

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

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In re:	:	Chapter 11
	:	
FTD Companies, Inc., <u>et al.</u> , <sup>1</sup>	:	Case No. 19-_____ (___)
	:	
Debtors.	:	(Joint Administration Requested)
	:	

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**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER  
(I) AUTHORIZING THE DEBTORS TO (A) MAINTAIN AND FILE A  
CONSOLIDATED CREDITOR MATRIX AND (B) FILE A CONSOLIDATED  
LIST OF TOP 30 UNSECURED CREDITORS, (II) APPROVING THE  
MASTER SERVICE LIST, (III) APPROVING THE FORM AND MANNER OF  
NOTICE OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11  
CASES, (IV) WAIVING REQUIREMENTS TO FILE A LIST OF EQUITY  
SECURITY HOLDERS AND PROVIDE NOTICE OF COMMENCEMENT  
TO EQUITY SECURITY HOLDERS, AND (V) GRANTING RELATED RELIEF**

FTD Companies, Inc. and certain of its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows:

**Background**

1. On the date hereof (the "Petition Date"), each of the Debtors commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By a motion filed on the Petition Date, the Debtors have requested that their chapter 11 cases (collectively, the "Chapter 11 Cases") be consolidated for procedural purposes only and

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<sup>1</sup> The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): FTD Companies, Inc. (5852); Bloom That, Inc. (9936); Florists' Transworld Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); FTD, Inc. (1271); FTD.CA, Inc. (7556); FTD.COM Inc. (4509); FTD Group, Inc. (9190); FTD Mobile, Inc. (7423); Giftco, LLC (5832); Provide Cards, Inc. (3462); Provide Commerce LLC (0019); and Provide Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

administered jointly. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. A comprehensive description of the Debtors' businesses and operations, capital structure, and the events leading to the commencement of these Chapter 11 Cases can be found in the Declaration of Scott D. Levin in Support of First-Day Pleadings (the "First Day Declaration"), which was filed contemporaneously herewith and which is incorporated by reference.

### **Jurisdiction and Venue**

3. This Court has jurisdiction to consider 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 as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

4. Pursuant to sections 105(a), 342, and 521(a) of the Bankruptcy Code, Rules 1007, 2002, and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 1001-1(c), 1007-1, 1007-2, and 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors hereby seek the entry of an order in substantially the form attached hereto as Exhibit A (the "Proposed Order"): (a) authorizing the Debtors to (i) maintain and file a consolidated creditor matrix (the "Consolidated Creditor Matrix") and (ii) file a consolidated list of the top 30 unsecured creditors (the "Consolidated Top 30 List") in lieu of filing separate top 30 lists for each Debtor, (b) approving the Debtors' master service list

(the "Master Service List"),<sup>2</sup> (c) approving the form and manner of the notice of commencement of the Debtors' Chapter 11 Cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the "Case Commencement Notice"),<sup>3</sup> (d) waiving the requirements to file a list of equity security holders and serve the Case Commencement Notice on such parties, and (e) granting certain related relief.

### **Argument**

#### **A. The Court Should Permit the Debtors to (1) Maintain and File a Consolidated Creditor Matrix and (2) File a Consolidated Top 30 List.**

5. The Bankruptcy Rules and the Local Rules set forth certain requirements for maintaining creditor matrices and preparing lists of the largest unsecured creditors in chapter 11 cases. Specifically, section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a), and Local Rules 1007-1(a) and 1007-2(a) each require a debtor in a chapter 11 case to file a list of its creditors.<sup>4</sup> Similarly, Local Rule 2002-1(f)(v) requires a debtor's claims agent to maintain a "separate creditor mailing matrix for each debtor in jointly administered cases." Finally, Bankruptcy Rule 1007(d) provides that a debtor must file, in addition to the list of creditors identified above, "a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders ...."

6. The Court, however, has the authority to modify these rules to better suit the needs of a particular case. See Local Rule 1001-1(c) ("The application of these Local Rules

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<sup>2</sup> The Master Service List is attached as Annex 1 to the Proposed Order.

<sup>3</sup> A copy of the Case Commencement Notice is attached as Annex 2 to the Proposed Order.

<sup>4</sup> See 11 U.S.C. § 521(a) ("The debtor shall file a list of creditors ...."); Bankruptcy Rule 1007(a) (requiring a debtor to file a list of each entity contained on Schedules D, E, and F, which schedules include secured and unsecured creditors); Local Rule 1007-1(a) ("Required lists ... shall be filed in accordance with the Fed. R. Bankr. P., the Code and these Local Rules ...."); Local Rule 1007-2(a) ("In all voluntary cases, the debtor shall file with the petition a list containing the name and complete address of each creditor ....").

in any case or proceeding may be modified by the Court in the interest of justice."); 11 U.S.C. § 105(a) ("The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.").

7. Under the circumstances, the Debtors believe that it would be more efficient and in the interest of justice: (a) for the Debtors to file a single, consolidated creditor matrix in satisfaction of section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a), Local Rule 1007-1(a), and Local Rule 1007-2(a); (b) for the Debtors' proposed claims and noticing agent<sup>5</sup> to maintain a single creditor mailing matrix for purposes of Local Rule 2002-1(f)(v); and (c) for the Debtors to file a consolidated list of their top 30 creditors in lieu of each Debtor filing a separate top 20 creditors list.

8. As in many large chapter 11 cases that are jointly administered,<sup>6</sup> the Debtors do not maintain lists of the names and addresses of their respective creditors on a debtor-specific basis. Requiring the Debtors to segregate and convert their records at this time to provide 15 separate Debtor-specific creditor matrices would be an unnecessarily burdensome task and would result in duplicate mailings.

9. The list of top creditors is used primarily by the Office of the United States Trustee (the "U.S. Trustee") to evaluate the types and amounts of unsecured claims against a debtor and to identify potential candidates to serve on any committee of unsecured creditors appointed under section 1102 of the Bankruptcy Code. See In re Dandy Doughboy Donuts, Inc., 66 B.R. 457, 458 (Bankr. S.D. Fla. 1986) (stating that the purpose of the list is to facilitate the

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<sup>5</sup> Concurrently with this Motion, the Debtors have filed an application to appoint Omni Management Group as its claims and noticing agent (the "Claims and Noticing Agent") under Local Rule 2002-1(f) and 28 U.S.C. § 156(c). The Debtors' restructuring website is [www.omnimgt.com/FTD](http://www.omnimgt.com/FTD) (the "Case Website").

<sup>6</sup> Concurrently with this Motion, the Debtors have filed a motion for joint administration of these Chapter 11 Cases.

appointment of an unsecured creditors committee); 7 Collier on Bankruptcy ¶ 1102.02 (Alan N. Resnick & Henry J. Sommer eds., 16th ed. 2019) (stating that the "United States trustee will usually choose the members of the creditors' committee from the list of the holders of the twenty largest unsecured claims filed by the debtor").

10. Given the affiliated nature of the Debtors, the Debtors believe that filing the Consolidated Top 30 List would facilitate the U.S. Trustee's review of creditors' claims and the appointment of a single unsecured creditors' committee in these Chapter 11 Cases. Under these circumstances, the exercise of satisfying the literal requirements of Bankruptcy Rule 1007(d) would only serve to frustrate its intended purpose.

11. Courts in this District have approved similar relief in other chapter 11 cases. See, e.g., In re Southcross Energy Partners, L.P., Case No. 19-10702 (MFW) (Bankr. D. Del. Apr. 2, 2019) (allowing debtors to file a consolidated top 20 list); In re Charlotte Russe Holding, Inc., Case No. 19-010210 (LSS) (Bankr. D. Del. Feb. 5, 2019) (allowing debtors to file a consolidated top 30 list and a consolidated matrix of creditors); In re VER Techs. Holdco LLC, Case No. 18-10834 (KG) (Bankr. D. Del. Apr. 6, 2018) (allowing debtors to file a consolidated matrix of creditors); In re M & G USA Corp., No. 17-12307 (BLS) (Bankr. D. Del. Oct. 31, 2017) (allowing debtors to file a consolidated top 30 list and a consolidated matrix of creditors).<sup>7</sup>

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<sup>7</sup> The unreported orders cited herein are not attached to this Motion. Copies of these orders are available upon request to proposed counsel to the Debtors.

**B. The Court Should Approve the Master Service List.**

12. The Debtors seek approval of the Master Service List attached as Annex 1 to the Proposed Order. The Master Service List includes the mailing address information (and email address, if available) for, among others:

- (a) the Debtors and their counsel;
- (b) the U.S. Trustee for the District of Delaware;
- (c) those creditors holding the 30 largest unsecured claims against the Debtors' estates;
- (d) the Internal Revenue Service;
- (e) the Securities and Exchange Commission; and
- (f) Moore & Van Allen PLLC, as counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and proposed postpetition secured credit facility.

13. In accordance with Bankruptcy Rule 2002 and Local Rule 2002-1, the Claims and Noticing Agent shall maintain the Master Service List, which shall be updated monthly. An updated Master Service List shall be made available by (a) accessing the Case Website, (b) contacting the Claims and Noticing Agent directly, or (c) contacting Debtors' counsel directly. The Debtors submit that the Master Service List is in substantial compliance with the Bankruptcy Rules and Local Rules and thus should be approved by the Court.

**C. The Court Should Approve the Form and Manner of the Case Commencement Notice and Procedures Regarding Undeliverable Mail.**

14. The Debtors request approval of their proposed form of the Case Commencement Notice, which includes notice of the Section 341 Meeting, and which is attached as Annex 2 to the Proposed Order. The proposed form of the Case Commencement Notice is

substantially in the form of Official Bankruptcy Form 309F and would be subject to any further revisions agreed to by the U.S. Trustee.<sup>8</sup>

15. The Debtors propose that the Case Commencement Notice be served by regular mail, postage prepaid, on those entities entitled to receive such notice pursuant to Bankruptcy Rule 2002(a) and Local Bankruptcy Rule 2002-1 (subject to the requested waiver of the requirement to serve the Case Commencement Notice on equity security holders), and that such service occur no later than five business days after the Debtors receive notice from the U.S. Trustee of the time and place of the Section 341 Meeting.

16. If the Case Commencement Notice or any other mail served in the Debtors' Chapter 11 Cases is returned to the Claims and Noticing Agent as undeliverable with a forwarding address, the Claims and Noticing Agent shall re-mail the document to the new forwarding address and update its mailing database accordingly. If any mail is returned to the Claims and Noticing Agent as undeliverable with no forwarding address, the Claims and Noticing Agent is under no further obligation to mail any additional notices or other pleadings to that address for the duration of these Chapter 11 Cases, unless the applicable party contacts the Claims and Noticing Agent to update its contact information.

17. The Debtors hereby request that the Court approve the foregoing as providing sufficient notice of the commencement of these Chapter 11 Cases and the Section 341 Meeting.

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<sup>8</sup> See Fed. R. Bank. P. 9009(a) ("The Official Forms prescribed by the Judicial Conference of the United States shall be used without alteration, except as otherwise provided in these rules, in a particular Official Form, or in the national instructions for a particular Official Form. Official Forms may be modified to permit minor changes not affecting wording or the order presenting information, including changes that: (1) expand the prescribed areas for responses in order to permit complete responses...."); Instructions, Form 309(A-I) ("Courts, or, in the event that the noticing function has been delegated, the individual or entity providing notice, may modify this form by adding additional information.").

**D. Cause Exists to Waive the Requirements that FTD Companies, Inc. File a List of Equity Security Holders and Provide Notice to Equity Security Holders.**

18. Bankruptcy Rule 1007(a)(3) provides that "[i]n a chapter 11 reorganization case, unless the court orders otherwise, the debtor shall file within 14 days after entry of the order for relief a list of the debtor's equity security holders of each class showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder." Fed. R. Bankr. P. 1007(a)(3). Further, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice of the commencement of these Chapter 11 Cases to all equity security holders. See Fed. R. Bankr. P. 2002(d).

19. In excess of 28 million shares of FTD Companies, Inc.'s common stock are outstanding and publicly traded on the Nasdaq Stock Market. Preparing a list of FTD Companies, Inc.'s equity security holders with their last known addresses would prove both expensive and time-consuming. Further, to the extent that the Debtors were even able to ascertain such information, the list would ultimately serve little or no beneficial purpose. In particular, the equity markets will have immediate notice of these Chapter 11 Cases through public news outlets and FTD Companies, Inc.'s filing of a Form 8-K Statement with the Securities and Exchange Commission. The Debtors further submit that if it becomes necessary for such equity security holders to file proofs of interest, the Debtors will provide them with particularized notice of the deadline and an opportunity to assert such interests. Thus, equity security holders will not be prejudiced, and a waiver of the requirement that FTD Companies, Inc. file a list of equity security holders and serve the Case Commencement Notice on all such parties is appropriate.

20. In addition, the Debtors are filing contemporaneously a motion seeking the approval of certain equity trading procedures in an effort to protect their valuable tax attributes (the "NOL Motion"). Pursuant to the NOL Motion, the Debtors are providing a notice to all of the registered holders of their equity securities that, among other things, advises parties in interest of the commencement of these Chapter 11 Cases. The Debtors thus believe that the notice required by the NOL Motion will provide equity securities holders with notice of the commencement of these Chapter 11 Cases and that separately serving such parties with the Case Commencement Notice would be redundant.

21. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy court, empowers courts to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). This section thus "empowers [courts] to fashion orders in furtherance of Bankruptcy Code provisions." In re Joubert, 411 F.3d 452, 455 (3d Cir. 2005). In light of the facts and circumstances surrounding these Chapter 11 Cases, the Court has authority, consistent with Bankruptcy Rule 1007, to grant the relief requested herein.

22. Courts in this District have approved similar relief in other chapter 11 cases. See, e.g., In re Southcross Energy Partners, L.P., Case No. 19-10702 (MFW) (Bankr. D. Del. Apr. 2, 2019) (waiving requirements to file list of equity holders and serve notice of case commencement on such parties); In re Hercules Offshore, Inc., Case No. 16-11385 (KJC) (Bankr. D. Del. June 7, 2016) (waiving requirement to file list of equity holders); In re Swift Energy Co., Case No. 15-12670 (MFW) (Bankr. D. Del. Jan. 5, 2016) (waiving requirements to file list of equity holders and serve notice of case commencement on such parties); In re RadioShack Corp., Case No. 15-10197 (BLS) (Bankr. D. Del. Feb. 9, 2015) (same).

**Consent to Jurisdiction**

23. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

**Notice**

24. Notice of this Motion shall be provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors' 30 largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; and (c) Moore & Van Allen PLLC, as counsel to Bank of America, N.A., as administrative agent under both the Debtors' prepetition secured credit facility and proposed postpetition secured credit facility. As this Motion is seeking "first day" relief, notice of this Motion and any order entered hereon will be served on all parties entitled to notice pursuant to Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

**No Prior Request**

25. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court (i) enter the Proposed Order, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 3, 2019  
Wilmington, Delaware

Respectfully submitted,

/s/ Daniel J. DeFranceschi

Daniel J. DeFranceschi (No. 2732)  
Paul N. Heath (No. 3704)  
Brett M. Haywood (No. 6166)  
Megan E. Kenney (No. 6426)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 N. King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701  
Email: defranceschi@rlf.com  
heath@rlf.com  
haywood@rlf.com  
kenney@rlf.com

-and-

Heather Lennox (*pro hac vice* pending)  
Thomas A. Wilson (*pro hac vice* pending)  
JONES DAY  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
Email: hlennox@jonesday.com  
tawilson@jonesday.com

Brad B. Erens (*pro hac vice* pending)  
Caitlin K. Cahow (*pro hac vice* pending)  
JONES DAY  
77 West Wacker  
Chicago, Illinois 60601  
Telephone: (312) 782-3939  
Facsimile: (312) 782-8585  
Email: bberens@jonesday.com  
ccahow@jonesday.com

PROPOSED ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

**EXHIBIT A**

**Proposed Order**

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

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In re:	:	Chapter 11
	:	
FTD Companies, Inc., <u>et al.</u> , <sup>1</sup>	:	Case No. 19-_____ (___)
	:	
Debtors.	:	(Joint Administration Requested)
	:	

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**ORDER GRANTING  
MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER  
(I) AUTHORIZING THE DEBTORS TO (A) MAINTAIN AND FILE A  
CONSOLIDATED CREDITOR MATRIX AND (B) FILE A CONSOLIDATED  
LIST OF TOP 30 UNSECURED CREDITORS, (II) APPROVING THE  
MASTER SERVICE LIST, (III) APPROVING THE FORM AND MANNER OF  
NOTICE OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11  
CASES, (IV) WAIVING REQUIREMENTS TO FILE A LIST OF EQUITY  
SECURITY HOLDERS AND PROVIDE NOTICE OF COMMENCEMENT  
TO EQUITY SECURITY HOLDERS, AND (V) GRANTING RELATED RELIEF**

This matter coming before the Court on the *Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to (A) Maintain and File a Consolidated Creditor Matrix and (B) File a Consolidated List of Top 30 Unsecured Creditors, (II) Approving the Master Service List, (III) Approving the Form and Manner of Notice of Commencement of the Debtors' Chapter 11 Cases, (IV) Waiving Requirements to File a List of Equity Security Holders and Provide Notice of Commencement to Equity Security Holders, and (V) Granting Related Relief* (the "Motion"),<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively,

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<sup>1</sup> The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): FTD Companies, Inc. (5852); Bloom That, Inc. (9936); Florists' Transworld Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); FTD, Inc. (1271); FTD.CA, Inc. (7556); FTD.COM Inc. (4509); FTD Group, Inc. (9190); FTD Mobile, Inc. (7423); Giftco, LLC (5832); Provide Cards, Inc. (3462); Provide Commerce LLC (0019); and Provide Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

the "Debtors"); the Court having reviewed the Motion and the First Day Declaration and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (i) the Court has 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 as of February 29, 2012, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to maintain (through their Claims and Noticing Agent or otherwise) and file a single, consolidated creditor matrix, which matrix shall be deemed to satisfy the requirements of section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a), Local Rule 1007-1, Local Rule 1007-2, and Local Rule 2002-1(f)(v).
3. The Debtors are authorized to file a Consolidated Top 30 List, which list shall be deemed to satisfy the requirements of Bankruptcy Rule 1007(d) and Local Rule 1007-1 for each of the Debtors.
4. The requirements that the Debtors file a list of equity security holders of FTD Companies, Inc. and serve such holders with the Case Commencement Notice are waived.
5. The Master Service List, attached hereto as Annex 1, is hereby approved. The Claims and Noticing Agent shall maintain the Master Service List, which shall be updated

monthly. An updated Master Service List shall be made available by (a) accessing the Case Website, (b) contacting the Claims and Noticing Agent directly, or (c) contacting Debtors' counsel directly.

6. The form of the Case Commencement Notice, attached hereto as Annex 2, which conforms substantially with Official Bankruptcy Form 309F, is hereby approved. The Debtors may, but are not required to, modify the Case Commencement Notice upon consultation with the U.S. Trustee and the Clerk of Court. Any modifications to the Case Commencement Notice agreed to by the Debtors and the U.S. Trustee are hereby authorized and do not require further approval of this Court.

7. The Claims and Noticing Agent is authorized and directed to serve the Case Commencement Notice, substantially in the form attached hereto as Annex 2, subject to any revisions agreed to by the U.S. Trustee, no later than five business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting and have agreed on the form and substance of the Case Commencement Notice with the U.S. Trustee, or such later date that is as soon as reasonably practicable. Subject to paragraph 4 of this Order, the Claims and Noticing Agent shall serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive the Case Commencement Notice pursuant to Bankruptcy Rule 2002(a) and Local Bankruptcy Rule 2002-1. Service of the Case Commencement Notice in accordance with this paragraph is approved in all respects and shall be deemed sufficient notice of the commencement of these Chapter 11 Cases and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

8. If the Case Commencement Notice or any other mail served in these Chapter 11 Cases is returned to the Claims and Noticing Agent as undeliverable with a

forwarding address, the Claims and Noticing Agent shall re-mail the document to the forwarding address and update its mailing database accordingly. If any mail is returned to the Claims and Noticing Agent as undeliverable with no forwarding address, the Claims and Noticing Agent is under no further obligation to mail any additional notices or other pleadings to that address for the duration of these Chapter 11 Cases, unless the applicable creditor or party contacts the Claims and Noticing Agent to update its contact information.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

**ANNEX 1**

**Master Service List**

<b>Name</b>	<b>Attention</b>	<b>Address 1</b>	<b>Address 2</b>	<b>Phone</b>	<b>FAX</b>	<b>Email</b>	<b>Description</b>
FTD Companies, Inc.	Attn: Scott D. Levin, President & CEO	3113 Woodcreek Drive	Downers Grove, IL 60515				Debtor
Jones Day	Attn: Heather Lennox	901 Lakeside Avenue	Cleveland, OH 44114	216-586-3939	216-579-0212	hllennox@jonesday.com	Counsel for the Debtors
Jones Day	Attn: Thomas Wilson	901 Lakeside Avenue	Cleveland, OH 44114	216-586-3939	216-579-0212	tawilson@jonesday.com	Counsel for the Debtors
Jones Day	Attn: Brad Erens	77 West Wacker	Chicago, IL 60601	312-782-3939	312-782-8585	bberens@jonesday.com	Counsel for the Debtors
Jones Day	Attn: Caitlin Cahow	77 West Wacker	Chicago, IL 60601	312-782-3939	312-782-8585	ccahow@jonesday.com	Counsel for the Debtors
Richards Layton & Finger, P.A.	Attn: Daniel DeFranceschi	One Rodney Square 920 N. King Street	Wilmington, DE 19801	302-651-7700	302-651-7701	defranceschi@rlf.com	Counsel for the Debtors
Richards Layton & Finger, P.A.	Attn: Paul Heath	One Rodney Square 920 N. King Street	Wilmington, DE 19801	302-651-7700	302-651-7701	heath@rlf.com	Counsel for the Debtors
Richards Layton & Finger, P.A.	Attn: Brett Haywood	One Rodney Square 920 N. King Street	Wilmington, DE 19801	302-651-7700	302-651-7701	haywood@rlf.com	Counsel for the Debtors
Richards Layton & Finger, P.A.	Attn: Megan Kenney	One Rodney Square 920 N. King Street	Wilmington, DE 19801	302-651-7700	302-651-7701	kenney@rlf.com	Counsel for the Debtors
Office of the United States Trustee	Attn: Timothy J. Fox, Jr.	844 King St, Suite 2207 Lockbox 35	Wilmington, DE 19801-3519	302-573-6491	302-573-6497	timothy.fox@usdoj.gov	Office of the U.S. Trustee
Ad Results Media, LLC		6110 Clarkson Ln	Houston, TX 77055	713-375-0056	281-596-4509		Top 30 Creditor
Adobe System Inc		345 Park Ave	San Jose, CA 95110	408-536-5412			Top 30 Creditor
Ads Alliance Data Systems, Inc		30699 Russell Ranch Rd, Ste 250	Westlake Village, CA 91362	818-575-4500	818-575-4501		Top 30 Creditor
Alorica, Inc		5 Park Plz, Ste 1100	Irvine, CA 92614	305-883-7781	305-883-9321		Top 30 Creditor
Amerisource Funding, Inc	Assignee For Baronhr LLC	7225 Langtry St	Houston, TX 77040	619-840-7971	713-462-8631		Top 30 Creditor
Atlas Flowers Inc		2600 Nw 79th Ave	Miami, FL 33122	305-599-0193	305-477-0616		Top 30 Creditor
C.I Flores Ipanema Ltda		Carrera 13 No. 97-51, Ofc 202	Bogota, Columbia	+57 1 635 1519			Top 30 Creditor
California Fruit Exchange, LLC		6011 East Pine St	Lodi, CA 95240	209-365-2300		Ar@Agiftinside.com	Top 30 Creditor
Commission Junction Inc		530 East Montecito St, Ste 106	Santa Barbara, CA 93103	805-730-8000			Top 30 Creditor
Coyote Logistics, LLC		960 North Point Pkwy	Alpharetta, GA 30005	773-799-2312		Ryan.Mumford@Coyote.com	Top 30 Creditor
Elite Exports Inc S.A.		3200 NW 67h Ave, Bldg 2, Ste 290	Miami, FL 33122	800-662-5351	786-269-2353		Top 30 Creditor
Farm Direct Corporation		9500 S Dadeland Blvd, Ste 508	Miami, FL 33156	305-670-3211		Kgauchier@Equatoroses.com	Top 30 Creditor
Farmstead Gourmet LLC		515 North Reading Rd	Ephrata, PA 17522	209-365-2340			Top 30 Creditor
Gkg Fulfillment LLC		111 Kerry Ln	Wauconda, IL 60084	847-201-4383	847-305-5889		Top 30 Creditor
Google Affiliate Network Inc		1600 Amphitheatre Pkwy	Mountain View, CA 94043	650-253-8909			Top 30 Creditor
Guittard Chocolate Company		10 Guittard Rd	Burlingame, CA 94010	650-697-4227	650-692-2761		Top 30 Creditor
Holex Flower B.V.		Magnolia 3, 1424 La	De Kwakel, 1424 LA	31 (0)297 381 050	31 (0)297 381 070	info@holex.com	Top 30 Creditor
Legacy Staffing Solutions		226 Westinghouse Blvd, Ste 301	Charlotte, NC 28273	704-919-0346	980-201-9533	Evelin@Legacystaffingnc.com	Top 30 Creditor
Packaging Corp Of America		2155 42nd St NW	Winter Haven, FL 33881	863-965-2500	863-965-1676		Top 30 Creditor
Premier Packaging, LLC		3254 Reliable Pkwy	Chicago, IL 60686	800-518-6305	502-935-8330	Lhagan@Prempack.com	Top 30 Creditor
R&M Consulting Chicago LLC		205 N Michigan Ave, Ste 2660	Chicago, IL 60601	312-326-9200	312-926-9201	Ltillman@Rmc-Chi.com	Top 30 Creditor
Rainforest Farmlands Kenya Limited		P.O. Box 2522 - 00606	Sarit Centre, Nairobi Kenya	31 (0)297 381 070		info@fleurafrica.com	Top 30 Creditor
Randstad Horizons, LP		10940 Wilshire Blvd, 1910	Los Angeles, CA 90024	877-273-8963	865-240-2933		Top 30 Creditor
Rocky Mountain Chocolate Factory Inc		265 Turner Dr	Durango, CO 81303-7941	970-247-4943	970-247-9593		Top 30 Creditor
Stephen Gould Corp		35 South Jefferson Rd	Whippany, NJ 07981	704-587-6100		Kgcamp@Stephengould.com	Top 30 Creditor
Sun Valley Floral Farms		3160 Upper Bay Rd	Arcata, CA 95521-9690	707-826-8700			Top 30 Creditor
Surestaff Inc		7083 Solution Ctr	Chicago, IL 60677-7000	847-640-1300	847-640-0940		Top 30 Creditor
Syndicate Sales, Inc		2025 North Wabash	Kokomo, IN 46901	765-457-7277			Top 30 Creditor
Ups Supply Chain Solutions, Inc		28013 Network Pl	Chicago, IL 60673-1280	502-485-2244			Top 30 Creditor
Veritiv Operating Company		3568 Solutions Ctr	Chicago, IL 60677-3005	877-298-1277			Top 30 Creditor
Internal Revenue Service		P.O. Box 7346	Philadelphia, PA 19101-7346				Governmental Agency
Securities & Exchange Commission	New York Regional Office Attn: Lara Mehraban, Assoc Reg Dir	200 Vesey St, Ste 400	New York, NY 10281	212-336-1100		NYROBankruptcy@SEC.GOV	Governmental Agency
Securities & Exchange Commission	Secretary of the Treasury	100 F St NE	Washington, DC 20549			SECBankruptcy-OGC-ADO@SEC.GOV	Governmental Agency
Moore & Van Allen PLLC	Attn: Jim Langdon	100 North Tyron St, Suite 4700	Charlotte, NC 28202-4003	704-331-3705	704-339-5855	jjmlangdon@mvalaw.com	Counsel for Bank of America

**ANNEX 2**

**Case Commencement Notice**

**Information to identify the case:**

Debtor: FTD Companies, Inc.

EIN: 32-0255852

United States Bankruptcy Court for the District of Delaware

Date case filed for chapter 11: 06/03/2019

Case number: 19 - \_\_\_\_ ( )

**Official Form 309F (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case****12/17**

**For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.**

**This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read all pages carefully.**

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at [www.pacer.gov](http://www.pacer.gov)).

**The staff of the bankruptcy clerk's office cannot give legal advice.**

**Do not file this notice with any proof of claim or other filing in the case.**

1. **Debtor's full name:** See Chart Below

2. **All other names used in the last 8 years:** See Chart Below

**Jointly Administered Cases:**

DEBTOR	OTHER NAMES (LAST 8 YEARS)	CASE NO.	EIN #
FTD Companies, Inc.	N/A	19-____ ( )	32-0255852
Bloom That, Inc.	FTD International Corporation	19-____ ( )	46-2919936
Florists' Transworld Delivery, Inc.	N/A	19-____ ( )	38-0546960
FlowerFarm, Inc.	Value Network Service, Inc.	19-____ ( )	36-4332852
FSC Denver LLC	N/A	19-____ ( )	83-4367104
FSC Phoenix LLC	N/A	19-____ ( )	83-4447970
FTD, Inc.	N/A	19-____ ( )	13-3711271
FTD.CA, Inc.	N/A	19-____ ( )	45-2787556
FTD.COM Inc.	N/A	19-____ ( )	36-4294509
FTD Group, Inc.	N/A	19-____ ( )	87-0719190
FTD Mobile, Inc.	Sincerely Incorporated	19-____ ( )	45-0717423
Giftco, LLC	N/A	19-____ ( )	46-3345832

Debtor: FTD Companies, Inc.

Case Number 19- ( )

DEBTOR	OTHER NAMES (LAST 8 YEARS)	CASE NO.	EIN #
Provide Cards, Inc.	N/A	19-____ ( )	20-5803462
Provide Commerce LLC	Provide Commerce, Inc.	19-____ ( )	84-1450019
Provide Creations, Inc.	N/A	19-____ ( )	36-4188964

3. **Address:** 3113 Woodcreek Drive, Downers Grove, IL 60515

4. **Debtor's Attorneys**

JONES DAY  
Heather Lennox  
Thomas A. Wilson  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
Email:  
hlennox@jonesday.com  
tawilson@jonesday.com

JONES DAY  
Brad B. Erens  
Caitlin K. Cahow  
77 West Wacker  
Chicago, Illinois 60601  
Telephone: (312) 782-3939  
Facsimile: (312) 782-8585  
Email:  
bberens@jonesday.com  
ccahow@jonesday.com

RICHARDS, LAYTON & FINGER, P.A.  
Daniel J. DeFranceschi  
Paul N. Heath  
Brett M. Haywood  
Megan E. Kenney  
One Rodney Square  
920 N. King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701  
E-mail:  
defranceschi@rlf.com  
heath@rlf.com  
haywood@rlf.com  
kenney@rlf.com

5. **Bankruptcy clerk's office**

Documents in this case may be filed at this address.

824 Market St. N  
3rd Floor  
Wilmington, DE 19801

Hours open: Monday – Friday  
8:00 AM – 4:00 PM  
Contact phone: (302) 252-2900

You may inspect all records filed in this case at this office or online at [www.pacer.gov](http://www.pacer.gov).

6. **Debtor's Notice and Claims**

**Agent**

If you have any questions about this notice, please contact Omni Management Group.

**Toll Free:** 866-205-3144  
**International:** 818-906-8300  
**Email:** ftd@omnimgt.com

**More information can be found at the Claims' Agent Website:**  
omnimgt.com/FTD

7. **Meeting of Creditors**

The debtors' representatives must attend the meeting to be questioned under oath.

[\_\_\_\_], 2019 at [\_\_] [\_\_].m.

**Location to be determined**

Creditors may attend, but are not required to do so.

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

<p><b>8. Proof of claim deadline:</b></p>	<p><b>Deadline for filing proof of claim:</b> Not yet set. If a deadline is set, a notice will be sent at a later time.</p> <p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at <a href="http://www.uscourts.gov">www.uscourts.gov</a> or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> <li>• your claim is designated as <i>disputed, contingent, or unliquidated</i>;</li> <li>• you file a proof of claim in a different amount; or</li> <li>• you receive another notice</li> </ul> <p>If your claim is not scheduled or if your claim is designated as <i>disputed, contingent, or unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the bankruptcy clerk's office or online at <a href="http://www.pacer.gov">www.pacer.gov</a>.</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>
<p><b>9. Exception to discharge deadline</b></p> <p>The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.</p>	<p>If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below.</p> <p><b>Deadline for filing the complaint:</b> To Be Determined</p>
<p><b>10. Creditors with a foreign address</b></p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.</p>
<p><b>11. Filing a Chapter 11 bankruptcy case</b></p>	<p>Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.</p>
<p><b>12. Discharge of debts</b></p>	<p>Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.</p>