

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

In re:	) Chapter 11
	)
Vitamin World, Inc., <i>et al.</i> , <sup>1</sup>	) Case No. 17-11933 (KJC)
	)
Debtors.	) Jointly Administered
	)

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM, INCLUDING CLAIMS  
ARISING UNDER §503(B)(9) OF THE BANKRUPTCY CODE  
AND OTHER ADMINISTRATIVE EXPENSE CLAIMS**

On September 11, 2017 (the “**Petition Date**”), the above captioned debtors (the “**Debtors**”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On February 20, 2018, the Court entered an order (the “**Bar Date Order**”) in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”) establishing certain claims bar dates, as set forth below.

**A. Debtors**

1. The Debtors in these Chapter 11 Cases include:
  - a.) Vitamin World, Inc.;
  - b.) VWRE Holdings, Inc.;
  - c.) VW Interholdings, Inc.;
  - d.) VW Online, Inc.;
  - e.) Precision Engineered Limited (USA);
  - f.) Vitamin World (V.I.), Inc.;
  - g.) Vitamin Depot, LLC;
  - h.) Vitamin World of Guam, LLC; and
  - i.) Nutrition Warehouse, Inc.

**B. Claims Bar Dates**

1. The deadline for each Person or Entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and estates) holding a prepetition unsecured,

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<sup>1</sup> Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Vitamin World, Inc. (2283); VWRE Holdings, Inc. (8915); VW Interholdings, Inc. (4744); VW Online, Inc. (8763); Precision Engineered Limited (USA) (0916); Vitamin World (V.I.), Inc. (9839); Vitamin Depot, LLC (6747); Vitamin World of Guam, LLC (2056); and Nutrition Warehouse, Inc. (5095). Debtors’ mailing address is 4320 Veterans Highway, Holbrook, NY 11741.

secured, or priority Claim<sup>2</sup> to file a proof of claim (a “**Proof of Claim**”) is 5:00 p.m. (prevailing Mountain Time) on April 4, 2018 (the “**General Claims Bar Date**”).

2. Any Person or Entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and estates) holding an administrative Claim arising under Section 503(b)(9) of the Bankruptcy Code must file a proof of claim or application for allowance of such claim by the General Claims Bar Date.

3. The deadline for any governmental unit<sup>3</sup> to file a Proof of Claim is April 4, 2018 at 5:00 p.m. (prevailing Mountain Time) (the “**Governmental Bar Date**”).

4. In the event that the Debtors amend or supplement their Schedules of Assets and Liabilities (“**Schedules**”), the Debtors shall give notice of any such amendment or supplement to the holders of Claims affected thereby. Pursuant to Local Rule 1009-2, the deadline for holders of any such Claims to file a Proof of Claim is the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Mountain Time) on the date that is twenty-one (21) days after the Debtors provide notice to the claimant of any such amendment (the “**Amended Schedules Bar Date**”). Any Person or Entity that files a Proof of Claim before the Schedules are amended shall not be required to file another Proof of Claim.

5. Counterparties to unexpired leases of real property and executory contracts that are rejected must file a Proof of Claim with respect to any damages related to the rejection of such unexpired lease or executory contract (the “**Rejection Claims**” and each a “**Rejection Claim**”) on or before the later of (i) the General Claims Bar Date or (ii) 5:00 p.m. (prevailing Mountain Time) on the date that is thirty (30) days after the entry of an order (a “**Rejection Order**”) approving the rejection of such unexpired leases or executory contracts (the “**Rejection Damages Bar Date**” and together with the Amended Schedules Bar Date, General Claims Bar Date and Governmental Bar Date, the “**Bar Dates**”), and *provided, further*, however that prepetition and administrative expense claims arising under section 503 of the Bankruptcy Code, other than under section 503(b)(9) of the Bankruptcy Code (an “**Administrative Expense Claim**”), maintained by a landlord party to an unexpired lease of nonresidential real property that has not yet been noticed for assumption or rejection need not be filed by the General Claims Bar Date, but must be filed by the applicable Rejection Damages Bar Date at the time of any rejection of the relevant lease.

### **C. Parties Required to File Proofs of Claim**

6. All Persons and Entities (each as defined in sections 101(41) and 101(15), respectively, of the Bankruptcy Code) holding Claims against the Debtors, including the following, must file a Proof of Claim:

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<sup>2</sup> The term “Claim,” as used herein, shall have the meaning ascribed to it in section 101(5) of the Bankruptcy Code.

<sup>3</sup> The term “governmental unit” shall have the meaning ascribed to such term in section 101(27) of the Bankruptcy Code.

- a. any Person or Entity whose Claim against the Debtors is not listed in the Debtors' Schedules of Assets and Liabilities or is listed in such Schedules as "contingent," "unliquidated," or "disputed" if such Person or Entity desires to participate in these Chapter 11 Cases or share in any distribution in any of these Chapter 11 Cases;
- b. any Person or Entity who believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its Claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any Person or Entity who believes that its Claim is incorrectly listed on the Schedules of a Debtor other than the Debtor whom the Person or Entity believes is liable for the Claim and who desires to have its Claim allowed against a Debtor than the Debtor whose Schedules include the Claim; and
- d. any Person or Entity that asserts a Claim on account of the Debtors' rejection of an unexpired lease for real property or an executory contract, other than on account of an unexpired lease for nonresidential real property or an executory contract that has not been assumed or rejected as of the General Claims Bar Date.

**D. Parties Required to File a Proof of Claim or Application**

7. All Persons and Entities (each as defined in sections 101(41) and 101(15), respectively, of the Bankruptcy Code) that assert an Administrative Expense Claim under section 503(b)(9) of the Bankruptcy Code must file a Proof of Claim or application for allowance of such claim by the General Claims Bar Date.

**E. Parties Not Required to File Proofs of Claim**

8. Proofs of Claim need not be filed on account of the following claims:
- a. any Person or Entity that already has filed a signed Proof of Claim against the Debtors with the Clerk of the Court or with JND Corporate Restructuring ("JND"), the Debtors' claims and noticing agent, in a form substantially similar to Official Bankruptcy Form No. 410 ("**Official Form 410**");
  - b. any Person or Entity whose Claim is listed on the Schedules if: (i) the Claim is not scheduled as any of "disputed," "contingent," 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 has previously been allowed by order of the Court;

- d. any Person or Entity whose Claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Person or Entity holding a Claim for which a separate deadline is fixed by this Court;
- f. any Person or Entity holding an Administrative Claim, as defined in the Motion, related to provision of goods or services to the Debtors rendered subsequent to the Petition Date, with the exception of claims arising under section 503(b)(9) of the Bankruptcy Code;
- g. any Person or Entity holding a Claim under an unexpired lease of nonresidential real property that has not yet been assumed or rejected as of the General Claims Bar Date;
- h. any Debtor having a claim against another Debtor;
- i. any Person or Entity holding a Professional Claim;
- j. any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- k. any claim by a current employee, solely to the extent that an order of the Court authorized the Debtors to honor such claim in the ordinary course as a wage or benefit; or
- l. Any claim for an interest based on equity securities (including, without limitation, ownership of common or preferred stock, membership interests, partnership interests, or warrant or rights to purchase, sell or subscribe to such a security or interest); provided, however, that any claim (as opposed to ownership interest) against any of the Debtors based on transactions in the Debtors' securities, including claims for damages or rescission based on the purchase or sale of such securities, must be filed on or before the General Claims Bar Date and, provided further, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, the right to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

**F. Bar Date Notice Procedures**

9. Parties asserting Claims against the Debtors, including Claims arising under section 503(b)(9) of the Bankruptcy Code, must use the copy of the Proof of Claim Form included with this Notice or Official Bankruptcy Form No. 410 (“**Official Form 410**”).

10. The Proof of Claim Form states, along with the claimant's name: (a) whether the claimant's Claim is listed in the Schedules; (b) whether the claimant's Claim is listed as disputed, contingent or unliquidated; (c) whether the claimant's Claim is listed as secured, unsecured or priority; and (d) the dollar amount of the Claim (as listed in the Schedules). **If you disagree with any of the information on the Proof of Claim Form regarding your Claim, you must correct it on the Proof of Claim Form.** Additional copies of the Proof of Claim forms may be obtained at (<http://www.jndla.com/cases/vitaminworld>).

11. All Claimants asserting a Claim against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which such Claim is asserted and the case number for that particular Debtor. **If any Proof of Claim does not clearly specify the name of the Debtor against which the Claim is asserted (including listing multiple Debtors), that Proof of Claim shall be administered as though it was filed against Debtor Vitamin World, Inc., unless a single different case number is clearly specified.**

12. You must deliver a completed, signed original of the Proof of Claim Form together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), to JND at 8269 E. 23<sup>rd</sup> Avenue, Suite 275, Denver, CO 80238, as to be received no later than 5:00 p.m. prevailing Mountain Time on the applicable Bar Date. Claimants are permitted to submit Proof of Claim Forms in person, by courier service, hand delivery, mail or electronically using the interface available on the website maintained by JND in these Chapter 11 Cases (<http://www.jndla.com/cases/vitaminworld>). Proof of Claim Forms submitted by facsimile, telecopy, or electronic mail will not be accepted.

13. All such filed Proof of Claim Forms must: (a) be written in English, (b) be denominated in lawful currency of the United States, and (c) conform substantially to the Proof of Claim Form.

14. Proof of Claim Forms will be deemed filed when actually received by JND. If a claimant wishes to receive acknowledgement of JND's receipt of a Proof of Claim Form, the claimant also must submit to JND by the applicable Bar Date and concurrently with submitting its original Proof of Claim Form (a) a copy of the original Proof of Claim Form and (b) a self-addressed, stamped return envelope.

#### **G. Applications for Administrative Expense Claims**

15. Any Person or Entity seeking allowance of an Administrative Expense Claim shall file a written application or motion as required under the Bankruptcy Code no later than the Administrative Expense Deadline; provided however, the requirements in this paragraph shall not apply to: (i) claims arising under Section 503(b)(9) of the Bankruptcy Code, and (ii) Professional Claims.

## **H. Effect of Failure to File a Proof of Claim**

16. Entities or Persons that fail to properly file a Claim Form or the necessary motion or application by the applicable Bar Date may be forever barred, estopped and enjoined from: (a) asserting any Claim against the Debtors that such Person or Entity may possess and that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such Person or Entity as undisputed, noncontingent, and liquidated or (ii) is of a different nature, classification or priority than any Claim identified in the Schedules on behalf of such Person or Entity, or (iii) is not filed on or before the applicable Bar Date (any such claim under this subparagraph (a) being referred to herein as an “**Unscheduled Claim**”); and (b) voting upon, or receiving distributions under, any Plan in these Chapter 11 Cases in respect of an Unscheduled Claim.

## **I. Reservation of Rights**

17. The Debtors’ and other parties in interest’s rights and defenses are reserved with respect to any Claim, including, among other things, the right to object to any Claim on any grounds. The Debtors’ rights and defenses are further reserved with respect to any Claim listed on the Schedules, including, among other things, the right to dispute any such Claim and assert any offsets or defenses to such Claim.

## **J. Additional Information**

You may be listed as the holder of a Claim against the Debtors in the Schedules. If (a) you hold or assert a Claim that is not listed in the Schedules, (b) you disagree with the amount, characterization or priority of your Claim as listed in the Schedules, (c) your Claim is listed in the Schedules as “contingent,” “unliquidated,” and/or “disputed,” or (d) you dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed in the Schedules, you may be forever barred from asserting such Claim if you do not timely file a Proof of Claim in the manner provided for herein.

Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on JND’s website for these Chapter 11 Cases, which is: (<http://www.jndla.com/cases/VitaminWorld>).

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to JND via telephone at (855) 812-6112 or via email at [VitaminWorldInfo@JNDLA.com](mailto:VitaminWorldInfo@JNDLA.com). Please note that JND’s staff is not permitted to provide legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

Dated: February 20, 2018  
Wilmington, Delaware

SAUL EWING ARNSTEIN & LEHR LLP

/s/ Mark Minuti

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