

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

RE D.I. 11

**CERTIFICATION OF COUNSEL REGARDING
ORDER (I) ESTABLISHING BAR DATES FOR FILING
PROOFS OF CLAIMS AND (II) APPROVING THE FORM
AND MANNER OF NOTICE THEREOF AND RELATED NOTICES**

The undersigned hereby certifies as follows:

1. On March 7, 2021, the above-captioned Debtor filed the *Debtor's Motion for an Order (I) Establishing Bar Dates for Filing Proofs of Claim and (II) Approving the Form and Manner of Notice Thereof* (the "Motion") [D.I. 11] with the United States Bankruptcy Court for the District of Delaware (the "Court").

2. The Debtor has received informal comments from the United States Trustee and U.S. Bank with regard to the proposed form of order for the Motion and the related notices of the bar date.

3. The Debtor has discussed the informal comments with the United States Trustee and U.S. Bank, and the parties have reached a resolution.

4. The Debtor requests that the Court enter the proposed order attached hereto as Exhibit A (the "Order"). A redline comparing the Order to the order as filed with the Motion is attached as Exhibit B. In addition, the Debtor attaches as Exhibit C revised notices and Exhibit D are redlines comparing the revised notices to the notices originally attached to the Motion.

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.



5. The undersigned counsel is available should the Court have any concerns with respect to the foregoing, and respectfully requests that the Court enter the Order at its earliest convenience.

DATED: March 18, 2021
Wilmington, Delaware

MORRIS JAMES LLP

/s/ Brya M. Keilson

Brya M. Keilson, Esquire (DE Bar No. 4643)

500 Delaware Avenue, Suite 1500

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EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D

EXHIBIT A

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Re: DI 11

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIMS AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”) in this chapter 11 case (the “Chapter 11 Case”) requesting entry of an order (a) establishing bar dates for filing proofs of claims and (b) approving the form and manner of notice thereof; and the Court having jurisdiction over this matter pursuant to 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 venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Motion being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. All Persons and Entities that assert a claim (as defined in section 101(5) of the Bankruptcy Code), including but not limited to all claims of setoff or recoupment and claims arising under section 503(b)(9) of the Bankruptcy Code, against the Debtor that arose, or is deemed

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

to have arisen, prior to the Petition Date, and specifically excluding any claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures (except for the Master Proof of Claim, as defined and as set forth in paragraph 6 herein), shall file a proof of such claim in writing or electronically with the Debtor's claims and noticing agent, Kurtzman Carson Consultants LLC (the "Claims Agent") so that it is *actually received* on or before 5:00 p.m. (ET), on the first business day that is thirty (30) calendar days after the Mailing Deadline (the "General Bar Date"); *provided, however*, that all Governmental Units (as defined in section 101(27) of the Bankruptcy Code) that assert a claim (as defined in section 101(5) of the Bankruptcy Code), against the Debtor which arose or is deemed to have arisen prior to the Petition Date, shall file a proof of such claim in writing or electronically with the Claims Agent so that it is *actually received* on or before September 3, 2021, at 5:00 p.m. (ET). For the avoidance of doubt, the General Bar Date established by this Order supersedes any prior notice of a different bar date or deadline for filing proofs of claim, whether posted on the Court's docket or otherwise.

3. Any Person or Entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the "Rejection Bar Date"), or be forever barred from doing so.

4. If the Debtor amends or supplements the schedules filed in this Chapter 11 Case (the "Schedules") subsequent to the date hereof in a manner that adds a new claim, reduces the undisputed, non-contingent or liquidated amount of a claim, or changes the nature or classification of a claim, the Debtor shall give notice of any such amendment or supplement to each holder of a claim affected thereby advising each such holder of the requirement to file a proof of claim and the deadline for such filing, and each such holder shall be required to file a proof of claim by the later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30)

calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the person or entity (the “Amended Schedules Bar Date,” and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

5. The following procedures for the filing of proofs of claim shall apply to all proofs of claim:

- a. Contents. Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtor; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtor in the ordinary course of business and in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtor under section 546(c) of the Bankruptcy Code (if applicable).
- c. Original Signatures Required. Each Proof of Claim must include the claimant’s original signature (which may be satisfied by electronic signature through the Claims Agent electronic claims filing system).
- d. Supporting Documentation. Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such proof of claim may include a summary of such documentation or an explanation as to why such documentation is not available.
- e. Timely Service. Each proof of claim form, including supporting documentation, must be submitted by electronic submission through the Claims Agent’s website www.kccllc.net/medley, or by hand delivery, courier service, first-class mail, overnight mail as to be actually received by the Claims Agent on or before the applicable Bar Date at Medley Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Ste 300, El Segundo, CA 90245. Proofs of Claim will be deemed filed when actually received. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will **not** be accepted.
- f. Receipt of Service. Persons or Entities wishing to receive acknowledgment that their paper-filed proofs of claim were received by the Claims Agent must submit: (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims Agent); and (ii) a self-addressed, stamped envelope.

6. Notwithstanding anything herein to the contrary, U.S. Bank, National Association, as indenture trustee under the Notes Indentures (the “Indenture Trustee”), is authorized, but not directed or required, to file one master Proof of Claim (any such claim, a “Master Proof of Claim”) on behalf of all holders (“Note Holders”) of claims arising under or based upon the 2024 Notes, the 2026 Notes, or the Notes Indentures (“Notes Claims”), and any such Master Proof of Claim shall have the same effect as if each applicable Note Holder had individually filed a Proof of Claim against the Debtor on account of such Notes Claims, and the Indenture Trustee shall not be required to file with such Master Proof of Claim copies of the Notes Indentures or any other instruments, agreement, or other documents evidencing the Notes Claims or other obligations referenced in such Master Proof of Claim. The Indenture Trustee and the Debtor may at any time prior to the General Bar Date stipulate and agree to an allowed amount owed by the Debtor on account of the Notes Claims.

7. The following persons or entities are not required to file a proof of claim on or before the General Bar Date or the Governmental Bar Date, as applicable:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Claims Agent;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” and/or “unliquidated;” and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court; and
- d. any claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures, except in the Master Proof of Claim, as set forth in paragraph 6 herein.

8. **Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in this Chapter 11 Case pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor for purposes of voting on, or receiving distributions under, any chapter 11 plan in the Chapter 11 Case, except as otherwise ordered by the Court.**

9. Nothing in this Order shall prejudice the right of the Debtor or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

10. The Proof of Claim Form, substantially in the form attached hereto as Exhibit 2, is approved as the proof of claim form for use by all Persons and Entities (including Governmental Units) asserting a claim against the Debtor, including a priority claim under section 503(b)(9) of the Bankruptcy Code.

11. The Bar Date Notice and Publication Notice, substantially in the forms attached hereto as Exhibit 1 and Exhibit 3, respectively, are hereby approved.

12. The Debtor is authorized to make non-substantive changes to the Bar Date Notice and Publication Notice to correct any typographical errors or to conform to the relief granted in this Order.

13. Within two (2) business days of the filing of the Debtor's Schedules, the Debtor shall file the Bar Date Notice on the docket.

14. Within five (5) business days of the filing of the Bar Date Notice, the Debtor shall mail the Bar Date Package, by first-class United States mail, postage prepaid (or equivalent service), to:

- (a) the United States Trustee for the District of Delaware;
- (b) U.S. Bank National Association as indenture trustee for the Debtor's 2024 Notes and 2026 Notes;

- (c) the U.S. Securities and Exchange Commission;
- (d) the New York Stock Exchange;
- (e) all individuals or entities that have requested notice in this Chapter 11 Case pursuant to Bankruptcy Rule 2002;
- (f) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions in which the Debtor conducts business;
- (g) all relevant state attorneys general;
- (h) the plan sponsor, Medley Management Inc.;
- (i) Strategic Capital Advisory Services;
- (j) MOF II GP;
- (k) Vornado Realty Trust;
- (l) the holders of the twenty largest unsecured claims against the Debtor;
- (m) all holders of claims listed on the Schedules; all counterparties to executory contracts and unexpired leases listed in the Schedules; all other entities listed on the Debtor's matrix of creditors; and
- (n) pursuant to Local Rule 2002-1(e), counsel to any of the foregoing, if known.

15. No later than twenty-one (21) days prior to the General Bar Date, the Debtor shall publish the Bar Date Notice, modified for publication in substantially the form attached as Exhibit 3 attached hereto (the "Publication Notice"), on one occasion in the national edition of *The New York Times*. Publication of the Publication Notice shall be conclusive proof that all unknown creditors of the Debtor have received good and sufficient notice of the Bar Dates and the procedures for filing proofs of claim in the Debtor's Chapter 11 Case.

16. Any Person or Entity (including any Governmental Unit) who desires to rely on the Schedules for purposes of deciding whether a proof of claim must be submitted shall have the responsibility for determining that its claim is accurately listed in the Schedules.

17. If a timely-filed claim is transferred, the transferee must (i) file a notice of transfer of the claim with the Claims Agent in accordance with Bankruptcy Rule 3001(e) and (ii) file such notice of transfer with the Bankruptcy Court.

18. The Debtor is authorized to expunge any Proof of Claim, except for the Master Proof of Claim, as set forth in paragraph 6 herein, that contains claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures, without further Order of the Court.

19. Notwithstanding anything herein to the contrary, nothing in this order shall impair, impact, or otherwise apply to statutory fees payable pursuant to 28 U.S.C. § 1930.

20. This Order shall be immediately effective and enforceable upon its entry.

21. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

22. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation, and enforcement of this Order.

EXHIBIT B

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-~~10526~~
10526 (KBO)

Re: DL11

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIMS AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”) in this chapter 11 case (the “Chapter 11 Case”) requesting entry of an order (a) establishing bar dates for filing proofs of claims and (b) approving the form and manner of notice thereof; and the Court having jurisdiction over this matter pursuant to 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 venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Motion being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. All Persons and Entities that assert a claim (as defined in section 101(5) of the Bankruptcy Code), including but not limited to all claims of setoff or recoupment and claims

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

arising under section 503(b)(9) of the Bankruptcy Code, against the Debtor that arose, or is deemed to have arisen, prior to the Petition Date, and specifically excluding any claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures; [\(except for the Master Proof of Claim, as defined and as set forth in paragraph 6 herein\)](#), shall file a proof of such claim in writing or electronically with the Debtor's claims and noticing agent, Kurtzman Carson Consultants LLC (the "Claims Agent") so that it is *actually received* on or before 5:00 p.m. (ET), on the first business day that is thirty (30) calendar days after the Mailing Deadline (the "General Bar Date"); *provided, however*, that all Governmental Units (as defined in section 101(27) of the Bankruptcy Code) that assert a claim (as defined in section 101(5) of the Bankruptcy Code), against the Debtors which arose or is deemed to have arisen prior to the Petition Date, shall file a proof of such claim in writing or electronically with the Claims Agent so that it is *actually received* on or before September 3, 2021, at 5:00 p.m. (ET). For the avoidance of doubt, the General Bar Date established by this Order supersedes any prior notice of a different bar date or deadline for filing proofs of claim, whether posted on the Court's docket or otherwise.

3. Any Person or Entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the "Rejection Bar Date"), or be forever barred from doing so.

4. If the Debtor amends or supplements the schedules filed in this Chapter 11 Case (the "Schedules") subsequent to the date hereof in a manner that adds a new claim, reduces the undisputed, non-contingent or liquidated amount of a claim, or changes the nature or classification of a claim, the Debtor shall give notice of any such amendment or supplement to each holder of a claim affected thereby advising each such holder of the requirement to file a proof of claim and the deadline for such filing, and each such holder shall be required to file a proof of claim by the

later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30) calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the person or entity (the “Amended Schedules Bar Date,” and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

5. The following procedures for the filing of proofs of claim shall apply to all proofs of claim:

- a. Contents. Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtor; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtor in the ordinary course of business and in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtor under section 546(c) of the Bankruptcy Code (if applicable).
- c. Original Signatures Required. Each Proof of Claim must include the claimant’s original signature (which may be satisfied by electronic signature through the Claims Agent electronic claims filing system).
- d. Supporting Documentation. Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such proof of claim may include a summary of such documentation or an explanation as to why such documentation is not available.
- e. Timely Service. Each proof of claim form, including supporting documentation, must be submitted by electronic submission through the Claims Agent’s website www.kccllc.net/medley, or by hand delivery, courier service, first-class mail, overnight mail as to be actually received by the Claims Agent on or before the applicable Bar Date at Medley Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Ste 300, El Segundo, CA 90245. Proofs of Claim will be deemed filed when actually received. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will **not** be accepted.
- f. Receipt of Service. Persons or Entities wishing to receive acknowledgment that their paper-filed proofs of claim were received by the Claims Agent must submit: (i) a copy of the Proof of Claim Form (in addition to the original Proof

of Claim Form sent to the Claims Agent); and (ii) a self-addressed, stamped envelope.

6. Notwithstanding anything herein to the contrary, U.S. Bank, National Association, as indenture trustee under the Notes Indentures (the “Indenture Trustee”), is authorized, but not directed or required, to file one master Proof of Claim (any such claim, a “Master Proof of Claim”) on behalf of all holders (“Note Holders”) of claims arising under or based upon the 2024 Notes, the 2026 Notes, or the Notes Indentures (“Notes Claims”), and any such Master Proof of Claim shall have the same effect as if each applicable Note Holder had individually filed a Proof of Claim against the Debtor on account of such Notes Claims, and the Indenture Trustee shall not be required to file with such Master Proof of Claim copies of the Notes Indentures or any other instruments, agreement, or other documents evidencing the Notes Claims or other obligations referenced in such Master Proof of Claim. The Indenture Trustee and the Debtor may at any time prior to the General Bar Date stipulate and agree to an allowed amount owed by the Debtor on account of the Notes Claims.

~~6.7.~~ The following persons or entities are not required to file a proof of claim on or before the General Bar Date or the Governmental Bar Date, as applicable:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Claims Agent;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” and/or “unliquidated;” and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court; and
- d. any claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures, except in the Master Proof of Claim, as set forth in paragraph 6 herein.

~~7.8.~~ Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in this ~~chapter~~Chapter 11 ~~case~~Case pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtor, but that fails to do so by the applicable Bar Date, shall not be treated as a creditor for purposes of voting on, or receiving distributions under, any chapter 11 plan in the Chapter 11 Case, except as otherwise ordered by the Court.

~~8.9.~~ Nothing in this Order shall prejudice the right of the Debtor or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

~~9.10.~~ The Proof of Claim Form, substantially in the form attached hereto as Exhibit 2, is approved as the proof of claim form for use by all Persons and Entities (including Governmental Units) asserting a claim against the Debtor, including a priority claim under section 503(b)(9) of the Bankruptcy Code.

~~10.11.~~ The Bar Date Notice and Publication Notice, substantially in the forms attached hereto as Exhibit 1 and Exhibit 3, respectively, are hereby approved.

~~11.12.~~ The Debtor is authorized to make non-substantive changes to the Bar Date Notice and Publication Notice to correct any typographical errors or to conform to the relief granted in this Order.

~~12.13.~~ Within two (2) business days of the filing of the Debtor's Schedules, the Debtor shall file the Bar Date Notice on the docket.

~~13.14.~~ Within five (5) business days of the filing of the Bar Date Notice, the Debtor shall mail the Bar Date Package, by first-class United States mail, postage prepaid (or equivalent service), to:

- (a) the United States Trustee for the District of Delaware;
- (b) U.S. Bank National Association as indenture trustee for the Debtor's 2024 Notes and 2026 Notes;

- (c) the U.S. Securities and Exchange Commission;
 - (d) the New York Stock Exchange;
 - (e) all individuals or entities that have requested notice in this Chapter 11 Case pursuant to Bankruptcy Rule 2002;
 - (f) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions in which the Debtor conducts business;
 - (g) all relevant state attorneys general;
 - (h) the plan sponsor, Medley Management Inc.;
 - (i) Strategic Capital Advisory Services;
 - (j) MOF II GP;
 - (k) Vornado Realty Trust;
 - (l) the holders of the twenty largest unsecured claims against the Debtor; ~~and~~
 - (m) all holders of claims listed on the Schedules; all counterparties to executory contracts and unexpired leases listed in the Schedules; all other entities listed on the Debtor's matrix of creditors; and
- ~~(m)~~(n) pursuant to Local Rule 2002-1(e), counsel to any of the foregoing, if known.

~~14.15.~~ 14.15. No later than twenty-one (21) days prior to the General Bar Date, the Debtor shall publish the Bar Date Notice, modified for publication in substantially the form attached as Exhibit 3 attached hereto (the "Publication Notice"), on one occasion in the national edition of *The New York Times*. Publication of the Publication Notice shall be conclusive proof that all unknown creditors of the Debtor have received good and sufficient notice of the Bar Dates and the procedures for filing proofs of claim in the Debtor's Chapter 11 Case.

~~15.16.~~ 15.16. Any Person or Entity (including any Governmental Unit) who desires to rely on the Schedules for purposes of deciding whether a proof of claim must be submitted shall have the responsibility for determining that its claim is accurately listed in the Schedules.

~~16.17.~~ If a timely-filed claim is transferred, the transferee must (i) file a notice of transfer of the claim with the Claims Agent in accordance with Bankruptcy Rule 3001(e) and (ii) file such notice of transfer with the Bankruptcy Court.

~~17.18.~~ The Debtor is authorized to expunge any Proof of Claim, except for the Master Proof of Claim, as set forth in paragraph 6 herein, that contains claims derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures, without further Order of the Court.

~~18.19.~~ Notwithstanding anything herein to the contrary, nothing in this order shall impair, impact, or otherwise apply to statutory fees payable pursuant to 28 U.S.C. § 1930.

~~19.20.~~ This Order shall be immediately effective and enforceable upon its entry.

~~20.21.~~ The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

~~21.22.~~ This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation, and enforcement of this Order.

EXHIBIT C

Exhibit 1
Bar Date Notice

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 ()

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTOR**

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ENTITY LISTED BELOW

<u>DEBTOR</u>	<u>ADDRESS</u>	<u>CASE NO.</u>	<u>Last Four Digits of EIN</u>
Medley LLC	280 Park Avenue, 6 th Floor East New York, New York 10017	21-10526	7343

On March __, 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an Order (the “Bar Date Order”) establishing: (a) that the above-captioned debtor and debtor-in-possession (the “Debtor”) shall have two (2) business days to file the form of notice of the Bar Dates (as defined below) to be sent to parties in interest (the “Bar Date Notice”) on the docket after filing its Schedules (as defined below); (b) that the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”), shall have five (5) business days following the filing of the Bar Date Notice to mail the Bar Date Package (as defined below) (the “Mailing Deadline”); and (3) the general bar date as **5:00 p.m.** (prevailing Eastern Time) on _____ (the “General Bar Date”) as the deadline for each Person² or Entity (excluding

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² The meaning of the terms Person and Entity shall have the meanings ascribed to them in the Bankruptcy Code.

any Governmental Units (as defined below)). The General Bar Date specifically excludes any claims derived from, or based upon, the 2024 Notes³ and 2026 Notes⁴, or the Notes Indentures⁵. Except as otherwise provided herein, the General Bar Date will apply to all claims of any kind that arose, or are deemed to have arisen, prior to March 7, 2021 (the “Petition Date”), the date on which the Debtor commenced its case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), including, but not limited to administrative expense claims under section 503(b)(9) of the Bankruptcy Code and all claims of setoff or recoupment. **For the avoidance of doubt, the General Bar Date established by the Bar Date Order supersedes any prior notice of a different bar date or deadline for filing proofs of claim, whether posted on the Court’s docket or otherwise.**

The Bar Date Order also established **September 3, 2021, at 5:00 p.m. (ET)** (the “Governmental Bar Date”) the last date for all Governmental Units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date to file a proof of claim against the Debtor.

The Bar Dates (as defined below) and the procedures set forth below for filing proofs of claim apply to all claims against the Debtor that arose, or is deemed to have arisen, prior to the Petition Date, except for those holders of the claims listed in Section 4 below that are specifically exempted from the requirements of the Bar Date Order.

1. WHO MUST FILE A PROOF OF CLAIM

³ “2024 Notes” means the senior unsecured notes with a maturity date of January 20, 2024 issued by Medley LLC pursuant to the 2024 Notes Indenture.

⁴ “2026 Notes” means the senior unsecured notes with a maturity date of August 15, 2026 issued by Medley LLC pursuant to the 2026 Notes Indenture.

⁵ “Notes Indentures” includes the: (1) “2024 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2024 Notes; and (2) “2026 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2026 Notes.

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtor or to share in distributions from the Debtor's bankruptcy estate if you have a claim that arose prior to the Petition Date (**including claims under section 503(b)(9) of the Bankruptcy Code**), and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtor that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain, or did not mature or become fixed, liquidated or certain before the Petition Date. Claims that arise from the rejection of an executory contract or unexpired lease must be filed by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the "Rejection Bar Date"). If the Debtor subsequently amends or supplements the schedules filed in this Chapter 11 Case (the "Schedules"), including to designate any scheduled claim as disputed, contingent or unliquidated (the "Amended Schedules"), any claim affected by the Debtor's amendment or supplement will receive notice by the Debtor and must file a proof of claim in response, in any, by the later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30) calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the Person or Entity (the "Amended Schedules Bar Date," and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the "Bar Dates").

Under section 101(5) of the Bankruptcy Code, and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. A "claim" shall include, but shall not be limited to, all claims of setoff or recoupment and claims arising under section 503(b)(9) of the Bankruptcy Code. Examples of claims for which one must file a proof of claim shall include, but shall not be limited to, those arising from or related to:

breaches of contract, tort-based causes of action, unpaid goods and services, warranties, defective product, chargebacks or credits.

2. WHAT TO FILE

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 410. Official Bankruptcy Form No. 410, along with coinciding instructions, may be obtained at: <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

The Debtor is enclosing a proof of claim form (the “Proof of Claim Form”) that conforms substantially to Official Bankruptcy Form No. 410 and has been approved by the Court for use in the Debtor’s Chapter 11 Case. You may utilize the enclosed Proof of Claim Form or a photocopy of it to file your claim. Though the Proof of Claim Form is enclosed, the Proof of Claim Form may also be obtained by requesting a copy from the Claims Agent by: 877-634-7181 (toll-free) or if calling from outside the United States or Canada at 424-236-7226; (ii) by e-mail: MedleyInfo@kccllc.com; or (iii) on the Claims Agent’s website at www.kccllc.net/medley.

All proofs of claim must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. All proofs of claim must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why such documents are not available.

3. WHEN AND WHERE TO FILE

Proofs of claim will be deemed timely filed only if **actually received** by the Claims Agent on or before the applicable Bar Dates. Proofs of claim may be delivered to the Claims Agent by mail, hand delivery, or overnight courier to the address below:

Medley Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Ste 300
El Segundo, California 90245

Proofs of claim may also be filed electronically using the interface available on the Claims Agent's website at www.kccllc.net/medley. A working e-mail address is required for online submission of proofs of claim.

PROOFS OF CLAIM MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR ELECTRONIC MAIL (OTHER THAN ELECTRONICALLY FILING USING THE INTERFACE DESCRIBED IN THE PARAGRAPH ABOVE).

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or prior to the applicable Bar Date if you are:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtor's Claims Agent;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as "disputed," "contingent," and/or "unliquidated;" and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court;
- d. any Person or Entity whose claim is derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures.

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

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

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPT FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL BE

BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTOR AND ITS CHAPTER 11 ESTATE, FROM VOTING WITH RESPECT TO SUCH CLAIM ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR'S CHAPTER 11 CASE, AND FROM PARTICIPATING IN ANY PAYMENT OR DISTRIBUTION TO CREDITORS IN THE DEBTOR'S CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, UNLESS OTHERWISE ORDERED BY THE COURT.

6. THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor in the Debtor's Schedules, which were filed with the Bankruptcy Court on or before _____, 2021.

If you rely on the Debtor's Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. If (a) you agree with the nature, amount and status of your claim as listed in the Debtor's Schedules, and (b) your claim is not described as "disputed," "contingent" or "unliquidated" in the Schedules, you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Dates in accordance with the procedures set forth in this Notice.

Copies of the Debtor's Schedules are available for inspection at <http://ecf.deb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records (PACER) system are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>. In addition, copies of the Schedules may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. Finally, copies of the Debtor's Schedules are also available for free on the Claims Agent's website: at www.kccllc.net/medley.

A holder of a claim against the Debtor should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim.

BY ORDER OF THE COURT

Dated: ____ __, 2021

MORRIS JAMES LLP

/s/

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
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E-mail: bkeilson@morrisjames.com

-and-

Robert M. Hirsh, Esq. (*pro hac vice forthcoming*)
Eric Chafetz, Esq. (*pro hac vice forthcoming*)
Phillip Khezri, Esq. (*pro hac vice forthcoming*)
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (973) 597-2500
Facsimile: (973) 597-2400
E-mail: rhirsh@lowenstein.com
E-mail: echafetz@lowenstein.com
E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit 3
Publication Notice

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

In re:

Chapter 11

Medley LLC,¹

Case No. 21-10526 ()

Debtor.

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTOR**

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ENTITIES LISTED BELOW

<u>DEBTOR</u>	<u>ADDRESS</u>	<u>CASE NO.</u>	<u>Last Four Digits of EIN</u>
Medley LLC	280 Park Avenue, 6 th Floor East New York, New York 10017	21-10526	7343

The United States Bankruptcy Court for the District of Delaware (the “Court”) has established deadlines to file proofs of claim against the debtor listed above (the “Debtor”). The applicable deadlines are:

DEADLINE	
Mailing Deadline	five (5) business days following the Debtor’s filing of the Bar Date Notice (as defined below)
General Bar Date	first business day that is thirty (30) calendar days after the Mailing Deadline (as defined below)
Governmental Bar Date	September 3, 2021 at 5:00 p.m. (prevailing Eastern Time)
Amended Schedules Bar Date	the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) calendar days from the date on which the Debtor provided notice of an amendment or supplement to the Schedules

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

Rejection Bar Date	the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) calendar days after the applicable Rejection Order (as defined below)
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On March __, 2021, the Court entered an Order (the “Bar Date Order”) establishing: (a) that the Debtor shall have two (2) business days to file the form of notice of the Bar Dates (as defined below) to be sent to parties in interest (the “Bar Date Notice”) on the docket after filing its Schedules (as defined below); (b) that the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”), shall have five (5) business days following the filing of the Bar Date Notice to mail the Bar Date Package (as defined below) (the “Mailing Deadline”); and (3) the general bar date as **5:00 p.m.** (prevailing Eastern Time) on the first business day that is thirty (30) calendar days after the Mailing Deadline (the “General Bar Date”) as the deadline for each Person² or Entity (excluding any Governmental Units (as defined below)). The General Bar Date specifically excludes any claims derived from, or based upon, the 2024 Notes³ and 2026 Notes⁴, or the Notes Indentures⁵. Except as otherwise provided herein, the General Bar Date will apply to all claims of any kind that arose, or are deemed to have arisen, prior to March 7, 2021 (the “Petition Date”), the date on which the Debtor commenced its case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), including, but not limited to administrative expense claims under section 503(b)(9) of the Bankruptcy Code and all claims of setoff or recoupment.

The Bar Date Order also established **September 3, 2021, at 5:00 p.m. (ET)** (the “Governmental Bar Date”) the last date for all Governmental Units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date to file a proof of claim against the Debtor.

Claims that arise from the rejection of an executory contract or unexpired lease must be filed by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the “Rejection Bar Date”). If the Debtor subsequently amends or supplements the schedules filed in this Chapter 11 Case (the “Schedules”), including to designate any scheduled claim as disputed, contingent or unliquidated (the “Amended Schedules”), any claim affected by the Debtor’s amendment or supplement will receive notice by the Debtor and must file a proof of claim in

² The meaning of the terms Person and Entity shall have the meanings ascribed to them in the Bankruptcy Code.

³ “2024 Notes” means the senior unsecured notes with a maturity date of January 20, 2024 issued by Medley LLC pursuant to the 2024 Notes Indenture.

⁴ “2026 Notes” means the senior unsecured notes with a maturity date of August 15, 2026 issued by Medley LLC pursuant to the 2026 Notes Indenture.

⁵ “Notes Indentures” includes the: (1) “2024 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2024 Notes; and (2) “2026 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2026 Notes.

response, in any, by the later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30) calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the Person or Entity (the “Amended Schedules Bar Date,” and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

Any Person or Entity (including Governmental Units) asserting a claim against the Debtor that arose or is deemed to have arisen prior to March 7, 2021 (the “Petition Date”) must file a proof of claim on or before the applicable Bar Dates noted above.

Under section 101(5) of the Bankruptcy Code, and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. A “claim” includes, but is not limited to, all claims of setoff or recoupment and claims arising under section 503(b)(9) of the Bankruptcy Code. Examples of claims for which one must file a proof of claim include, but are not limited to, those arising from or related to: breaches of contract, tort-based causes of action, unpaid goods and services, warranties, defective product and product liability, chargebacks or credits.

The following persons or entities are **not required** to file a proof of claim on or before the applicable Bar Date:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”);
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” and/or “unliquidated;” and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court; and
- d. any Person or Entity whose claim is derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures.

All proofs of claim must be filed with the Debtor’s Claims Agent so as to be **actually received on or before the applicable Bar Dates**. Proofs of claim may be delivered to the Claims Agent by mail, by hand delivery, or by overnight courier to the address below:

Medley Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Ste 300
El Segundo, California 90245

Proofs of claim may also be filed electronically using the interface available on the Claims Agent's website at www.kccllc.net/medley. A working e-mail address is required for online submission of proofs of claim.

Proofs of claim may not be delivered by facsimile, telecopy or electronic mail (other than electronically filing using the interface described in the paragraph above). Each proof of claim must be written in English and be denominated in United States currency.

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPT FROM FILING A PROOF OF CLAIM, AS SET FORTH ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL BE BARRED FROM VOTING WITH RESPECT TO SUCH CLAIM ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR'S CHAPTER 11 CASE, AND FROM PARTICIPATING IN ANY PAYMENT OR DISTRIBUTION TO CREDITORS IN THE DEBTOR'S CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, UNLESS OTHERWISE ORDERED BY THE COURT.

A proof of claim form approved for use in the Debtor's Chapter 11 Case may be obtained by requesting a copy from the Claims Agent (i) by telephone 877-634-7181 (toll-free) or if calling from outside the United States or Canada at 424-236-7226; (ii) by e-mail: MedleyInfo@kccllc.com; or (iii) on the Claims Agent's website at www.kccllc.net/medley.

Dated: ____ __, 2021

MORRIS JAMES LLP

/s/
Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
E-mail: emonzo@morrisjames.com
E-mail: bkeilson@morrisjames.com

-and-

Robert M. Hirsh, Esq. (*pro hac vice forthcoming*)
Eric Chafetz, Esq. (*pro hac vice forthcoming*)
Phillip Khezri, Esq. (*pro hac vice forthcoming*)
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, NY 10020

Telephone: (973) 597-2500

Facsimile: (973) 597-2400

E-mail: rhirsh@lowenstein.com

E-mail: echafetz@lowenstein.com

E-mail: pkhezri@lowenstein.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

EXHIBIT D

Exhibit 1
Bar Date Notice

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 ()

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTOR**

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ENTITY LISTED BELOW

<u>DEBTOR</u>	<u>ADDRESS</u>	<u>CASE NO.</u>	<u>Last Four Digits of EIN</u>
Medley LLC	280 Park Avenue, 6 th Floor East New York, New York 10017	21-10526	7343

On March __, 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an Order (the “Bar Date Order”) establishing: (a) that the above-captioned debtor and debtor-in-possession (the “Debtor”) shall have two (2) business days to file the form of notice of the Bar Dates (as defined below) to be sent to parties in interest (the “Bar Date Notice”) on the docket after filing its Schedules (as defined below); (b) that the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”), shall have five (5) business days following the filing of the Bar Date Notice to mail the Bar Date Package (as defined below) (the “Mailing Deadline”); and (3) the general bar date as **5:00 p.m.** (prevailing Eastern Time) on _____ (the “General Bar Date”) as the deadline for each Person² or Entity (excluding

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

² The meaning of the terms Person and Entity shall have the meanings ascribed to them in the Bankruptcy Code.

any Governmental Units (as defined below)). The General Bar Date specifically excludes any claims derived from, or based upon, the 2024 Notes³ and 2026 Notes⁴, or the Notes Indentures⁵. Except as otherwise provided herein, the General Bar Date will apply to all claims of any kind that arose, or are deemed to have arisen, prior to March 7, 2021 (the “Petition Date”), the date on which the Debtor commenced its case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), including, but not limited to administrative expense claims under section 503(b)(9) of the Bankruptcy Code and all claims of setoff or recoupment. **For the avoidance of doubt, the General Bar Date established by the Bar Date Order supersedes any prior notice of a different bar date or deadline for filing proofs of claim, whether posted on the Court’s docket or otherwise.**

The Bar Date Order also established **September 3, 2021, at 5:00 p.m. (ET)** (the “Governmental Bar Date”) the last date for all Governmental Units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date to file a proof of claim against the Debtor.

The Bar Dates (as defined below) and the procedures set forth below for filing proofs of claim apply to all claims against the Debtor that arose, or is deemed to have arisen, prior to the Petition Date, except for those holders of the claims listed in Section 4 below that are specifically exempted from the requirements of the Bar Date Order.

1. WHO MUST FILE A PROOF OF CLAIM

³ “2024 Notes” means the senior unsecured notes with a maturity date of January 20, 2024 issued by Medley LLC pursuant to the 2024 Notes Indenture.

⁴ “2026 Notes” means the senior unsecured notes with a maturity date of August 15, 2026 issued by Medley LLC pursuant to the 2026 Notes Indenture.

⁵ “Notes Indentures” includes the: (1) “2024 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2024 Notes; and (2) “2026 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2026 Notes.

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtor or to share in distributions from the Debtor's bankruptcy estate if you have a claim that arose prior to the Petition Date (**including claims under section 503(b)(9) of the Bankruptcy Code**), and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtor that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain, or did not mature or become fixed, liquidated or certain before the Petition Date. Claims that arise from the rejection of an executory contract or unexpired lease must be filed by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the "Rejection Bar Date"). If the Debtor subsequently amends or supplements the schedules filed in this Chapter 11 Case (the "Schedules"), including to designate any scheduled claim as disputed, contingent or unliquidated (the "Amended Schedules"), any claim affected by the Debtor's amendment or supplement will receive notice by the Debtor and must file a proof of claim in response, in any, by the later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30) calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the Person or Entity (the "Amended Schedules Bar Date," and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the "Bar Dates").

Under section 101(5) of the Bankruptcy Code, and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. A "claim" shall include, but shall not be limited to, all claims of setoff or recoupment and claims arising under section 503(b)(9) of the Bankruptcy Code. Examples of claims for which one must file a proof of claim shall include, but shall not be limited to, those arising from or related to:

breaches of contract, tort-based causes of action, unpaid goods and services, warranties, defective product, chargebacks or credits.

2. WHAT TO FILE

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 410. Official Bankruptcy Form No. 410, along with coinciding instructions, may be obtained at: <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

The Debtor is enclosing a proof of claim form (the “Proof of Claim Form”) that conforms substantially to Official Bankruptcy Form No. 410 and has been approved by the Court for use in the Debtor’s Chapter 11 Case. You may utilize the enclosed Proof of Claim Form or a photocopy of it to file your claim. Though the Proof of Claim Form is enclosed, the Proof of Claim Form may also be obtained by requesting a copy from the Claims Agent by: 877-634-7181 (toll-free) or if calling from outside the United States or Canada at 424-236-7226; (ii) by e-mail: MedleyInfo@kccllc.com; or (iii) on the Claims Agent’s website at www.kccllc.net/medley.

All proofs of claim must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. All proofs of claim must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why such documents are not available.

3. WHEN AND WHERE TO FILE

Proofs of claim will be deemed timely filed only if **actually received** by the Claims Agent on or before the applicable Bar Dates. Proofs of claim may be delivered to the Claims Agent by mail, hand delivery, or overnight courier to the address below:

Medley Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Ste 300
El Segundo, California 90245

Proofs of claim may also be filed electronically using the interface available on the Claims Agent's website at www.kccllc.net/medley. A working e-mail address is required for online submission of proofs of claim.

PROOFS OF CLAIM MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR ELECTRONIC MAIL (OTHER THAN ELECTRONICALLY FILING USING THE INTERFACE DESCRIBED IN THE PARAGRAPH ABOVE).

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or prior to the applicable Bar Date if you are:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtor's Claims Agent;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as "disputed," "contingent," and/or "unliquidated;" and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court;
- d. any Person or Entity whose claim is derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures.

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

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

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPT FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL BE

BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTOR AND ITS CHAPTER 11 ESTATE, FROM VOTING WITH RESPECT TO SUCH CLAIM ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR'S CHAPTER 11 CASE, AND FROM PARTICIPATING IN ANY PAYMENT OR DISTRIBUTION TO CREDITORS IN THE DEBTOR'S CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, UNLESS OTHERWISE ORDERED BY THE COURT.

6. THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor in the Debtor's Schedules, which were filed with the Bankruptcy Court on or before ~~March 7,~~ _____, 2021.

If you rely on the Debtor's Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. If (a) you agree with the nature, amount and status of your claim as listed in the Debtor's Schedules, and (b) your claim is not described as "disputed," "contingent" or "unliquidated" in the Schedules, you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Dates in accordance with the procedures set forth in this Notice.

Copies of the Debtor's Schedules are available for inspection at <http://ecf.deb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records (PACER) system are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>. In addition, copies of the Schedules may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. Finally, copies of the Debtor's Schedules are also available for free on the Claims Agent's website: at www.kccllc.net/medley.

A holder of a claim against the Debtor should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim.

BY ORDER OF THE COURT

Dated: ____ __, 2021

MORRIS JAMES LLP

/s/

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*Proposed Counsel to the Debtor
and Debtor-in-Possession*

Exhibit 3
Publication Notice

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

In re:

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 ()

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTOR**

TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ENTITIES LISTED BELOW

<u>DEBTOR</u>	<u>ADDRESS</u>	<u>CASE NO.</u>	<u>Last Four Digits of EIN</u>
Medley LLC	280 Park Avenue, 6 th Floor East New York, New York 10017	21-10526	7343

The United States Bankruptcy Court for the District of Delaware (the “Court”) has established deadlines to file proofs of claim against the debtor listed above (the “Debtor”). The applicable deadlines are:

DEADLINE	
Mailing Deadline	five (5) business days following the Debtor’s filing of the Bar Date Notice (as defined below)
General Bar Date	first business day that is thirty (30) calendar days after the Mailing Deadline (as defined below)
Governmental Bar Date	September 3, 2021 at 5:00 p.m. (prevailing Eastern Time)
Amended Schedules Bar Date	the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) calendar days from the date on which the Debtor provided notice of an amendment or supplement to the Schedules

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

Rejection Bar Date	the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) calendar days after the applicable Rejection Order (as defined below)
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On March __, 2021, the Court entered an Order (the “Bar Date Order”) establishing: (a) that the Debtor shall have two (2) business days to file the form of notice of the Bar Dates (as defined below) to be sent to parties in interest (the “Bar Date Notice”) on the docket after filing its Schedules (as defined below); (b) that the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”), shall have five (5) business days following the filing of the Bar Date Notice to mail the Bar Date Package (as defined below) (the “Mailing Deadline”); and (3) the general bar date as **5:00 p.m.** (prevailing Eastern Time) on the first business day that is thirty (30) calendar days after the Mailing Deadline (the “General Bar Date”) as the deadline for each Person² or Entity (excluding any Governmental Units (as defined below)). The General Bar Date specifically excludes any claims derived from, or based upon, the 2024 Notes³ and 2026 Notes⁴, or the Notes Indentures⁵. Except as otherwise provided herein, the General Bar Date will apply to all claims of any kind that arose, or are deemed to have arisen, prior to March 7, 2021 (the “Petition Date”), the date on which the Debtor commenced its case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), including, but not limited to administrative expense claims under section 503(b)(9) of the Bankruptcy Code and all claims of setoff or recoupment.

The Bar Date Order also established **September 3, 2021, at 5:00 p.m. (ET)** (the “Governmental Bar Date”) the last date for all Governmental Units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date to file a proof of claim against the Debtor.

Claims that arise from the rejection of an executory contract or unexpired lease must be filed by the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) the date that is thirty (30) calendar days following the entry of the order approving such rejection (the “Rejection Bar Date”). If the Debtor subsequently amends or supplements the schedules filed in this Chapter 11 Case (the “Schedules”), including to designate any scheduled claim as disputed, contingent or unliquidated (the “Amended Schedules”), any claim affected by the Debtor’s amendment or supplement will receive notice by the Debtor and must file a proof of claim in

² The meaning of the terms Person and Entity shall have the meanings ascribed to them in the Bankruptcy Code.

³ “2024 Notes” means the senior unsecured notes with a maturity date of January 20, 2024 issued by Medley LLC pursuant to the 2024 Notes Indenture.

⁴ “2026 Notes” means the senior unsecured notes with a maturity date of August 15, 2026 issued by Medley LLC pursuant to the 2026 Notes Indenture.

⁵ “Notes Indentures” includes the: (1) “2024 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2024 Notes; and (2) “2026 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 9, 2016, between Medley LLC, as issuer, and U.S. Bank National Association, as trustee, that governs the 2026 Notes.

response, in any, by the later of: (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) thirty (30) calendar days after the date that the notice of the applicable amendment or supplement to the Schedules is served on the Person or Entity (the “Amended Schedules Bar Date,” and together with, the General Bar Date, the Governmental Bar Date, and Rejection Bar Date, the “Bar Dates”).

Any Person or Entity (including Governmental Units) asserting a claim against the Debtor that arose or is deemed to have arisen prior to March 7, 2021 (the “Petition Date”) must file a proof of claim on or before the applicable Bar Dates noted above.

Under section 101(5) of the Bankruptcy Code, and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. A “claim” includes, but is not limited to, all claims of setoff or recoupment and claims arising under section 503(b)(9) of the Bankruptcy Code. Examples of claims for which one must file a proof of claim include, but are not limited to, those arising from or related to: breaches of contract, tort-based causes of action, unpaid goods and services, warranties, defective product and product liability, chargebacks or credits.

The following persons or entities are **not required** to file a proof of claim on or before the applicable Bar Date:

- a. any Person or Entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”);
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as “disputed,” “contingent,” and/or “unliquidated;” and (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- c. any Person or Entity whose claim: (i) has previously been allowed by order of the Court; (ii) has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court; or (iii) is subject to a separate deadline pursuant to an order of the Court; and
- d. any Person or Entity whose claim is derived from, or based upon, the 2024 Notes and 2026 Notes, or the Notes Indentures.

All proofs of claim must be filed with the Debtor’s Claims Agent so as to be **actually received on or before the applicable Bar Dates**. Proofs of claim may be delivered to the Claims Agent by mail, by hand delivery, or by overnight courier to the address below:

Medley Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Ste 300
El Segundo, California 90245

Proofs of claim may also be filed electronically using the interface available on the Claims Agent's website at www.kccllc.net/medley. A working e-mail address is required for online submission of proofs of claim.

Proofs of claim may not be delivered by facsimile, telecopy or electronic mail (other than electronically filing using the interface described in the paragraph above). Each proof of claim must be written in English and be denominated in United States currency.

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPT FROM FILING A PROOF OF CLAIM, AS SET FORTH ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL BE BARRED FROM ~~ASSERTING SUCH CLAIM AGAINST THE DEBTOR AND ITS CHAPTER 11 ESTATE, FROM~~ VOTING WITH RESPECT TO SUCH CLAIM ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR'S CHAPTER 11 CASE, AND FROM PARTICIPATING IN ANY PAYMENT OR DISTRIBUTION TO CREDITORS IN THE DEBTOR'S CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM, UNLESS OTHERWISE ORDERED BY THE COURT.

A proof of claim form approved for use in the Debtor's Chapter 11 Case may be obtained by requesting a copy from the Claims Agent (i) by telephone 877-634-7181 (toll-free) or if calling from outside the United States or Canada at 424-236-7226; (ii) by e-mail: MedleyInfo@kccllc.com; or (iii) on the Claims Agent's website at www.kccllc.net/medley.

Dated: _____, 2021

MORRIS JAMES LLP

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