It is, therefore, critical that the Utility Services continue uninterrupted to allow the Debtors to continue their operations through their store closing process and generate maximum value for their estates.

12. Section 366 of the Bankruptcy Code provides that, in a chapter 11 case, during the initial thirty (30) days after the commencement of the case, utilities may not alter, refuse or discontinue service to, or discriminate against, a debtor solely on the basis of the commencement of its case or the existence of prepetition debts owed by the debtor. After the thirty-day period, however, under section 366(c) of the Bankruptcy Code, utilities may discontinue service to a debtor if the debtor does not provide “adequate assurance of payment” of its postpetition

obligations in a form that is satisfactory to the utility, subject to the Court's ability to modify the amount of adequate assurance. *See* 11 U.S.C. § 366(c)(2).

13. The Debtors intend to pay, when due, all undisputed postpetition charges for Utility Services, and the Debtors expect that their available cash will be more than sufficient to pay for the Debtors' postpetition use of Utility Services. Nonetheless, the Debtors propose to establish the Utility Deposit as Adequate Assurance.

14. To the extent that the Debtors identify Additional Utility Companies, the Debtors seek authority to add parties to the Utility Services List. The Debtors will serve such Additional Utility Company with a copy of the Interim Order or the Final Order (as applicable), including the Adequate Assurance Procedures, and will increase the Utility Deposit by an amount equal to 50% of the Debtors' estimated monthly cost of services from the Additional Utility Company. The Debtors request that the terms of any order entered on this Motion and the Adequate Assurance Procedures apply to any Additional Utility Company.

15. If any utility account with a Utility Company becomes discontinued or terminated during the course of these Chapter 11 Cases, or to the extent the Debtors determine, in their sole discretion, that a Utility Company should otherwise be removed from the Utility Services List, then the Debtors seek authority, without need for further order of the Court or notice to any parties except as otherwise provided herein, to decrease the amount of the Utility Deposit by the amount deposited with respect to such account or such Utility Company, as applicable, provided that the Debtors (i) obtain the affected Utility Company's consent to do so, or (ii) provide the affected Utility Company with seven days' prior written notice of their intent to do so (which notice may be via e-mail) and receive no response to such notice. Upon the earlier of the effective date of a chapter 11 plan in these Chapter 11 Cases or such other time as these Chapter 11 Cases may be

closed, the Debtors seek to be relieved of the obligation to maintain the Utility Deposit without the need for any further notice or action, order, or approval of the Court.

16. While the form of Adequate Assurance may be limited to the types of security enumerated in section 366(c)(1)(A) of the Bankruptcy Code, the determination of the amount of Adequate Assurance is within the discretion of the Court. It is well established that the requirement that a utility receive adequate assurance of payment does not require guarantee of payment. Instead, the protection granted to a utility is intended to avoid exposing the utility to an unreasonable risk of nonpayment.

17. The Debtors submit that the Utility Deposit constitutes sufficient Adequate Assurance for the Utility Companies. However, should any Utility Company disagree, the Debtors propose to establish the Adequate Assurance Procedures under which a Utility Company may request additional Adequate Assurance. If any Utility Company believes additional Adequate Assurance is required, it may request such additional assurance pursuant to the procedures set forth herein. The proposed Adequate Assurance Procedures are as follows:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an “**Adequate Assurance Request**”) on (a) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. (afaris@ycst.com) and Sarah Gawrysiak, Esq. (sgawrysiak@ycst.com); (b) counsel to Wells Fargo Bank, N.A. in its capacity as Prepetition ABL Administrative Agent, Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad Simon, Esq. (csimon@otterbourg.com) and Daniel Fiorillo, Esq. (dfiorillo@otterbourg.com); (c) counsel to Pathlight Capital LP in its capacity as Prepetition Term Loan Agent, Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, NY 10036, Attn: Steven E. Fox, Esq. (sfox@riemerlaw.com); and (d) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “**Notice Parties**”).
- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided and relevant account number(s); and (c) explain why the Utility Company believes that the Adequate Assurance is not sufficient adequate assurance of future payment.

- iii. Upon the Debtors' receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company in an effort to resolve its Adequate Assurance Request.
- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable.
- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the "**Determination Hearing**"). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

18. The Debtors request that the Final Hearing be held within thirty (30) days of the Petition Date to ensure that, if a Utility Company argues it can unilaterally refuse service to the Debtors on the thirty-first day after the Petition Date, the Debtors will have the opportunity, to the extent necessary, to request that the Court make such modifications to the Adequate Assurance Procedures in time to avoid any potential termination of the Utility Services.

19. The Debtors submit that their proposed method of furnishing Adequate Assurance is not prejudicial to the rights of any Utility Company and is in the best interest of the Debtors' estates. Because uninterrupted Utility Services are vital to the success of the Debtors' chapter 11 efforts and otherwise preserving value during these Chapter 11 Cases, the Debtors submit that relief requested herein is necessary and in the best interest of the Debtors' estates and creditors. Such relief ensures that the Debtors' business operations will not be disrupted during these Chapter 11 Cases and also provides both Utility Companies and the Debtors with a fair, orderly procedure for determining Adequate Assurance.

20. Accordingly, for all of the foregoing reasons, the Debtors submit that cause exists for granting the relief requested herein.

**BANKRUPTCY RULE 6003 HAS BEEN SATISFIED
AND BANKRUPTCY RULE 6004 SHOULD BE WAIVED**

21. Under Bankruptcy Rule 6003, the Court may grant a motion to “use . . . property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition” within 21 days after the commencement of a chapter 11 case to the extent “relief is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003. The Debtors believe an immediate and orderly transition into chapter 11 is critical to the success of these Chapter 11 Cases. As discussed in detail above and demonstrated by the First Day Declaration, any disruption of the Utility Services would substantially diminish or impair the Debtors’ efforts in these Chapter 11 Cases to preserve and maximize the value of their estates.

22. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

23. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief sought herein is necessary for the Debtors to operate their business without interruption, thereby preserving value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

RESERVATION OF RIGHTS

24. Nothing in this Motion shall be deemed: (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 this Motion; (e) a concession by the Debtors that any lien (contractual, common, statutory or otherwise) satisfied pursuant to the Motion is 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. If the Court enters any order granting the relief sought herein, any payment made pursuant to such order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

NOTICE

25. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to Wells Fargo Bank, N.A. as Prepetition ABL Administrative Agent; (c) counsel to Pathlight Capital LP as Prepetition Term Loan Agent; (d) counsel to Simon Blackjack Consolidated Holdings, LLC as Prepetition Subordinated Loan Agent; (e) the creditors listed on the Debtors' consolidated list of thirty (30) creditors holding the largest unsecured claims against the Debtors; (f) the Utility Companies; (g) the Aggregator; (h) the

United States Attorney for the District of Delaware; (i) the Internal Revenue Service; (j) the state attorneys general for states in which the Debtors conduct business; and (k) all parties entitled to notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). The Debtors submit that, under the circumstances, no other or further notice is required.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Orders granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: March 16, 2025

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sarah Gawrysiak

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Interim Order

**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 (____)

(Jointly Administered)

Ref: Docket No. ____

**INTERIM ORDER (I) (A) PROHIBITING UTILITY COMPANIES FROM
DISCONTINUING, ALTERING, OR REFUSING SERVICE,
(B) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE
ASSURANCE OF FUTURE PAYMENT, (C) ESTABLISHING PROCEDURES
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an interim order (this “**Interim Order**”) (a) prohibiting utility companies from discontinuing, altering, or refusing service to the Debtors on account of unpaid prepetition invoices; (b) deeming the utility companies to have received adequate assurance of future payment; (c) establishing procedures for resolving requests for additional assurance of future payment; 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 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)

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.

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

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 an interim basis, as set forth herein.
2. No later than 20 days after the Petition Date, the Debtors shall cause the Utility Deposit to be deposited into a segregated account and held during the pendency of these Chapter 11 Cases, subject to the procedures approved hereby, which Utility Deposit shall not be subject to any liens granted to the Debtors' post-petition lender(s) under any order entered by this Court authorizing the Debtors' use of cash collateral.
3. The Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.
4. The following Adequate Assurance Procedures are hereby approved on an interim basis:
 - i. Any Utility Company that objects to the Adequate Assurance must serve a request (an "**Adequate Assurance Request**") on (a) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. (afaris@ycst.com) and Sarah Gawrysiak, Esq. (sgawrysiak@ycst.com); (b) counsel to Wells Fargo Bank, N.A. in its capacity as Prepetition ABL Administrative Agent, Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad Simon, Esq. (csimon@otterbourg.com) and Daniel Fiorillo, Esq. (dfiorillo@otterbourg.com); (c) counsel to Pathlight Capital LP in its capacity as Prepetition Term Loan Agent, Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times

Square, New York, NY 10036, Attn: Steven E. Fox, Esq. (sfox@riemerlaw.com); and (d) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “**Notice Parties**”).

- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided; and (c) explain why the Utility Company believes that the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. Upon the Debtors’ receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company in an effort to resolve its Adequate Assurance Request.
- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of this Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of this Court, if the Debtors believe such alternative assurance is reasonable.
- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “**Determination Hearing**”). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

5. The Utility Companies that have received notice, and for whose benefit Utility Deposits are being made, are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

6. All Utility Companies that have received notice, and for whose benefit Utility Deposits are being made, that do not serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid

prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance.

7. The Debtors are authorized, in their sole discretion, to add any Utility Company to the Utility Services List, and the Debtors shall add an amount equal to 50% of the Debtors' estimated monthly cost for each subsequently-added Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Interim Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company must serve on the Notice Parties, any Adequate Assurance Request.

8. If any utility account with a Utility Company becomes discontinued or terminated during the course of these Chapter 11 Cases, or to the extent the Debtors determine, in their sole discretion, that a Utility Company should otherwise be removed from the Utility Services List, then without the need for further order of this Court or notice to any parties except as otherwise provided herein, the Debtors shall be authorized to decrease the amount of the Utility Deposit by the amount deposited with respect to such account or such Utility Company, as applicable, provided that the Debtors (i) obtain the affected Utility Company's consent to do so, or (ii) provide the affected Utility Company with seven days' prior written notice of their intent to do so (which notice may be via e-mail) and receive no response to such notice. Upon the earlier of the effective date of a chapter 11 plan in these Chapter 11 Cases or such other time as these Chapter 11 Cases may be closed, the Debtors shall be relieved of the obligation to maintain the Utility Deposit without the need for any further notice or action, order or approval of this Court.

9. The Debtors are authorized to satisfy prepetition amounts owed to the Aggregator, in an amount not to exceed \$10,000, in the ordinary course of business.

10. The final hearing (the “**Final Hearing**”) on the Motion shall be held on [_____, 2025, at__:___.m] (prevailing Eastern Time). On or before [__:___.m.] (prevailing Eastern Time) on [_____, 2025], any objections or responses to entry of a final order on the Motion shall be filed with this Court and served on: (a) the Debtors, 110 East 9th Street, Suite A500, Los Angeles, CA 90079, Attn: Michael Brown (mbrown@thinkbrg.com); (b) the Debtors’ proposed counsel, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Andrew L. Magaziner, Esq. (amagaziner@ycst.com) and S. Alexander Faris, Esq. (afaris@ycst.com); (c) counsel to Wells Fargo Bank, N.A. in its capacity as Prepetition ABL Administrative Agent, Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad Simon, Esq. (csimon@otterbourg.com) and Daniel Fiorillo, Esq. (dfiorillo@otterbourg.com); (d) counsel to Pathlight Capital LP in its capacity as Prepetition Term Loan Agent, Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, NY 10036, Attn: Steven E. Fox, Esq. (sfox@riemerlaw.com) and Paul D. Bekker, Esq. (pbekker@riemerlaw.com); (e) counsel to Simon Blackjack Consolidated Holdings, LLC in its capacity as Prepetition Subordinated Loan Agent, (i) Choate Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Mark D. Silva, Esq. (msilva@choate.com), Rick Thide, Esq. (rthide@choate.com), and Hampton Foushee, Esq. (hfoushee@choate.com); and (ii) Pashman Stein Walder Hayden, P.C., 824 North Market Street, Suite 800, Wilmington, DE 19801, Attn: Joseph C. Barsalona, Esq. (jbarsalona@pashmanstein.com); and (f) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane M. Leamy, Esq. (jane.m.leafy@usdoj.gov). In the event no objections to entry of the Final Order on

the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

11. Nothing in the Motion or this Interim 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 is 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 Interim 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.

12. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

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

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

EXHIBIT B

Proposed Final Order

**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 (____)

(Jointly Administered)

Ref: Docket Nos. ____

**FINAL ORDER (I) (A) PROHITING UTILITY COMPANIES FROM DISCONTINUING,
ALTERING, OR REFUSING SERVICE, (B) DEEMING UTILITY COMPANIES TO
HAVE ADEQUATE ASSURANCE OR PAYMENT, (C) ESTABLISHING
PROCEDURES FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of a final order (this “**Final Order**”) (a) prohibiting utility companies from discontinuing, altering, or refusing service to the Debtors on account of unpaid prepetition invoices; (b) deeming the utility companies to have received adequate assurance of future payment; (c) establishing procedures for resolving requests for additional assurance of future payment; 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) (A) Prohibiting Utility Companies from Discontinuing, Altering, or Refusing Service, (B) Deeming Utility Companies to have Adequate Assurance of Future Payment, (C) Establishing Procedures for Resolving Requests for Additional Assurance, and (II) Granting Related Relief* [D.I. ____] (the “**Interim Order**”); and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance

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.

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

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

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtors shall serve a copy of the Motion and this Final Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Final Order is entered.
3. To the extent not already done, Debtors are authorized to cause the Utility Deposit to be held in a segregated account during the pendency of these Chapter 11 Cases, subject to the Adequate Assurance Procedures, which Utility Deposit shall not be subject to any liens granted to the Debtors' post-petition lender(s) under any order entered by this Court authorizing the Debtors' use of cash collateral.
4. The Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

5. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Chapter 11 Cases, or any perceived inadequacy of the Adequate Assurance.

6. The following Adequate Assurance Procedures are hereby approved:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an “**Adequate Assurance Request**”) on (a) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. (afaris@ycst.com) and Sarah Gawrysiak, Esq. (sgawrysiak@ycst.com); (b) counsel to Wells Fargo Bank, N.A. in its capacity as Prepetition ABL Administrative Agent, Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad Simon, Esq. (csimon@otterbourg.com) and Daniel Fiorillo, Esq. (dfiorillo@otterbourg.com); (c) counsel to Pathlight Capital LP in its capacity as Prepetition Term Loan Agent, Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, NY 10036, Attn: Steven E. Fox, Esq. (sfox@riemerlaw.com) (collectively, the “**Notice Parties**”).
- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided; and (c) explain why the Utility Company believes that the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. Upon the Debtors’ receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company in an effort to resolve its Adequate Assurance Request.
- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of this Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of this Court, if the Debtors believe such alternative assurance is reasonable.
- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “**Determination Hearing**”). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to

the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.

7. The Utility Companies that have received notice, and for whose benefit Utility Deposits are being made, are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

8. All Utility Companies that have received notice, and for whose benefit Utility Deposits are being made, that do not serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance.

9. The Debtors are authorized, in their sole discretion, to add any Utility Company to the Utility Services List, and the Debtors shall add an amount equal to 50% of the Debtors’ estimated monthly cost for each subsequently-added Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Final Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company must serve on the Notice Parties, any Adequate Assurance Request.

10. If any utility account with a Utility Company becomes discontinued or terminated during the course of these Chapter 11 Cases, or to the extent the Debtors determine, in their sole discretion, that a Utility Company should otherwise be removed from the Utility Services List, then without the need for further order of this Court or notice to any parties except as otherwise

provided herein, the Debtors shall be authorized to decrease the amount of the Utility Deposit by the amount deposited with respect to such account or such Utility Company, as applicable, provided that the Debtors (i) obtain the affected Utility Company's consent to do so, or (ii) provide the affected Utility Company with seven days' prior written notice of their intent to do so (which notice may be via e-mail) and receive no response to such notice. Upon the earlier of the effective date of a chapter 11 plan in these Chapter 11 Cases or such other time as these Chapter 11 Cases may be closed, the Debtors shall be relieved of the obligation to maintain the Utility Deposit without the need for any further notice or action, order or approval of this Court.

11. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

12. To the extent not already done, the Debtors are authorized to satisfy prepetition amounts owed to the Aggregator, in an amount not to exceed \$10,000, in the ordinary course of business.

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

14. 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.

15. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

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

17. 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 C

Utility Services List

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Utilities	200405	City of San Diego
F21 OpCo	Utilities	204570	Upper Merion Township
F21 OpCo	Utilities	211291	Delta American Corp
F21 OpCo	Utilities	200150	City of Los Angeles
F21 OpCo	Utilities	200221	Village of Norridge
F21 OpCo	Electricity	201926	Con Edison
F21 OpCo	Utilities	202938	Martin County Board of County
F21 OpCo	Waste Management	201060	Universal Environmental Consulting
F21 OpCo	Utilities	201194	Village of Lombard
F21 OpCo	Utilities	204057	Village of Chicago Ridge
F21 OpCo	Utilities	215180	EDPO LLC
F21 OpCo	Utilities	204582	City of Ann Arbor
F21 OpCo	Utilities	204395	City of Bakersfield
F21 OpCo	Utilities	200276	City of Altamonte Springs
F21 OpCo	Utilities	203036	City of Dover
F21 OpCo	Utilities	200799	City of Laredo
F21 OpCo	Utilities	200269	Village of Orland Park
F21 OpCo	Telecommunications	200027	AT&T Corp
F21 OpCo	Telecommunications	200226	Frontier
F21 OpCo	Telecommunications	201030	Centurylink
F21 OpCo	Telecommunications	203391	Salish Networks
F21 OpCo	Telecommunications	207717	Fusion Cloud Services, LLC

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Utility Motion - Exhibit

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Entity	Service Type	VID	Vendor Name
F21 OpCo	Telecommunications	200466	Comcast
F21 OpCo	Telecommunications	201769	Claro
F21 OpCo	Telecommunications	204628	Granite Telecommunications
F21 OpCo	Telecommunications	204999	Intelepeer Holdings, INC
F21 OpCo	Telecommunications	208343	Charter Communications
F21 OpCo	Telecommunications	212047	One Ring Networks INC.
F21 OpCo	Telecommunications	214993	Broadband Mdu Holdings, LLC
F21 OpCo	Telecommunications	211677	Crown Castle International Corp
F21 OpCo	Utilities	210368	Richard S Alatorre
F21 OpCo	Utilities	214689	Cablevision Lighpath LLC
F21 OpCo	Utilities	211572	Bif Iii Us Aggregator (Delaware)
F21 OpCo	Telecommunications	201723	Earthlink Business
F21 OpCo	Utilities	215835	Kishmish, INC.
F21 OpCo	Utilities	214868	Dvsa Technologies INC
F21 OpCo	Telecommunications	203174	Metropolitan Telecommunication
F21 OpCo	Electricity	203969	568 Broadway Property LLC
F21 OpCo	Electricity	201874	AES Indiana
F21 OpCo	Electricity	204066	AES Ohio
F21 OpCo	Electricity	204059	Alabama Power
F21 OpCo	Electricity	200154	Alliant Energy/WPL
F21 OpCo	Electricity	209759	Ameren Illinois
F21 OpCo	Electricity	209759	Ameren Missouri

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Utility Motion - Exhibit

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Entity	Service Type	VID	Vendor Name
F21 OpCo	Electricity	200217	American Electric Power/24002
F21 OpCo	Electricity	200763	APS
F21 OpCo	Water	202848	Aqua OH
F21 OpCo	Water	201671	Arlington Utilities
F21 OpCo	Electricity	215252	Atlanta Outlet Shoppes CMBS Lockbox
F21 OpCo	Water	204048	Atlantic City Associates LLC
F21 OpCo	Electricity	201536	Atlantic City Electric
F21 OpCo	Gas	204083	Atmos Energy/630872/740353
F21 OpCo	Water	200944 214758	Autoridad de Acueductos y Alcantarillado
F21 OpCo	Electricity	200824	Avista Utilities
F21 OpCo	Electricity	211824	Baldwin EMC
F21 OpCo	Water	205214	BCWSA (Bucks County Water & Sewer)
F21 OpCo	Electricity	211568	Benton PUD
F21 OpCo	Electricity	200056	BGE
F21 OpCo	Water	202969	Birmingham Water Works - Sewer & Water
F21 OpCo	Gas	202885	Black Hills Energy
F21 OpCo	Water	203821	Bloomfield Holdings, LLC
F21 OpCo	Electricity	204268	Bluebonnet Electric Cooperative
F21 OpCo	Electricity	205212	Braintree Electric Light Department
F21 OpCo	Electricity	209735	BrightRidge
F21 OpCo	Water	205173	California American Water Company
F21 OpCo	Water	200096	California Water Service-Bakersfield

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Utility Motion - Exhibit

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Entity	Service Type	VID	Vendor Name
F21 OpCo	Gas	202150	Cascade Natural Gas
F21 OpCo	Water	204060	Caseyville Township Sewer System (IL)
F21 OpCo	Electricity	204080	Cass County Electric Cooperative
F21 OpCo	Gas	204067	Dominion Energy Ohio/26785
F21 OpCo	Gas	203786	CenterPoint Energy/1325/4981/2628
F21 OpCo	Gas	200138	CenterPoint Energy/4849
F21 OpCo	Gas	206964	Central Hudson Gas & Electric Co
F21 OpCo	Water	204610	Citizens Energy Group/7056
F21 OpCo	Water	200276	City of Altamonte Springs, FL
F21 OpCo	Water	204582	City of Ann Arbor Treasurer, MI
F21 OpCo	Water	200249	City of Aurora, IL
F21 OpCo	Water	200766	City of Beaumont, TX
F21 OpCo	Water	200813	City of Cerritos, CA - Water Billing
F21 OpCo	Water	204061	City of Clearwater, FL
F21 OpCo	Gas	204067	Enbridge Gas Ohio/26785
F21 OpCo	Water	204081	City of Fargo, ND
F21 OpCo	Water	204542	City of Fresno, CA
F21 OpCo	Water	205213	City of Grand Rapids, MI
F21 OpCo	Water	200118	City of Houston, TX - Water/Wastewater
F21 OpCo	Water	201694	City of Humble, TX
F21 OpCo	Water	201539	City of Hurst Utility Billing
F21 OpCo	Water	211365	City of Kennewick, WA

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Water	200084	City of Lakewood, CA
F21 OpCo	Water	200521	City of Lancaster, PA
F21 OpCo	Water	200799	City of Laredo Utilities
F21 OpCo	Water	204429	City of Lynnwood, WA
F21 OpCo	Water	207698	City of Nogales, AZ
F21 OpCo	Water	200215	City of North Canton, OH
F21 OpCo	Water	204062	City of O'Fallon, IL
F21 OpCo	Water	201692	City of Panama City Beach, FL
F21 OpCo	Water	204414	City of Pleasanton, CA
F21 OpCo	Electricity	204588	City of Rancho Cucamonga, CA
F21 OpCo	Electricity	201039	City of Roseville, CA
F21 OpCo	Water	205480	City of San Bernardino, CA - Water
F21 OpCo	Water	204549	City of Santa Rosa, CA-Water & Sewer
F21 OpCo	Water	200237	City of Savannah, GA
F21 OpCo	Electricity	201407	City of Tacoma Public Utilities
F21 OpCo	Water	3100255	City of Troy, MI
F21 OpCo	Water	200065	City of Tucson, AZ
F21 OpCo	Water	207675	City of Turlock, CA
F21 OpCo	Water	200207	City of Vernon, CA
F21 OpCo	Water	200405	City Treasurer-Public Utilities Dept
F21 OpCo	Water	200421	Fort Wayne City Utilities
F21 OpCo	Electricity	205574	Clark Public Utilities

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Gas	201736	Columbia Gas of Kentucky
F21 OpCo	Gas	204643	Columbia Gas of Ohio
F21 OpCo	Gas	204065	Columbia Gas of Pennsylvania
F21 OpCo	Water	205996	Columbus Water Works
F21 OpCo	Electricity	200093	ComEd
F21 OpCo	Gas	201926	Con Edison
F21 OpCo	Gas	203117	Connecticut Natural Gas Corp (CNG)
F21 OpCo	Water	205997	Consolidated Utility Dist. of Rutherford
F21 OpCo	Electricity	205394	Consumers Energy
F21 OpCo	Gas	211495	CoServ
F21 OpCo	Electricity	206575	Coweta-Fayette EMC
F21 OpCo	Electricity	200085	CPS Energy
F21 OpCo	Water	205998	CWSA - Coplay Whitehall Sewer Authority
F21 OpCo	Water	206475	DDR Urban LP
F21 OpCo	Water	206781	DDR Winter Garden LLC
F21 OpCo	Electricity	202983	DELMARVA POWER DE/MD/VA/17000/13609
F21 OpCo	Electricity	209368	Direct Energy/643249/660749
F21 OpCo	Electricity	203748	Penelec
F21 OpCo	Electricity	209368	Direct Energy/NRG/643249/660749
F21 OpCo	Electricity	203036	City of Dover Utility
F21 OpCo	Electricity	200209	Dominion Energy South Carolina
F21 OpCo	Electricity	200161	Dominion VA/NC Power/26543/26666

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Utility Motion - Exhibit

List of Utility Providers

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F21 OpCo	Gas	200097	DTE Energy/630795/740786
F21 OpCo	Electricity	204058	Duke Energy/1094
F21 OpCo	Electricity	204058	Duke Energy/1326/1327
F21 OpCo	Electricity	200218	Duquesne Light Company
F21 OpCo	Water	200935	East Brunswick Twp Water/Sewer
F21 OpCo	Water	211910	EMWD-Eastern Municipal Water District
F21 OpCo	Gas	203146	Spire/Birmingham
F21 OpCo	Gas	203146	Spire/Charlotte
F21 OpCo	Electricity	200157	Entergy Arkansas, Inc./8101
F21 OpCo	Electricity	200157	Entergy Louisiana, Inc./8108
F21 OpCo	Electricity	200157	Entergy Mississippi, Inc./8105
F21 OpCo	Electricity	200157	Entergy Texas, Inc./8104
F21 OpCo	Water	203672	Erie Water Works
F21 OpCo	Electricity	200339	Eugene Water & Electric Board (EWEB)
F21 OpCo	Electricity	200162	Evergy KS MO Metro MO West 219330/219703
F21 OpCo	Electricity	201364	Eversource Energy 660753/56007
F21 OpCo	Electricity	201364	Eversource Energy/56002
F21 OpCo	Electricity	201364	Eversource Energy/56003
F21 OpCo	Gas	201364	Eversource Energy/56004
F21 OpCo	Electricity	215490	Fairlane Town Center Realty Holding LLC
F21 OpCo	Water	206618	Fayette Pavilion LLC
F21 OpCo	Electricity	208834	Fort Collins Utilities

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List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Gas	200514	Dominion Energy/27031
F21 OpCo	Water	200486	Fox Metro
F21 OpCo	Electricity	204609	FPL - Florida Power & Light Company
F21 OpCo	Electricity	204071	FPL Northwest FL
F21 OpCo	Electricity	200464	Gainesville Regional Utilities
F21 OpCo	Gas	215413	Gas South/530552
F21 OpCo	Gas	215744	Georgia Natural Gas/71245
F21 OpCo	Electricity	200047	Georgia Power
F21 OpCo	Water	200203	Hayward Water System
F21 OpCo	Water	200156	HRSD/HRUBS
F21 OpCo	Electricity	204072	Idaho Power
F21 OpCo	Water	200573	Illinois American Water
F21 OpCo	Electricity	200168	Imperial Irrigation District, CA
F21 OpCo	Electricity	200225	Indiana Michigan Power
F21 OpCo	Electricity	201500	JEA
F21 OpCo	Water	200254	Jefferson Parish, LA
F21 OpCo	Electricity	205395	Jersey Central Power & Light
F21 OpCo	Water	204073	Johnson City Utility System
F21 OpCo	Electricity	205000	Jones-Onslow Electric
F21 OpCo	Electricity	200162	Kansas City Board of Public Utilities
F21 OpCo	Water	205393	Kentucky American Water Company
F21 OpCo	Electricity	207842	Kissimmee Utility Authority

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Utility Motion - Exhibit

List of Utility Providers

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F21 OpCo	Electricity	214865	KREF Lloyd Center Owner LLC
F21 OpCo	Electricity	204074	KU-Kentucky Utilities Company
F21 OpCo	Water	207596	Lackawanna River Basin-LRBSA
F21 OpCo	Water	205571	Lafayette Utilities Systems (LUS)
F21 OpCo	Gas	206491	Lake Apopka Natural Gas District,FL
F21 OpCo	Water	212903	Lake County Dept. of Utilities (OH)
F21 OpCo	Water	201618	Lexington-Fayette Urban County Govt
F21 OpCo	Electricity	201282	LG&E - Louisville Gas & Electric
F21 OpCo	Gas	202244	Liberty Utilities - NH
F21 OpCo	Water	20224	Liberty Utilities New York/75463
F21 OpCo	Electricity	200050	Los Angeles Dept of Water & Power/30808
F21 OpCo	Electricity	200945	LUMA Energy
F21 OpCo	Gas	204075	Madison Gas and Electric, WI
F21 OpCo	Electricity	205032	Mall 1-Bay Plaza LLC
F21 OpCo	Water	202938	Martin County Utilities
F21 OpCo	Water	205889	McAllen Public Utility -TX
F21 OpCo	Water	204109	Memorial City Mall
F21 OpCo	Electricity	204076	Memphis Light, Gas & Water Division
F21 OpCo	Water	205498	MIAMI-DADE WATER AND SEWER DEPT
F21 OpCo	Electricity	200168	MidAmerican Energy Company
F21 OpCo	Electricity	200672	Middle Tennessee Electric
F21 OpCo	Water	200102	Middlesex Water Company

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Electricity	205390	Mishawaka Utilities, IN
F21 OpCo	Water	214570	Monarchs Sub LLC
F21 OpCo	Water	202411	Montgomery County Environmental Svs, OH
F21 OpCo	Water	204389	MTMSA - Montgomery Township
F21 OpCo	Water	201826	MUD #METRO
F21 OpCo	Electricity	208160	Murray City Corporation, UT
F21 OpCo	Electricity	211902	Nashville Electric Service
F21 OpCo	Gas	200650	National Fuel/371835
F21 OpCo	Gas	200258	National Grid - Brooklyn/371416
F21 OpCo	Electricity	200258	National Grid - New York/371376
F21 OpCo	Gas	200258	National Grid - Pittsburgh/371338
F21 OpCo	Gas	200258	National Grid - Pittsburgh/371382
F21 OpCo	Electricity	200258	National Grid/371396
F21 OpCo	Gas	201321	New Mexico Gas Company
F21 OpCo	Water	204077	Newport News Waterworks
F21 OpCo	Gas	204511	Nicor Gas/2020/0632/5407
F21 OpCo	Gas	200643	NIPSCO - Northern Indiana Public Serv Co
F21 OpCo	Gas	200611	NJNG
F21 OpCo	Water	205588	North Wales Water Authority
F21 OpCo	Water	206630	Northwood PL Holdings LP
F21 OpCo	Electricity	200164	NOVEC
F21 OpCo	Electricity	200088	NV Energy/30073 North Nevada

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List of Utility Providers

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F21 OpCo	Electricity	200088	NV Energy/30150 South Nevada
F21 OpCo	Gas	205470	NW Natural
F21 OpCo	Water	211854	NYC Water Board
F21 OpCo	Electricity	205503	OG&E -Oklahoma Gas & Electric Service
F21 OpCo	Gas	203610	Oklahoma Natural Gas Co: Kansas City
F21 OpCo	Electricity	201551	Orange and Rockland Utilities (O&R)
F21 OpCo	Electricity	204617	Orlando Utilities Commission
F21 OpCo	Electricity	200621	Ozarks Electric Cooperative
F21 OpCo	Electricity	200074	Pacific Gas & Electric
F21 OpCo	Electricity	200496	Pacific Power-Rocky Mountain Power
F21 OpCo	Water	215227	Palm Beach Outlets I LLC
F21 OpCo	Electricity	204126	Park Plaza
F21 OpCo	Electricity	204078	Peabody Municipal Light Plant
F21 OpCo	Gas	200195	PECO/37629
F21 OpCo	Gas	200514	Enbridge Gas /27031
F21 OpCo	Electricity	200115	Xcel Energy
F21 OpCo	Electricity	203748	Penn Power
F21 OpCo	Water	200224	Pennsylvania American Water
F21 OpCo	Electricity	200051	PEPCO (Potomac Electric Power Company)
F21 OpCo	Gas	201383	Philadelphia Gas Works
F21 OpCo	Electricity	208985	PNM
F21 OpCo	Electricity	200094	Polaris Energy Services

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List of Utility Providers

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F21 OpCo	Electricity	200083	Portland General Electric (PGE)
F21 OpCo	Electricity	209368	Direct Energy/70220
F21 OpCo	Electricity	201448	PPL Electric Utilities/Allentown
F21 OpCo	Electricity	204291	PR Capital City Limited Partnership
F21 OpCo	Electricity	200133	PSE&G-Public Service Elec & Gas Co
F21 OpCo	Electricity	203348	PSEGLI
F21 OpCo	Water	200223	Public Works & Utilities, KS
F21 OpCo	Gas	200092	Puget Sound Energy
F21 OpCo	Water	201966	PWCSA - Prince William County Services
F21 OpCo	Gas	201501	RG&E - Rochester Gas & Electric
F21 OpCo	Electricity	204419	Rhode Island Energy
F21 OpCo	Electricity	204475	Riverside Public Utilities, CA
F21 OpCo	Water	201180	San Antonio Water System, TX
F21 OpCo	Electricity	200048	San Diego Gas & Electric
F21 OpCo	Water	203182	San Gabriel Valley Water Company
F21 OpCo	Trash	202265	Santa Cruz Municipal Utilities
F21 OpCo	Electricity	201600	Santee Cooper
F21 OpCo	Electricity	215428	Sawnee EMC
F21 OpCo	Electricity	200076	SMUD
F21 OpCo	Electricity	204604	Snohomish County PUD
F21 OpCo	Electricity	204327	Somerset Collection Ltd Ptr
F21 OpCo	Water	203665	South Huntington Water District

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Electricity	200049	Southern California Edison
F21 OpCo	Gas	200067	Southern California Gas (The Gas Co.)
F21 OpCo	Gas	211535	Southern Connecticut Gas (SCG)
F21 OpCo	Gas	200777	Southwest Gas
F21 OpCo	Electricity	203498	Southwestern Electric Power
F21 OpCo	Water	203970	Poughkeepsie Galleria
F21 OpCo	Gas	200075	Spire/St Louis
F21 OpCo	Electricity	206422	SRP - Salt River Project/2951
F21 OpCo	Gas	204082	Suburban Natural Gas Company
F21 OpCo	Gas	203183	Suburban Propane-1229
F21 OpCo	Electricity	205335	Tanger Outlets Deer Park LLC
F21 OpCo	Electricity	205289	Taubman Auburn Hills Associates LP
F21 OpCo	Electricity	200087	Teco Tampa Electric Company
F21 OpCo	Gas	200087	Teco: Peoples Gas
F21 OpCo	Electricity	200222	The Illuminating Company
F21 OpCo	Electricity	200044	The United Illuminating Company
F21 OpCo	Electricity	204256	TM Partridge Creek Mall LP
F21 OpCo	Water	207842	Toho Water Authority - 30527
F21 OpCo	Electricity	200351	Toledo Edison
F21 OpCo	Water	200594	Toms River Municipal Utilities Authority
F21 OpCo	Water	200949	Town of Burlington - Dept 520
F21 OpCo	Water	211300	Town of Hempstead, NY - Dept of Water

Forever21
Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Electricity	215136	Town of Smithfield, NC
F21 OpCo	Water	200234	Township of Freehold, NJ
F21 OpCo	Electricity	214834	Transform Holdco LLC
F21 OpCo	Gas	206575	True Natural Gas
F21 OpCo	Electricity	200072	Tucson Electric Power Company
F21 OpCo	Electricity	207980	Turlock Irrigation District
F21 OpCo	Electricity	200173	TXU Energy/650638
F21 OpCo	Water	214972	UBS-Utility Billing Services
F21 OpCo	Gas	203454	UGI Utilities Inc
F21 OpCo	Electricity	200072	UNS Electric Inc
F21 OpCo	Water	204570	Upper Merion Sewer Revenue
F21 OpCo	Water	200340	Veolia Water Toms River
F21 OpCo	Water	204057	Village of Chicago Ridge, IL
F21 OpCo	Water	201194	Village of Lombard, IL
F21 OpCo	Water	200221	Village of Norridge, IL
F21 OpCo	Water	200330	Village of Nyack Water Dept., NY
F21 OpCo	Water	200269	Village of Orland Park, IL
F21 OpCo	Water	200145	Village of Schaumburg, IL
F21 OpCo	Gas	201387	Virginia Natural Gas/5409
F21 OpCo	Gas	200167	Washington Gas/37747
F21 OpCo	Water	200538	Whitehall Township Authority
F21 OpCo	Water	206869	W-LD Legends Owner VII LLC

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Utility Motion - Exhibit

List of Utility Providers

Entity	Service Type	VID	Vendor Name
F21 OpCo	Water	215488	CE Collierville LLC
F21 OpCo	Water	204076	Utility Billing Services, TN