

**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

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



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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.

Dated: March 19th, 2021
Wilmington, Delaware

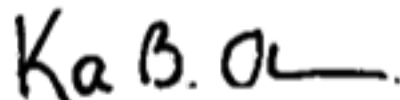

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE

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 _____, 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
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-and-

Robert M. Hirsh, Esq. (*pro hac vice forthcoming*)
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E-mail: pkhezri@lowenstein.com

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

Exhibit 2
Proof of Claim Form

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/medley>.

Fill in this information to identify the case:

Debtor Medley LLC

United States Bankruptcy Court for the District of Delaware

Case number 21-10526 ()

**Official Form 410
Proof of Claim**

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Or her names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?
 No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

<p>Where should notices to the creditor be sent?</p> <p>Name _____</p> <p>Number _____ Street _____</p> <p>City _____ State _____ ZIP Code _____</p> <p>Country _____</p> <p>Contact phone _____</p> <p>Contact email _____</p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>	<p>Where should payments to the creditor be sent? (if different)</p> <p>Name _____</p> <p>Number _____ Street _____</p> <p>City _____ State _____ ZIP Code _____</p> <p>Country _____</p> <p>Contact phone _____</p> <p>Contact email _____</p>
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4. Does this claim amend one already filed?
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Descr be: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____%
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes. Check all that apply:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

- No
 Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
 MM / DD / YYYY

 Signature

Print the name of the person who is completing and signing this claim:

Name _____
 First name Middle name Last name

Title _____

Company _____
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
 Number Street

City State ZIP Code Country

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

04/19

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

Medley LLC Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**

- **Fill in the caption at the top of the form**

- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

- **Attach any supporting documents to this form.**
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).

- **Do not attach original documents because attachments may be destroyed after scanning.**

- **If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

Alternatively, your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/medley>.

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.

- **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.**
For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent's website at <http://www.kccllc.net/medley>

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate.
11 U.S.C. § 503

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. §101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Do not file these instructions with your form.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

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 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/
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Brya M. Keilson (DE Bar No. 4643)
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-and-

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