

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

In re:

F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

Obj. Deadline: December 8, 2025 at 4:00 p.m. (ET)

Hearing Date: December 17, 2025 at 3:00 p.m. (ET)

**PLAN ADMINISTRATOR’S FIRST OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CERTAIN (I) LATE FILED CLAIMS; (II) AMENDED  
AND SUPERSEDED CLAIMS; AND (III) DUPLICATIVE CLAIMS**

**THIS FIRST OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN CLAIMS. CLAIMANTS SHOULD CAREFULLY REVIEW THIS OBJECTION AND THE SCHEDULES ATTACHED TO THE PROPOSED ORDER ATTACHED TO THIS OBJECTION TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIMS.**

Steven Balasiano of MHR Advisory Group, LLC, not individually, but solely in his capacity as the Plan Administrator (the “Plan Administrator”) for the above-captioned debtors (collectively, the “Debtors,” and after the Effective Date of the Debtors’ confirmed chapter 11 plan, the “Post-Effective Date Debtors”), files this omnibus objection (this “First Omnibus Objection”) for entry of an order (the “Proposed Order”), substantially in the form attached hereto as **Exhibit A**, pursuant to sections 105(a) and 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), disallowing in full and expunging the following: (i) certain late filed claims (collectively, the “Late Filed Claims”), which are listed on **Schedule 1** to the Proposed Order; (ii) certain claims that were subsequently amended and superseded

<sup>1</sup> The Debtors in these cases are: F21 OpCo, LLC; F21 Puerto Rico, LLC; and F21 GiftCo Management, LLC.



(collectively, the “Amended and Superseded Claims”), which are listed on **Schedule 2** to the Proposed Order; and (iii) certain claims that are duplicative of another claim asserted by or on behalf of the same claimant with respect of the same liabilities (collectively, the “Duplicative Claims”), which are listed on **Schedule 3** to the Proposed Order.

In support of this First Omnibus Objection, the Plan Administrator relies on the *Declaration of Steven Balasiano in Support of the Plan Administrator’s First Omnibus (Non-Substantive) Objection to Certain (I) Late Filed Claims; (II) Amended and Superseded Claims; and (III) Duplicative Claims* (the “Balasiano Declaration”), attached hereto as **Exhibit B**. In further support of this First Omnibus Objection, the Plan Administrator respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction to consider this matter under 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 Article XI of the Plan. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue of these cases and the First Omnibus Objection in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rules 3007 and 9014, and Local Rule 3007-1.

4. The Plan Administrator consents to the entry of a final order by the Court in connection with the First Omnibus Objection to the extent that it is later determined that this Court, absent consent of the relevant parties, cannot enter final orders or judgments in connection with the First Omnibus Objection consistent with Article III of the United States Constitution.

## **BACKGROUND**

### **I. The Chapter 11 Cases**

5. On March 16, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

6. 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 *Declaration of Stephen Coulombe in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”).<sup>2</sup>

7. On March 28, 2025, the Debtors filed the *Debtors’ Joint Plan Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, the “Plan”) and accompanying *Disclosure Statement for Debtors’ Joint Plan Pursuant to Chapter 11 of the Bankruptcy Code*.<sup>3</sup>

8. On March 31, 2025, each of the Debtors filed their respective schedules of assets and liabilities and statements of financial affairs (as amended from time to time, the “Schedules”) pursuant to Bankruptcy Rule 1007.<sup>4</sup>

9. On June 24, 2025, the Court entered an order (the “Confirmation Order”) confirming the Plan.<sup>5</sup> On June 30, 2025, the Plan became effective (the “Effective Date”).<sup>6</sup>

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<sup>2</sup> Docket No. 2.

<sup>3</sup> Docket Nos. 123-124. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

<sup>4</sup> Docket Nos. 138-143.

<sup>5</sup> Docket No. 493.

<sup>6</sup> Docket No. 514.

## II. The Bar Dates

10. On April 1, 2025, the Court entered the *Order (I) Establishing Bar Dates for Filing Proofs of Prepetition Claims, Including 503(b)(9) Claims; (II) Approving Form and Manner of Notice Thereof; and (III) Granting Related Relief* (the “Bar Date Order”).<sup>7</sup>

11. The Bar Date Order established May 12, 2025, at 5:00 p.m. (prevailing Eastern Time) as the deadline for creditors to file proofs of claim for each claim they assert against the Debtors that arose before the Petition Date, including administrative expense claims pursuant to section 503(b)(9) of the Bankruptcy Code (the “General Bar Date”). The Bar Date Order also established the governmental bar date for governmental units to file proofs of claim against any Debtor as September 12, 2025, at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date”).

12. Additionally, the Bar Date Order provides that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease are required to file a proof of claim by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors (the “Rejection Bar Date”).

13. The Confirmation Order established July 30, 2025 as the deadline for creditors to file requests for payment of an administrative claim (the “Administrative Claims Bar Date,” and collectively with the General Bar Date, Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

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<sup>7</sup> See Docket No. 145.

### **CLAIMS RECONCILIATION**

14. Prior to the Effective Date, the Debtors filed two omnibus claim objections, which were sustained by the Court. *See* Docket Nos. 405, 435, 494, 495.

15. Pursuant to the Confirmation Order, on the Effective Date, Steven Balasiano of MHR Advisory Group, LLC was appointed Plan Administrator in these Chapter 11 Cases.<sup>8</sup> The Plan authorizes and empowers the Plan Administrator to, among other things, file objections to claims and interests and prosecute or otherwise resolve such objections.<sup>9</sup>

16. As of the date hereof, the register of claims (the “Claims Register”) maintained by Kurtzman Carson Consultants LLC dba Verita Global (“Verita”), evidenced over 2,000 filed and scheduled Claims against the Debtors in these Chapter 11 Cases asserting an aggregate liquidated amount of approximately \$1.4 billion.

17. The Plan Administrator and his professionals have been reviewing and analyzing claims since the Effective Date of the Plan. This process includes identifying categories of claims that may be targeted for disallowance and expungement, reduction and/or reclassification. The Plan Administrator has reviewed each of the claims listed on **Schedules 1-3** to the Proposed Order and has concluded that each such claim should be expunged and disallowed.

18. To reduce the number of claims, and to avoid possible double or otherwise improper recovery by claimants, the Plan Administrator anticipates filing additional omnibus objections to claims.

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<sup>8</sup> *See* Confirmation Order, ¶ 93

<sup>9</sup> *See* Plan, §§ IV.E.4, VII.B.

### **RELIEF REQUESTED**

19. By this First Omnibus Objection, and for the reasons described more fully below, the Plan Administrator requests entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, disallowing and expunging the claims set forth on **Schedules 1-3** attached thereto pursuant to sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, Local Rule 3007-1, the Confirmation Order, the Plan, and the Bar Date Order, as applicable.

### **OBJECTION**

20. Section 502(a) of the Bankruptcy Code provides, in pertinent part, that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.”<sup>10</sup> Once an objection to a claim is filed, the Court, after notice and hearing, shall determine the allowed amount of the claim.<sup>11</sup>

21. Section 502(b)(1) of the Bankruptcy Code provides, in part, that a claim may not be allowed to the extent that it “is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.”<sup>12</sup> While a properly filed proof of claim is *prima facie* evidence of the claim’s allowed amount, when an objecting party presents evidence to rebut a claim’s *prima facie* validity, the claimant bears the burden of proving the claim’s validity by a preponderance of evidence.<sup>13</sup> The burden of persuasion with respect to the claim is always on the

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<sup>10</sup> 11 U.S.C. § 502(a).

<sup>11</sup> See 11 U.S.C. § 502(b).

<sup>12</sup> 11 U.S.C. § 502(b)(1).

<sup>13</sup> *In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173-74 (3d Cir. 1992); see also *In re EHT US1, Inc.*, 2022 WL 775093, at \*8 (Bankr. D. Del. Mar. 15, 2022) (“An objecting party may overcome the *prima facie* validity of a claim by ‘refuting at least one of the allegations . . . essential to the claim’s legal sufficiency’ whereupon the burden shifts back to the claimant to prove the validity of his claim by a preponderance of the evidence.”).

claimant.<sup>14</sup> The failure to allege facts and to provide sufficient support for a claim deprives the claim of *prima facie* validity.<sup>15</sup>

22. For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each claim on **Schedules 1-3** to the Proposed Order.

## **I. Late Filed Claims**

23. Pursuant to section 502(b)(9) of the Bankruptcy Code, a claim shall not be allowed “to the extent that . . . proof of such claim is not timely filed[.]”<sup>16</sup> As a result of their review of filed proofs of claim and requests for payment, the Plan Administrator and his advisors have determined that each of the Late Filed Claims identified on **Schedule 1** to the Proposed Order were filed after the applicable Bar Date.

24. Accordingly, the Plan Administrator requests that the Court enter the Proposed Order disallowing and expunging the Late Filed Claims listed on **Schedule 1** to the Proposed Order.

## **II. Amended and Superseded Claims**

25. As set forth in the Balasiano Declaration, the Plan Administrator, together with his professionals, reviewed the Claims Register and determined that each of the Amended and Superseded Claims identified on **Schedule 2** to the Proposed Order in the “Amended Claim” column was superseded by another claim in the same row in the “surviving claim” column filed

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<sup>14</sup> See *Allegheny Int’l, Inc.*, 954 F.2d at 174.

<sup>15</sup> See, e.g., *In re Jorczak*, 314 B.R. 474, 481-82 (Bankr. D. Conn. 2004) (discussing the evidentiary requirements and burden of proof with respect to the allowance of claims).

<sup>16</sup> 11 U.S.C. § 502(b)(9); see also *First Fidelity Bank, N.A. v. Hooker Inves. Inc. (In re Hooker Inves. Inc.)*, 937 F.2d 833, 840 (2d Cir. 1991) (enforcing the bar date and stating, *inter alia*, that “a bar date order does not function merely as a procedural gauntlet”); *In re Energy Future Holdings Corp.*, 522 B.R. 520, 526-27 (Bankr. D. Del. 2015) (stating that the “[b]ar date is akin to a statute of limitations, and must be strictly observed”); *In re Keene Corp.*, 188 B.R. 903, 907 (Bankr. S.D.N.Y. 1995) (same).

by the same claimant (collectively, the “Surviving Claims”). The Surviving Claims each identify on their face that they amend the corresponding Amended and Superseded Claim by referencing the claim number or filing date of the applicable Amended and Superseded Claim. The Plan Administrator therefore seeks to disallow and expunge the Amended and Superseded Claims, which have each been superseded by the later filed Surviving Claim identified on Schedule 2 to the Proposed Order.

26. Unless the Amended and Superseded Claims are disallowed, the claimants listed on Schedule 2 to the Proposed Order will receive an excess recovery. The claimants affected by this First Omnibus Objection will not be prejudiced if the Amended and Superseded Claims are expunged, because each will retain the corresponding Surviving Claim against the estates that is identified on Schedule 2 to the Proposed Order.<sup>17</sup>

### III. Duplicative Claims

27. As set forth in the Balasiano Declaration, the Plan Administrator, together with his professionals, reviewed the Claims Register and determined that each of the Duplicative Claims identified on Schedule 3 to the Proposed Order in the “duplicative claim” column was a duplicate of another claim filed by the identical claimant related to the same liability, which is listed on the corresponding “remaining claim” column identified on Schedule 3 to the Proposed Order (collectively, the “Remaining Claims”). The Plan Administrator therefore seeks to disallow and expunge each of the Duplicative Claims.

28. Unless the Duplicative Claims are disallowed, the claimants listed on Schedule 3 to the Proposed Order will receive an excess recovery. The claimants affected by this First

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<sup>17</sup> As the claims reconciliation process is ongoing, the Plan Administrator reserves all rights to object to the Surviving Claims on any grounds, including pursuant to section 502(d) of the Bankruptcy Code.



Omnibus Objection will not be prejudiced if the Duplicative Claims are expunged, because each will retain the corresponding Remaining Claim against the estates that is identified on **Schedule 3** to the Proposed Order.<sup>18</sup>

### **RESPONSES TO OMNIBUS OBJECTIONS**

29. To contest an objection, a claimant must file and serve a written response to this First Omnibus Objection (a “Response”) so that it is received no later than **December 8, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Response Deadline”)**. Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and served on the following parties, so that the Response is received no later than the Response Deadline:

<b>Counsel to the Plan Administrator</b>
Cole Schotz, P.C. 500 Delaware Avenue, Suite 600 Wilmington, Delaware 19801 Attn: Justin Alberto and Stacy Newman
Kelley Drye & Warren LLP 3 World Trade Center 175 Greenwich Street New York, New York 10007 Attn: Andres Barajas and Charlie Fendrych

30. Every Response to this First Omnibus Objection must contain, at a minimum, the following information:

- (i) a caption setting forth the name of the Court, the name of the Debtors, the case number, and the title of objection to which the Response is directed;
- (ii) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the claim;

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<sup>18</sup> As the claims reconciliation process is ongoing, the Plan Administrator reserves all rights to object to the Remaining Claims on any grounds, including pursuant to section 502(d) of the Bankruptcy Code.

(iii) the specific factual basis and supporting legal argument upon which the party will rely in opposing this First Omnibus Objection;

(iv) any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim; and

(v) the name, address, telephone number, email address and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Plan Administrator should communicate with respect to the claim or this First Omnibus Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

31. If a claimant fails to file and serve a timely Response by the Response Deadline, the Plan Administrator will present to the Court an appropriate order, substantially in the form of the Proposed Order, disallowing such claimant's claim without further notice to the claimant.

### **REPLIES TO RESPONSES**

32. Consistent with Local Rule 9006-1(d), the Plan Administrator may, at his option, file and serve a reply to a Response no later than 4:00 p.m. (prevailing Eastern Time) one (1) day prior to the deadline for filing the agenda for any hearing to consider this First Omnibus Objection.

### **SEPARATE CONTESTED MATTERS**

33. To the extent a Response is filed regarding any claim listed in this First Omnibus Objection and the Plan Administrator is unable to resolve the Response, the objection by the Plan Administrator to each such claim asserted herein shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this First Omnibus Objection shall be deemed a separate order with respect to each claim.

### **RESERVATION OF RIGHTS**

34. The Plan Administrator reserves all of his rights to seek further objections to the claims, as appropriate, as well as to seek estimation of any claims.

**NOTICE**

35. Notice of this First Omnibus Objection will be provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) each of the claimants whose claim is subject to this First Omnibus Objection or their counsel, if known; and (iii) all entities that filed a post-Effective Date renewed request for notices pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Plan Administrator submits that no further notice is required.

**COMPLIANCE WITH LOCAL RULE 3007-1**

36. The undersigned certifies that they have reviewed the requirements of Local Rule 3007-1 and that this First Omnibus Objection substantially complies with that Local Rule. To the extent that this First Omnibus Objection does not comply in all respects with the requirements of Local Rule 3007-1, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

**WHEREFORE**, the Plan Administrator respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit A**: (i) disallowing and expunging (a) the Late Filed Claims, (b) the Amended and Superseded Claims; and (c) the Duplicative Claims, which are listed on **Schedules 1-3** to the Proposed Order, respectively; and (ii) granting such other and further relief as the Court may deem just and proper.

Dated: November 17, 2025

**COLE SCHOTZ P.C.**

/s/ Stacy L. Newman

Justin R. Alberto (No. 5126)  
Stacy L. Newman (No. 5044)  
500 Delaware Avenue, Suite 600  
Wilmington, DE 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
E-mail: jalberto@coleschotz.com  
snewman@coleschotz.com

-and-

Sarah A. Carnes (admitted *pro hac vice*)  
1325 Avenue of the Americas, 19th Floor  
New York, NY 10019  
Telephone: (212) 752-8000  
Facsimile: (212) 752-8393  
Email: scarnes@coleschotz.com

-and-

**KELLEY DRYE & WARREN LLP**

Jason R. Adams (admitted *pro hac vice*)  
Andres Barajas (admitted *pro hac vice*)  
Charlie Fendrych (admitted *pro hac vice*)  
3 World Trade Center  
175 Greenwich Street  
New York, NY 10007  
Telephone: (212) 808-7800  
Facsimile: (212) 808-7897  
E-mail: jadams@kelleydrye.com  
abarajas@kelleydrye.com  
cfendrych@kelleydrye.com

*Counsel to the Plan Administrator*

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

In re:

F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

**Obj. Deadline: December 8, 2025 at 4:00 p.m. (ET)**

**Hearing Date: December 17, 2025 at 3:00 p.m. (ET)**

**NOTICE OF PLAN ADMINISTRATOR'S FIRST OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CERTAIN (I) LATE FILED CLAIMS; (II) AMENDED AND  
SUPERSEDED CLAIMS AND (III) DUPCLICATIVE CLAIMS**

PLEASE TAKE NOTICE that on November 17, 2025, Steven Balasiano of MHR Advisory Group, LLC, not individually, but solely in his capacity as the Plan Administrator (the "Plan Administrator"), filed the attached *Plan Administrator's First Omnibus (Non-Substantive) Objection to Certain (I) Late Filed Claims; (II) Amended and Superseded Claims; and (III) Duplicative Claims* (the "First Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801 (the "Court"), objecting to your claim(s) in these bankruptcy cases.

PLEASE TAKE FURTHER NOTICE that **your substantive rights may be affected. Your claim(s) may be disallowed and/or expunged as a result of the First Omnibus Objection. Therefore, you should read the First Omnibus Objection carefully.** If you do not want the Court to disallow and/or expunge your claim(s), then you or your attorney must (i) file a written response (a "Response") to the First Omnibus Objection with the Court, as set forth in the First Omnibus Objection, and (ii) serve the Response so that it is actually received by the undersigned counsel to the Plan Administrator on or before **December 8, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that, Responses to the First Omnibus Objection must contain, at a minimum, the following: (a) a caption setting forth the name of the Court, the name of the Debtors, the case number, and the title of objection to which the Response is directed; (b) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the Claim; (c) the specific factual basis and supporting legal argument upon which the party will rely in opposing the First Omnibus Objection; (d) any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim; and (e) the name, address, telephone number, email address and fax number of the person(s) (which may be

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<sup>1</sup> The Debtors in these cases are: F21 OpCo, LLC; F21 Puerto Rico, LLC; and F21 GiftCo Management, LLC.

the claimant or the claimant's legal representative) with whom counsel for the Plan Administrator should communicate with respect to the claim or the First Omnibus Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no Response to the First Omnibus Objection is timely filed, served, and received in accordance with the above procedures, an order may be entered granting the relief requested in the First Omnibus Objection without further notice or hearing. If a Response to the First Omnibus Objection is timely filed, served and received in accordance with the above procedures, a hearing on the First Omnibus Objection and the Response will be held before The Honorable Mary F. Walrath, United States Bankruptcy Judge at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801, on **December 17, 2025 at 3:00 p.m. (prevailing Eastern Time) (the "Hearing")**. Only a Response made in writing and timely filed and received will be considered by the Court at the Hearing.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE FIRST OMNIBUS OBJECTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: November 17, 2025

**COLE SCHOTZ P.C.**

/s/ Stacy L. Newman

Justin R. Alberto (No. 5126)  
Stacy L. Newman (No. 5044)  
500 Delaware Avenue, Suite 600  
Wilmington, DE 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
E-mail: jalberto@coleschotz.com  
snewman@coleschotz.com

-and-

Sarah A. Carnes (admitted *pro hac vice*)  
1325 Avenue of the Americas, 19th Floor  
New York, NY 10019  
Telephone: (212) 752-8000  
Facsimile: (212) 752-8393  
Email: scarnes@coleschotz.com

-and-

**KELLEY DRYE & WARREN LLP**

Jason R. Adams (admitted *pro hac vice*)  
Andres Barajas (admitted *pro hac vice*)  
Charlie Fendrych (admitted *pro hac vice*)

3 World Trade Center

175 Greenwich Street

New York, NY 10007

Telephone: (212) 808-7800

Facsimile: (212) 808-7897

E-mail: jadams@kelleydrye.com

abarajas@kelleydrye.com

cfendrych@kelleydrye.com

*Counsel to the Plan Administrator*

**EXHIBIT A**

Proposed Order



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

In re:

F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

Related Docket No. \_\_\_\_

**ORDER SUSTAINING PLAN ADMINISTRATOR'S FIRST OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN (I) LATE FILED CLAIMS;  
(II) AMENDED AND SUPERSEDED CLAIMS; AND (III) DUPLICATIVE CLAIMS**

Upon consideration of the objection (the “Objection”)<sup>2</sup> of Steven Balasiano of MHR Advisory Group, LLC, not individually, but solely in its capacity as the Plan Administrator (the “Plan Administrator”), for the entry of an order (this “Order”) disallowing and expunging certain (i) Late Filed Claims, (ii) Amended and Superseded Claims, and (iii) Duplicative Claims, which are listed on **Schedules 1-3** to this Order; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; venue being proper before this Court; consideration of the Objection and the relief requested being a core proceeding pursuant to 28 U.S.C. § 157(b); due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be provided; the Court having found and determined that the relief sought in the Objection is in the best interests of the Post-Effective Date Debtors’ estates, creditors and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

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<sup>1</sup> The Debtors in these cases are: F21 OpCo, LLC; F21 Puerto Rico, LLC; and F21 GiftCo Management, LLC.

<sup>2</sup> Capitalized terms used but not defined in this Order have the meanings ascribed to them in the Objection.

**IT IS HEREBY ORDERED THAT:**

1. The Objection is SUSTAINED as set forth herein.
2. The Late Filed Claims identified on **Schedule 1** attached hereto are hereby disallowed and expunged in their entirety.
3. The Amended and Superseded Claims identified on **Schedule 2** attached hereto are hereby disallowed and expunged in their entirety.
4. The Duplicative Claims identified on **Schedule 3** attached hereto are hereby disallowed and expunged in their entirety.
5. The Plan Administrator and Verita are authorized to take all actions necessary and appropriate to give effect to this Order.
6. Verita is authorized to modify the Claims Register to comport with the relief granted by this Order.
7. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Plan Administrator may have to enforce rights of setoff against any claimant.
8. Nothing in the Objection or this Order shall be deemed or construed: (i) as an admission as to the validity of any claim against the Debtors; (ii) as a waiver of the Plan Administrator's right to dispute or otherwise object to any claim on any grounds or basis; (iii) to waive or release any right, claim, defense, or counterclaim of the Debtors, or to estop the Plan Administrator from asserting any right, claim, defense, or counterclaim; (iv) as an approval or assumption of any agreement, contract, or lease, pursuant to section 365 of the Bankruptcy Code; or (v) as an admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of section 365 of the Bankruptcy Code or otherwise.

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

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

**Schedule 1**

Late Filed Claims

Schedule 1 - Late Filed Claims						
Claimant	Claim No.	Date Filed	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Aguilera, Erika S.	1344	7/28/2025	F21 OpCo, LLC	Administrative	\$ 3,000.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Cuevas, Maria	1127	5/14/2025	F21 OpCo, LLC	Administrative	\$ 1,800.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Future US Holdings, Inc	1312	6/26/2025	F21 OpCo, LLC	Administrative	\$ 25,000.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Howell, Shakeena	1322	7/9/2025	F21 OpCo, LLC	Administrative	\$ 2,000.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Idea Group International Limited	1175	5/27/2025	F21 OpCo, LLC	Administrative	\$92,459.97	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Mamejo Inc.	1342	7/24/2025	F21 OpCo, LLC	Administrative	\$ 29,087.13	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
MONKEY RIDE JEANS, INC.	1182	5/27/2025	F21 OpCo, LLC	Administrative	\$ 2,925.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Moore, Isaac	1372	8/3/2025	F21 OpCo, LLC	Administrative	\$ 347.21	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Moseley-Jackson, Acyntae	1313	6/27/2025	F21 OpCo, LLC	Administrative	\$ 2,900.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Shelby County Trustee	1426	9/24/2025	F21 OpCo, LLC	Secured	\$ 893.35	Asserts a secured tax claim that was filed after the Governmental Bar Date (9/12/25).
Town of Manchester	1425	9/29/2025	F21 OpCo, LLC	Priority	\$ 11,219.30	Asserts a priority tax claim under section 507(a)(8) that was filed after the Governmental Bar Date (9/12/25).
White, Arianna	1424	9/23/2025	F21 OpCo, LLC	Administrative	\$ 5,000.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.
Wood, Stacey	1401	8/30/2025	F21 OpCo, LLC	Administrative	\$ 25.00	Asserts an administrative expense claim under section 503(b)(9) that was filed after the General Bar Date.

Total Late Filed Claims: 13

**Schedule 2**

Amended and Superseded Claims

Schedule 2 - Amended and Superseded Claims										
Amended Claim to be Disallowed					Surviving Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
1540 Broadway LLC	1052	F21 OpCo, LLC	General Unsecured	\$1,023,777.56	1540 Broadway LLC	1275	F21 OpCo, LLC	General Unsecured	\$1,157,666.59	Claim No. 1052 was amended and superseded by Claim No. 1275.
Allen Premium Outlets L.P., a Texas Limited Partnership	438	F21 OpCo, LLC	Administrative General Unsecured	\$2,324.50 \$17,959.32	Allen Premium Outlets L.P., a Texas Limited Partnership	808	F21 OpCo, LLC	Administrative General Unsecured	\$4,937.31 \$264,564.81	Claim No. 438 was amended and superseded by Claim No. 808.
Arundel Mills Limited Partnership, a Delaware Limited Partnership	428	F21 OpCo, LLC	Administrative General Unsecured	\$3,109.72 \$39,864.77	Arundel Mills Limited Partnership, a Delaware Limited Partnership	766	F21 OpCo, LLC	Administrative General Unsecured	\$8,646.22 \$228,781.87	Claim No. 428 was amended and superseded by Claim No. 766.
Atlantic City Associates, LLC	932	F21 OpCo, LLC	General Unsecured	\$15,951.90	Atlantic City Associates, LLC	1362	F21 OpCo, LLC	General Unsecured	\$21,900.00	Claim No. 932 was amended and superseded by Claim No. 1362.
Bellwether Properties of Massachusetts, Limited Partnership, a Massachusetts Limited Partnership	357	F21 OpCo, LLC	Administrative General Unsecured	\$1,633.14 \$26,462.16	Bellwether Properties of Massachusetts, Limited Partnership, a Massachusetts Limited Partnership	719	F21 OpCo, LLC	Administrative General Unsecured	\$3,184.06 \$351,714.81	Claim No. 357 was amended and superseded by Claim No. 719.
Bellwether Properties of South Carolina, Limited Partnership, a South Carolina Limited Partnership	361	F21 OpCo, LLC	Administrative General Unsecured	\$100.00 \$26,505.97	Bellwether Properties of Massachusetts, Limited Partnership, a Massachusetts Limited Partnership	722	F21 OpCo, LLC	Administrative General Unsecured	\$1,101.14 \$291,243.68	Claim No. 361 was amended and superseded by Claim No. 722.
Braintree Property Associates, Limited Partnership, a Massachusetts Limited Partnership	410	F21 OpCo, LLC	Administrative General Unsecured	\$5,822.18 \$35,206.96	Bellwether Properties of Massachusetts, Limited Partnership, a Massachusetts Limited Partnership	725	F21 OpCo, LLC	Administrative General Unsecured	\$7,125.23 \$395,989.63	Claim No. 410 was amended and superseded by Claim No. 725.
CAB Assignee of NKM Holdings Ltd	219	F21 OpCo, LLC	Administrative General Unsecured	\$134,262.10 \$16,154,428.04	CAB Assignee of NKM Holdings Ltd	543	F21 OpCo, LLC	Administrative General Unsecured	\$134,262.19 \$16,155,327.95	Claim No. 219 was amended and superseded by Claim No. 543
CAB Assignee of NKM Holdings Ltd	543	F21 OpCo, LLC	Administrative General Unsecured	\$134,262.19 \$16,155,327.95	CAB Assignee of NKM Holdings Ltd	1376	F21 OpCo, LLC	Administrative General Unsecured	\$134,262.19 \$17,837,236.01	Claim No. 543 was amended and superseded by Claim No. 1376.
CAB Assignee of Shanghai Fei Chuan Imp Exp Corp Ltd	694	F21 OpCo, LLC	General Unsecured	\$3,625,275.15	CAB Assignee of Shanghai Fei Chuan Imp Exp Corp Ltd	1049	F21 OpCo, LLC	Administrative General Unsecured	\$1,307,276.35 \$5,142,565.56	Claim No. 694 was amended and superseded by Claim No. 1049
CAB Assignee of Yantai Yimei Trading Co Ltd	826	F21 OpCo, LLC	General Unsecured	\$853,879.47	CAB Assignee of Yantai Yimei Trading Co Ltd	1050	F21 OpCo, LLC	General Unsecured	\$1,002,276.15	Claim No. 826 was amended and superseded by Claim No. 1050.
CAB Assignee of Yiwu Yunmengze Imp Exp Co Ltd	767	F21 OpCo, LLC	General Unsecured	\$78,336.00	CAB Assignee of Yiwu Yunmengze Imp Exp Co Ltd	1223	F21 OpCo, LLC	Administrative General Unsecured	\$78,336.00 \$153,505.50	Claim No. 767 was amended and superseded by Claim No. 1223.
CAB Assignee of Zhejiang Jiaxin Silk Corp Ltd	677	F21 OpCo, LLC	General Unsecured	\$118,657.80	CAB Assignee of Zhejiang Jiaxin Silk Corp Ltd	1059	F21 OpCo, LLC	Administrative General Unsecured	\$16,826.85 \$101,830.95	Claim No. 677 was amended and superseded by Claim No. 1059.
CAB Assignee of Zhejiang Zhongda Novotex Co Ltd	674	F21 OpCo, LLC	General Unsecured	\$59,855.90	CAB Assignee of Zhejiang Zhongda Novotex Co Ltd	1047	F21 OpCo, LLC	General Unsecured	\$59,865.90	Claim No. 674 was amended and superseded by Claim No. 1047.
Causeway LLC	494	F21 OpCo, LLC	General Unsecured	\$42,159.53	Causeway LLC	1226	F21 OpCo, LLC	Administrative General Unsecured	\$831.44 \$49,375.57	Claim No. 494 was amended and superseded by Claim No. 1226.
Centennial VTC, LLC	1085	F21 OpCo, LLC	Administrative General Unsecured	\$12,087.31 \$156,435.45	Centennial VTC, LLC	1351	F21 OpCo, LLC	Administrative General Unsecured	\$13,507.66 \$157,767.03	Claim No. 1085 was amended and superseded by Claim No. 1351.

Amended Claim to be Disallowed					Surviving Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Chelsea Pocono Finance, LLC, a Delaware Limited Liability Company	193	F21 OpCo, LLC	Administrative General Unsecured	\$100.00 \$48,149.43	Chelsea Pocono Finance, LLC, a Delaware Limited Liability Company	1257	F21 OpCo, LLC	Administrative General Unsecured	\$3,003.86 \$49,762.00	Claim No. 193 was amended and superseded by Claim No. 1257
Chicago Premium Outlets, LLC, a Delaware Limited Liability Company	189	F21 OpCo, LLC	Administrative General Unsecured	\$7,057.22 \$199,488.85	Chicago Premium Outlets, LLC, a Delaware Limited Liability Company	1207	F21 OpCo, LLC	Administrative General Unsecured	\$49,811.38 \$229,861.14	Claim No. 189 was amended and superseded by Claim No. 1207
Columbia Mall Partnership, a Delaware General Partnership	214	F21 OpCo, LLC	Administrative General Unsecured	\$6,865.53 \$158,564.25	Columbia Mall Partnership, a Delaware General Partnership	1210	F21 OpCo, LLC	Administrative General Unsecured	\$53,266.87 \$158,564.25	Claim No. 214 was amended and superseded by Claim No. 1210.
COROC/Myrtle Beach L.L.C.	961	F21 OpCo, LLC	General Unsecured	\$10,956.00	COROC/Myrtle Beach L.L.C.	1358	F21 OpCo, LLC	General Unsecured	\$13,966.00	Claim No. 961 was amended and superseded by Claim No. 1358.
COROC/Riviera L.L.C.	934	F21 OpCo, LLC	General Unsecured	\$3,034.81	COROC/Riviera L.L.C.	1359	F21 OpCo, LLC	General Unsecured	\$10,558.51	Claim No. 934 was amended and superseded by Claim No. 1359.
CS Consulting Group Inc dba One Globe Sourcing	525	F21 OpCo, LLC	General Unsecured	\$123,720.00	CS Consulting Group Inc dba One Globe Sourcing	525	F21 OpCo, LLC	General Unsecured	\$123,720.00	Claim No. 525 was amended and superseded by Claim No. 570.
Del Amo Fashion Center Operating Company, L.L.C., a Delaware Limited Liability Company	432	F21 OpCo, LLC	Administrative General Unsecured	\$7,106.80 \$75,041.95	Del Amo Fashion Center Operating Company, L.L.C., a Delaware Limited Liability Company	818	F21 OpCo, LLC	Administrative General Unsecured	\$15,188.67 \$706,974.64	Claim No. 432 was amended and superseded by Claim No. 818.
Denver Premium Outlets, LLC, a Delaware Limited Liability Company	452	F21 OpCo, LLC	Administrative General Unsecured	\$1,881.22 \$7,507.37	Denver Premium Outlets, LLC, a Delaware Limited Liability Company	845	F21 OpCo, LLC	Administrative General Unsecured	\$1,890.40 \$104,736.14	Claim No. 452 was amended and superseded by Claim No. 845.
Dover Mall, LLC, a Delaware Limited Liability Company	179	F21 OpCo, LLC	Administrative General Unsecured	\$1,701.37 \$19,711.47	Dover Mall, LLC, a Delaware Limited Liability Company	1265	F21 OpCo, LLC	Administrative General Unsecured	\$5,620.34 \$16,530.49	Claim No. 179 was amended and superseded by Claim No. 1265.
Duke Realty Limited Partnership	1033	F21 OpCo, LLC	General Unsecured	Unliquidated	Duke Realty Limited Partnership	1092	F21 OpCo, LLC	General Unsecured	Unliquidated	Claim No. 1033 was amended and superseded by Claim No. 1092
Duke Realty Limited Partnership	1092	F21 OpCo, LLC	General Unsecured	Unliquidated	Duke Realty Limited Partnership	1339	F21 OpCo, LLC	General Unsecured	\$6,208,727.55	Claim No. 1092 was amended and superseded by Claim No. 1339.
Empire Mall, LLC, a Delaware Limited Liability Company	172	F21 OpCo, LLC	Administrative General Unsecured	\$3,322.39 \$44,438.28	Empire Mall, LLC, a Delaware Limited Liability Company	1264	F21 OpCo, LLC	Administrative General Unsecured	\$5,670.41 \$41,016.32	Claim No. 172 was amended and superseded by Claim No. 1264.
Fashion Centre Mall, LLC, a Delaware Limited Liability Company	322	F21 OpCo, LLC	Administrative General Unsecured	\$8,583.14 \$47,782.23	Fashion Centre Mall, LLC, a Delaware Limited Liability Company	603	F21 OpCo, LLC	Administrative General Unsecured	\$13,335.65 \$289,822.68	Claim No. 322 was amended and superseded by Claim No. 603.
Florida Keys Factory Shops Limited Partnership, an Illinois Limited Partnership	198	F21 OpCo, LLC	Administrative General Unsecured	\$8,139.44 \$207,572.93	Florida Keys Factory Shops Limited Partnership, an Illinois Limited Partnership	1208	F21 OpCo, LLC	Administrative General Unsecured	\$51,663.72 \$202,147.66	Claim No. 198 was amended and superseded by Claim No. 1208.



Schedule 2 - Amended and Superseded Claims										
Amended Claim to be Disallowed					Surviving Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Florida Mall Associates, LTD., a Florida Limited Partnership	680	F21 OpCo, LLC	Administrative General Unsecured	\$70,893.71 \$812,743.63	Florida Mall Associates, LTD., a Florida Limited Partnership	1212	F21 OpCo, LLC	Administrative General Unsecured	\$126,356.41 \$808,178.71	Claim No. 680 was amended and superseded by Claim No. 1212.
Florida Mall Associates, LTD., a Florida Limited Partnership	356	F21 OpCo, LLC	Administrative General Unsecured	\$20,979.12 \$64,653.33	Florida Mall Associates, LTD., a Florida Limited Partnership	680	F21 OpCo, LLC	Administrative General Unsecured	\$70,893.71 \$812,743.63	Claim No. 356 was amended and superseded by Claim No. 680.
Galleria at Wolfchase, LLC, a Delaware Limited Liability Company	137	F21 OpCo, LLC	Administrative General Unsecured	\$18,574.19 \$196,749.79	Galleria at Wolfchase, LLC, a Delaware Limited Liability Company	1218	F21 OpCo, LLC	Administrative General Unsecured	\$20,311.61 \$215,150.20	Claim No. 137 was amended and superseded by Claim No. 1218.
Geucherian, Laura	574	F21 GiftCo Management, LLC	General Unsecured	\$50.00	Laura Geucherian	575	F21 GiftCo Management, LLC	General Unsecured	\$50.00	Claim No. 574 was amended and superseded by Claim No. 575.
Gilroy Premium Outlets, LLC, a Delaware Limited Liability Company	190	F21 OpCo, LLC	Administrative General Unsecured	\$540.20 \$88,460.12	Gilroy Premium Outlets, LLC, a Delaware Limited Liability Company	1249	F21 OpCo, LLC	Administrative General Unsecured	\$5,275.99 \$88,460.12	Claim No. 190 was amended and superseded by Claim No. 1249.
Granite Telecommunications, LLC	1136	F21 OpCo, LLC	General Unsecured	\$290,681.96	Granite Telecommunications, LLC	1384	F21 OpCo, LLC	General Unsecured	\$552,570.27	Claim No. 1136 was amended and superseded by Claim No. 1384.
Grapevine Mills Mall Limited Partnership, a Delaware Limited Partnership	429	F21 OpCo, LLC	Administrative General Unsecured	\$9,219.57 \$47,862.39	Grapevine Mills Mall Limited Partnership, a Delaware Limited Partnership	770	F21 OpCo, LLC	Administrative General Unsecured	\$45,731.59 \$465,556.96	Claim No. 429 was amended and superseded by Claim No. 770.
HG Galleria LLC, a Delaware Limited Liability Company	436	F21 OpCo, LLC	Administrative General Unsecured	\$4,791.27 \$56,144.04	HG Galleria LLC, a Delaware Limited Liability Company	815	F21 OpCo, LLC	Administrative General Unsecured	\$8,480.00 \$474,901.13	Claim No. 436 was amended and superseded by Claim No. 815.
HG Galleria, LLC, a Delaware Limited Liability Company	815	F21 OpCo, LLC	Administrative General Unsecured	\$8,480.00 \$474,901.13	HG Galleria, LLC, a Delaware Limited Liability Company	1247	F21 OpCo, LLC	Administrative General Unsecured	\$11,789.27 \$467,100.05	Claim No. 815 was amended and superseded by Claim No. 1247.
JG Elizabeth II, LLC, a Delaware Limited Liability Company	433	F21 OpCo, LLC	Administrative General Unsecured	\$14,636.80 \$13,786.07	JG Elizabeth II, LLC, a Delaware Limited Liability Company	807	F21 OpCo, LLC	Administrative General Unsecured	\$27,684.94 \$423,474.82	Claim No. 433 was amended and superseded by Claim No. 807.
Jiaxing Junchao Import and Export Co., LTD	23	F21 OpCo, LLC	General Unsecured	\$398,429.80	JIAXING JUNCHAO IMPORT AND EXPORT CO., LTD	497	F21 OpCo, LLC	General Unsecured	\$398,429.80	Claim No. 23 was amended and superseded by Claim No. 497.
King of Prussia Associates, a Pennsylvania General Partnership	437	F21 OpCo, LLC	Administrative General Unsecured	\$23,548.85 \$41,394.65	King of Prussia Associates, a Pennsylvania General Partnership	810	F21 OpCo, LLC	Administrative General Unsecured	\$19,945.82 \$505,772.44	Claim No. 437 was amended and superseded by Claim No. 810.
KP IV Navy, LLC	1296	F21 OpCo, LLC	Administrative General Unsecured	\$42,558.13 \$346,702.90	KP IV Navy, LLC	1350	F21 OpCo, LLC	Administrative General Unsecured	\$607.77 \$129,106.64	Claim No. 1296 was amended and superseded by Claim No. 1350.
Las Americas Premium Outlets, LLC, a Delaware Limited Liability Company	441	F21 OpCo, LLC	Administrative General Unsecured	\$356.92 \$15,847.32	Las Americas Premium Outlets, LLC, a Delaware Limited Liability Company	813	F21 OpCo, LLC	Administrative General Unsecured	\$1,202.35 \$251,453.69	Claim No. 441 was amended and superseded by Claim No. 813.

Amended Claim to be Disallowed					Surviving Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Lehigh Valley Mall, LLC, a Delaware Limited Liability Company	140	F21 OpCo, LLC	Administrative General Unsecured	\$13,751.80 \$191,737.87	Lehigh Valley Mall, LLC, a Delaware Limited Liability Company	1214	F21 OpCo, LLC	Administrative General Unsecured	\$19,153.81 \$176,948.97	Claim No. 140 was amended and superseded by Claim No. 1214.
Livermore Premium Outlets, LLC, a Delaware Limited Liability Company	192	F21 OpCo, LLC	Administrative General Unsecured	\$312.40 \$158,080.96	Livermore Premium Outlets, LLC, a Delaware Limited Liability Company	1233	F21 OpCo, LLC	Administrative General Unsecured	\$11,754.09 \$158,080.96	Claim No. 192 was amended and superseded by Claim No. 1233.
M.S. Management Associates, Inc., as Managing Agent for Pheasant Lane Realty Trust	435	F21 OpCo, LLC	Administrative General Unsecured	\$2,236.79 \$7,282.26	M.S. Management Associates, Inc., as Managing Agent for Pheasant Lane Realty Trust	823	F21 OpCo, LLC	Administrative General Unsecured	\$2,632.92 \$82,028.29	Claim No. 435 was amended and superseded by Claim No. 823.
Mainplace Shoppingtown LLC	1073	F21 OpCo, LLC	Administrative General Unsecured	\$16,280.07 \$69,161.19	Mainplace Shoppingtown LLC	1349	F21 OpCo, LLC	Administrative General Unsecured	\$16,280.07 \$443,007.51	Claim No. 1073 was amended and superseded by Claim No. 1349.
Mall at Auburn, LLC, a Delaware Limited Liability Company	723	F21 OpCo, LLC	Administrative General Unsecured	\$2,829.85 \$46,497.85	Mall at Auburn, LLC, a Delaware Limited Liability Company	1229	F21 OpCo, LLC	Administrative General Unsecured	\$17,848.92 \$146,145.00	Claim No. 723 was amended and superseded by Claim No. 1229.
Mall at Auburn, LLC, a Delaware Limited Liability Company	411	F21 OpCo, LLC	Administrative General Unsecured	\$2,453.48 \$15,731.40	Mall at Auburn, LLC, a Delaware Limited Liability Company	723	F21 OpCo, LLC	Administrative General Unsecured	\$2,829.85 \$146,497.85	Claim No. 411 was amended and superseded by Claim No. 723.
Mall at Concord Mills Limited Partnership, a Delaware Limited Partnership	333	F21 OpCo, LLC	Administrative General Unsecured	\$5,171.84 \$37,215.67	Mall at Concord Mills Limited Partnership, a Delaware Limited Partnership	610	F21 OpCo, LLC	Administrative General Unsecured	\$6,274.38 \$352,290.62	Claim No. 333 was amended and superseded by Claim No. 610.
Mall at Katy Mills L.P., a Delaware Limited Partnership	430	F21 OpCo, LLC	Administrative General Unsecured	\$3,446.66 \$29,423.51	Mall at Katy Mills L.P., a Delaware Limited Partnership	768	F21 OpCo, LLC	Administrative General Unsecured	\$6,278.58 \$531,978.92	Claim No. 430 was amended and superseded by Claim No. 768.
Mall at Miami International, LLC, a Delaware Limited Liability Company	355	F21 OpCo, LLC	Administrative General Unsecured	\$714.68 \$18,138.11	Mall at Miami International, LLC, a Delaware Limited Liability Company	695	F21 OpCo, LLC	Administrative General Unsecured	\$714.68 \$125,094.44	Claim No. 355 was amended and superseded by Claim No. 695.
Mall at Northshore, LLC, a Delaware Limited Liability Company	423	F21 OpCo, LLC	Administrative General Unsecured	\$2,763.04 \$22,713.69	Mall at Northshore, LLC, a Delaware Limited Liability Company	758	F21 OpCo, LLC	Administrative General Unsecured	\$2,864.63 \$215,887.29	Claim No. 423 was amended and superseded by Claim No. 758.
Mall at Potomac Mills LLC, a Delaware Limited Liability Company	431	F21 OpCo, LLC	Administrative General Unsecured	\$1,020.74 \$45,919.20	Mall at Potomac Mills LLC, a Delaware Limited Liability Company	769	F21 OpCo, LLC	Administrative General Unsecured	\$14,010.16 \$471,941.54	Claim No. 431 was amended and superseded by Claim No. 769.
Mall at Rockingham, LLC, a Delaware Limited Liability Company	607	F21 OpCo, LLC	Administrative General Unsecured	\$28,612.77 \$416,495.04	Mall at Rockingham, LLC, a Delaware Limited Liability Company	1225	F21 OpCo, LLC	Administrative General Unsecured	\$66,174.07 \$392,525.22	Claim No. 607 was amended and superseded by Claim No. 1225.

Amended Claim to be Disallowed					Surviving Claim					Reason for Disallowance
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	
Mall at Rockingham, LLC, a Delaware Limited Liability Company	331	F21 OpCo, LLC	Administrative General Unsecured	\$3,044.97 \$48,994.95	Mall at Rockingham, LLC, a Delaware Limited Liability Company	607	F21 OpCo, LLC	Administrative General Unsecured	\$28,612.77 \$416,495.04	Claim No. 331 was amended and superseded by Claim No. 607.
Mall at Smith Haven, LLC, a Delaware Limited Liability Company	346	F21 OpCo, LLC	Administrative General Unsecured	\$6,196.05 \$22,670.25	Mall at Smith Haven, LLC, a Delaware Limited Liability Company	717	F21 OpCo, LLC	Administrative General Unsecured	\$7,274.85 \$173,896.22	Claim No. 346 was amended and superseded by Claim No. 717.
Mall of Georgia L.L.C., a Delaware Limited Liability Company	327	F21 OpCo, LLC	Administrative General Unsecured	\$12,320.20 \$43,617.25	Mall of Georgia L.L.C., a Delaware Limited Liability Company	606	F21 OpCo, LLC	Administrative General Unsecured	\$31,812.83 \$389,043.24	Claim No. 327 was amended and superseded by Claim No. 606.
Mayflower Square One, LLC, a Delaware Limited Liability Company	424	F21 OpCo, LLC	Administrative General Unsecured	\$2,441.13 \$4,534.08	Mayflower Square One, LLC, a Delaware Limited Liability Company	759	F21 OpCo, LLC	Administrative General Unsecured	\$2,623.90 \$37,336.45	Claim No. 424 was amended and superseded by Claim No. 759.
Meadowood Mall Spe, LLC, a Delaware Limited Liability Company	174	F21 OpCo, LLC	Administrative General Unsecured	\$2,389.42 \$274,028.42	Meadowood Mall Spe, LLC, a Delaware Limited Liability Company	1213	F21 OpCo, LLC	Administrative General Unsecured	\$23,597.26 \$267,308.12	Claim No. 174 was amended and superseded by Claim No. 1213.
MXD Fort Collins, LLC	1259	F21 OpCo, LLC	Administrative	\$60,059.00	MXD Fort Collins, LLC	1262	F21 OpCo, LLC	General Unsecured	\$60,059.00	Claim No. 1259 was amended and superseded by Claim No. 1262.
North Riverside Park Associates, LLC	510	F21 OpCo, LLC	General Unsecured	\$21,940.85	North Riverside Park Associates, LLC	1227	F21 OpCo, LLC	Administrative General Unsecured	\$14,884.24 \$117,285.25	Claim No. 510 was amended and superseded by Claim No. 1227.
Northwood PL Holdings LP	243	F21 OpCo, LLC	General Unsecured	\$79,339.16	Northwood PL Holdings LP	1266	F21 OpCo, LLC	General Unsecured	\$269,820.95	Claim No. 243 was amended and superseded by Claim No. 1266.
Outlet Mall of Savannah, LLC	951	F21 OpCo, LLC	General Unsecured	\$12,889.00	Outlet Mall of Savannah, LLC	1364	F21 OpCo, LLC	General Unsecured	\$32,214.00	Claim No. 951 was amended and superseded by Claim No. 1364.
Palm Beach Outlets I, LLC	926	F21 OpCo, LLC	General Unsecured	\$23,688.23	Palm Beach Outlets I, LLC	1363	F21 OpCo, LLC	General Unsecured	\$36,688.23	Claim No. 926 was amended and superseded by Claim No. 1363.
Pima County AZ	1058	F21 OpCo, LLC	Secured	\$1,300.00	Pima County AZ	1251	F21 OpCo, LLC	Secured	\$3,150.00	Claim No. 1058 was amended and superseded by Claim No. 1251.
PR Capital City Limited Partnership	50	F21 OpCo, LLC	General Unsecured	\$1,428.28	PR Capital City Limited Partnership	1109	F21 OpCo, LLC	Administrative General Unsecured	\$7,932.04 \$94,587.56	Claim No. 50 was amended and superseded by Claim No. 1109.
PR North Dartmouth LLC	57	F21 OpCo, LLC	Administrative General Unsecured	\$8,064.51 \$8,778.12	PR North Dartmouth LLC	1114	F21 OpCo, LLC	Administrative General Unsecured	\$8,606.75 \$208,260.92	Claim No. 57 was amended and superseded by Claim No. 1114.
PR Viewmont Limited Partnership	58	F21 OpCo, LLC	General Unsecured	\$3,695.81	PR Viewmont Limited Partnership	1117	F21 OpCo, LLC	Administrative General Unsecured	\$7,932.04 \$128,392.45	Claim No. 58 was amended and superseded by Claim No. 1117.
PRO DECENT COMMERCE INC	129	F21 OpCo, LLC	General Unsecured	\$224,394.48	PRO DECENT COMMERCE INC	992	F21 OpCo, LLC	General Unsecured	\$224,394.48	Claim No. 129 was amended and superseded by Claim No. 992.
Sunteck Transport Co., LLC	546	F21 OpCo, LLC	General Unsecured	\$11,484.30	Sunteck Transport Co., LLC	1396	F21 OpCo, LLC	General Unsecured	\$11,000.00	Claim No. 546 was amended and superseded by Claim No. 1396.

Amended Claim to be Disallowed					Surviving Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Surviving Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Tanger Outlets Deer Park, LLC	933	F21 OpCo, LLC	General Unsecured	\$11,013.72	Tanger Outlets Deer Park, LLC	1357	F21 OpCo, LLC	General Unsecured	\$14,461.60	Claim No. 933 was amended and superseded by Claim No. 1357.
Tanger Properties Limited Partnership	960	F21 OpCo, LLC	General Unsecured	\$10,412.50	Tanger Properties Limited Partnership	1360	F21 OpCo, LLC	General Unsecured	\$14,447.50	Claim No. 960 was amended and superseded by Claim No. 1360.
Tanger Properties Limited Partnership	964	F21 OpCo, LLC	General Unsecured	\$4,827.41	Tanger Properties Limited Partnership	1365	F21 OpCo, LLC	General Unsecured	\$7,618.41	Claim No. 964 was amended and superseded by Claim No. 1365.
Tanger San Marc, LLC	947	F21 OpCo, LLC	General Unsecured	\$6,109.32	Tanger San Marc, LLC	1361	F21 OpCo, LLC	General Unsecured	\$13,800.44	Claim No. 947 was amended and superseded by Claim No. 1361.
Tarae Co LTD	27	F21 OpCo, LLC	Administrative General Unsecured	\$10,471.80 \$55,093.55	Tarae Co LTD	29	F21 OpCo, LLC	Administrative General Unsecured	\$10,471.80 \$55,093.55	Claim No. 27 was amended and superseded by Claim No. 29.
Tarae Co LTD	29	F21 OpCo, LLC	Administrative General Unsecured	\$10,471.80 \$55,093.55	K-SURE	1150	F21 OpCo, LLC	Administrative General Unsecured	\$10,471.80 \$55,093.55	Claim No. 29 was amended and superseded by Claim No. 1150.
US Centennial Vancouver Mall, LLC	1295	F21 OpCo, LLC	Administrative General Unsecured	\$42,558.13 \$346,702.90	US Centennial Vancouver Mall, LLC	1348	F21 OpCo, LLC	Administrative General Unsecured	\$13,999.18 \$259,784.38	Claim No. 1295 was amended and superseded by Claim No. 1348.
VNO 435 Seventh LLC	1060	F21 OpCo, LLC	General Unsecured	\$95,094.93	VNO 435 Seventh LLC	1276	F21 OpCo, LLC	General Unsecured	\$156,690.24	Claim No. 1060 was amended and superseded by Claim No. 1276.
Well Gallant Limited	56	F21 OpCo, LLC	General Unsecured	\$683,168.13	Well Gallant Limited	104	F21 OpCo, LLC	Administrative General Unsecured	\$194,554.38 \$488,613.75	Claim No. 56 was amended and superseded by Claim No. 104.

**Total Amended and Superseded Claims: 81**

**Schedule 3**

Duplicative Claims

Schedule 3 - Duplicative Claims										
Duplicative Claim to be Disallowed					Remaining Claim					
Claimant	Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Claimant	Remaining Claim No.	Debtor	Claim Priority	Asserted Claim Amount	Reason for Disallowance
Best Kept Resources, Inc.	45	F21 OpCo, LLC	General Unsecured	\$152,085.72	Best Kept Resources, Inc.	116	F21 OpCo, LLC	Administrative	\$152,085.72	Claim No. 45 is a duplicate of Claim No. 116
Best Kept Resources, Inc.	147	F21 OpCo, LLC	General Unsecured	\$152,085.72	Best Kept Resources, Inc.	116	F21 OpCo, LLC	Administrative	\$152,085.72	Claim No. 147 is a duplicate of Claim No. 116
Best Kept Resources, Inc.	286	F21 OpCo, LLC	Administrative	\$152,085.72	Best Kept Resources, Inc.	116	F21 OpCo, LLC	Administrative	\$152,085.72	Claim No. 286 is a duplicate of Claim No. 116
Lucky Dragon Enterprise Group Inc.	730	F21 OpCo, LLC	Administrative	\$219,657.95	Lucky Dragon Enterprise Group Inc.	731	F21 OpCo, LLC	Administrative	\$219,657.95	Claim No. 730 is a duplicate of Claim No. 731
			General Unsecured	\$1,544,390.93				General Unsecured	\$1,544,390.93	
Pretty Woman, LLC	1063	F21 OpCo, LLC	General Unsecured	\$220,051.87	Pretty Woman, LLC	1067	F21 OpCo, LLC	Administrative	\$47,639.70	Claim No. 1063 is a duplicate of Claim No. 1067
								General Unsecured	\$220,051.87	
PRO DECENT COMMERCE INC	992	F21 OpCo, LLC	General Unsecured	\$224,394.48	PRO DECENT COMMERCE INC	998	F21 OpCo, LLC	General Unsecured	\$224,394.48	Claim No. 992 is a duplicate of Claim No. 998.

**Total Duplicative Claims:** 6

**EXHIBIT B**

Balasiano Declaration

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

In re:

F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

**DECLARATION OF STEVEN BALASIANO IN SUPPORT OF PLAN  
ADMINISTRATOR’S FIRST OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO  
CERTAIN (I) LATE FILED CLAIMS; (II) AMENDED AND SUPERSEDED CLAIMS;  
AND DUPLICATIVE CLAIMS**

I, Steven Balasiano, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury:

1. I am the Plan Administrator for the above-captioned debtors. Unless otherwise indicated, I have personal knowledge of the facts set forth herein. I am authorized to execute this declaration on behalf of the Plan Administrator.

2. I assisted in the preparation of the *Plan Administrator’s First Omnibus (Non-Substantive) Objection to Certain (I) Late Filed Claims; (II) Amended and Superseded Claims; and (III) Duplicative Claims* (the “First Omnibus Objection”).<sup>2</sup> Through my review or with the assistance of the Plan Administrator’s professionals, I am personally and generally familiar with, *inter alia*, the Debtors’ liabilities and amounts owed to their creditors. I am also generally familiar with the Claims Register.

3. I submit this declaration in support of the First Omnibus Objection, and state that the information contained in such First Omnibus Objection and the exhibits thereto is true and

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<sup>1</sup> The Debtors in these cases are: F21 OpCo, LLC; F21 Puerto Rico, LLC; and F21 GiftCo Management, LLC.

<sup>2</sup> Capitalized terms used but not defined in my declaration have the meanings ascribed to them in the First Omnibus Objection.



correct to the best of my knowledge and belief and based on the information and records available to me.

**I. Late Filed Claims**

4. To the best of my knowledge and belief, and based on the information and records available to me, the Late Filed Claims listed on **Schedule 1** to the Proposed Order are claims that were filed after the applicable Bar Date, and thus should be disallowed and expunged.

**II. Amended and Superseded Claims**

5. To the best of my knowledge and belief, and based on the information and records available to me, the Amended and Superseded Claims listed in the section entitled “Amended Claim” on **Schedule 2** to the Proposed Order are claims that have been amended and superseded by a later-filed claim, denominated on **Schedule 2** to the Proposed Order in the section entitled “Surviving Claim”, with respect to the same liability, and thus should be disallowed and expunged.

**III. Duplicative Claims**

6. To the best of my knowledge and belief, and based on the information and records available to me, the Duplicative Claims listed in the section entitled “Duplicative Claim” on **Schedule 3** to the Proposed Order are claims that are duplicative of claims denominated on **Schedule 3** to the Proposed Order in the section entitled “Duplicative Claim”, with respect to the same liability, and thus should be disallowed and expunged.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best my knowledge, and belief, and based on the information and records available to me.

Dated: November 17, 2025

/s/ Steven Balsiano  
Steven Balasiano  
MHR Advisory Group, LLC