

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

WE THE PEOPLE USA, INC., *et al.*,

Debtors.

Chapter 11

Case Nos. 10-10503 (KJC), *et seq.*
(jointly administered)

**ORDER IMPOSING CLAIMS BAR DATES
AND CLAIMS MANAGEMENT PROCEDURES**
(relates to Docket No. 14) 38

UPON CONSIDERATION OF the Motion for Entry of an Order Imposing Claims Bar Dates and Claims Management Procedures (the "Motion") filed by the debtors and debtors in possession We The People USA, Inc. and We The People LLC (collectively and severally, the "Debtors"); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor; IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED. All capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Motion.
2. The following bar dates and procedures (collectively, the "Claims Procedures") shall be required for asserting claims in these cases:

- (A) **General Bar Date.** Except as expressly stated below, May 14, 2010 (the "General Bar Date") shall be the date and time by which any person, entity, or governmental unit (each a "person," and collectively, "persons") holding a prepetition claim against any one or more of the Debtors must file a proof of claim. Except as provided below, the General Bar Date will apply to all persons holding claims the Debtor (whether secured, priority or unsecured) that arose prior to the Petition Date (February 19, 2010), except that persons need not file proofs of claim by the General Bar Date with respect to the following claims:
- (i) A claim for which a proof of claim has already been properly filed with the Claims Agent;
 - (ii) A claim entitled to administrative expense priority pursuant to 11 U.S.C. § 503;
 - (iii) A claim not listed as "disputed," "contingent," and/or "unliquidated" in the Debtors' bankruptcy schedules (the "Schedules"), but only to the extent that the holder of such claim agrees with the nature, classification, and amount of such claims as set forth in the Schedules;
 - (iv) A claim asserted by ^{by a governmental unit} ~~the United States or any of its agencies~~, so long as a proof of claim on account of such claim is duly filed on or before the 180th day after the Petition Date (the "U.S. Government Claims Bar Date");
 - (v) A claim asserted by one of the Debtors against the other; and
 - (vi) A claim previously been allowed by, and/or paid pursuant to, an order of this Court.
- (B) Any person holding an interest in the Debtors (each an "Interest Holder"), which interest is based exclusively upon the ownership of stock in the Debtors, or upon warrants or rights to purchase, sell, or subscribe to a security or interest in the Debtors (any such interest being referred to as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who assert a claim against the Debtors, whether or not arising out of or relating to the ownership or purchase of an Interest (including but not limited to claims arising out of or relating to the sale, issuance, or distribution of the Interest), must file a proof of claim on or before the General Bar Date unless another exception set forth herein applies.
- (C) For any claim relating to the Debtors' rejection of an executory contract or unexpired lease (a "Rejection Damage Claim") that is approved by an order of the Court entered after entry of the Claims Procedures Order but before confirmation of a plan or conversion of the case to a case under

another chapter of the Bankruptcy Code, the deadline to file a proof of claim relating to such Rejection Damage Claim shall be the later of: (a) the General Bar Date, and (b) 4:00 p.m. EST on the 30th day after the entry of the order pursuant to § 365 of the Bankruptcy Code authorizing such rejection (the "Rejection Bar Date").

- (D) The Debtors retain the right to dispute or assert offsets or defenses against any claim as to nature, amount, liability, classification or otherwise, and/or subsequently to amend its Schedules to designate any claim as disputed, contingent, or unliquidated; provided, however, that if the Debtors amend the Schedules to delete or reduce the liquidated, undisputed, non-contingent amount of a scheduled claim, then the deadline by which the affected claimant must file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim shall be the later of: (a) the General Bar Date (or, if the claimant is the United States or its any of its agencies, the U.S. Government Claims Bar Date), and (b) 4:00 p.m. EST on the 30th day after the mailing of notice of such amendment to such claimant (the "Schedule Amendment Claim Bar Date," and together with the General Bar Date, the U.S. Government Claims Bar Date, and the Rejection Bar Date, the "Bar Dates," each being a "Bar Date"). Nothing set forth herein shall preclude or limit the Debtors or any other party in interest from objecting to any claim, whether scheduled or filed, on any grounds.
- (E) Except as provided above, any person (i) whose claim is not listed in the Schedules, or is listed in the Schedules as disputed, contingent, and/or unliquidated, and that desires to participate in these Chapter 11 cases, to share in any distribution in these Chapter 11 cases, and/or to retain any rights in property of the Debtors, or (ii) that desires to have its claim allowed in a classification or amount other than as set forth in the Schedules in these Chapter 11 Cases, must file a proof of claim on or before the applicable Bar Date if such person believes its claim is improperly classified in the Schedules and/or is listed in an incorrect amount. Except as provided above, any person that is required to file a proof of claim in these Chapter 11 cases (pursuant to the Bankruptcy Code, the Bankruptcy Rules, or any order of the Court) with respect to a particular claim but fails to do so in a timely manner shall be forever barred, estopped, and enjoined from: (i) asserting any claim against the Debtors, their estates, successors and assigns, in these Chapter 11 Cases, that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated, or (b) is of a different nature, is of a different priority, is of a different classification of secured status, or is in a different classification than the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated (any such claim being referred to as an "Unscheduled Claim"); and (ii) voting upon, or receiving distributions under, any plan in these Chapter 11 cases with respect to such Unscheduled Claim. Any person

that relies solely on the Schedules shall bear the exclusive responsibility for determining that its claim is accurately scheduled therein.

(F) Notice Packages.

- (i) The following collectively constitutes the "Known Creditor Notice Package": (a) notice of the applicable Bar Date substantially in the form attached hereto as **Exhibit A** and incorporated herein by reference (the "Bar Date Notice"); (b) a proof of claim form (the "Proof of Claim Form") substantially in the form of Official Form No. 10; and (c) instructions on completing the Proof of Claim Form substantially in the form accompanying Official Form No. 10 (the "Instructions").
- (ii) The "California Consumer Notice" consists of a notice furnishing information to the California Consumer Claimants, substantially in the form attached hereto as **Exhibit B**.

(G) Notice of Applicable Bar Dates.

- (i) Known Creditors. On or before March 16, 2010, the Claims Agent shall serve the Known Creditor Notice Package by first-class mail, postage prepaid, upon all persons that the Debtors believe hold or assert prepetition claims against either or both of the Debtors, other than California Consumer Claimants. The Claims Agent shall file an Affidavit of Service evidencing the persons upon whom the Known Creditor Notice Package was served. In the event the Debtors amend the Schedules to alter a scheduled claim adversely or to delete a claim, the Debtors shall include in conjunction with any notice of such amendment a statement advising the claimant of the applicable Schedule Amendment Claim Bar Date.
- (ii) Franchisee Customers.
 - (a) On or before March 12, 2010, the Claims Agent shall serve the California Consumer Notice by first-class mail, postage prepaid, upon the California Consumer Claimants and any known counsel representing them. The Claims Agent shall file an Affidavit of Service evidencing that the California Consumer Notice was served but shall retain in its records, and not file with the Court, the names and addresses of the persons served with the California Consumer Notice.
 - (b) From the date of service of the California Consumer Notice through and including 30 days after the General Bar Date, the Claims Agent shall maintain a call center during normal business hours by which California Consumer Claimants and persons asserting similar claims against the Debtors

and their estates can obtain copies of documents necessary to submit proofs of claim, including but not limited to (i) the Bar Date Notice, (ii) the Proof of Claim Form, (iii) the Instructions, (iv) a copy of the most recently amended complaint filed by the captioned plaintiff in the California state court litigation on behalf of the California Consumer Claimants class, and (v) any other documents of record that the Debtors believe are pertinent to such complaint. The Claims Agent shall make these documents available over the internet free of charge or by mail.

- (c) On or before March 19, 2010, the Debtors or the Claims Agent shall cause a notice, the text of which shall be substantially similar to **Exhibit C** attached hereto, subject to non-material modifications to account for advertising space and format considerations, to be published in a newspaper of national circulation.
- (H) For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with all accompanying documentation, must be filed with the Court not later than the applicable Bar Date. In order to file a proof of claim with the Court, it must be delivered so that it is actually received by the Claims Agent on or before 4:00 p.m. Eastern Time on the date that it is intended to be filed. The address of the Claims Agent is:

If by mail:

BMC Group, Inc.
Attn: We The People Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

If by messenger or overnight delivery:

BMC Group, Inc.
Attn: We The People Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Creditors shall be permitted to file proofs of claim **only** by mail (postage prepaid), by courier, or by overnight delivery (such as by FedEx, UPS, DHL, or Express Mail). Filing shall be deemed complete upon the Claims Agent's actual receipt of the original of the completed, executed Proof of Claim Form. Any claimant wishing to receive acknowledgment of the Claims Agent's receipt of its proof of claim must submit an additional copy of the proof of claim (stamped "COPY") and a self-addressed stamped envelope with sufficient return postage.

PLEASE NOTE: Attempting to deliver a proof of claim by electronic mail, by facsimile, or by any means not described above will **not** constitute the filing of a proof of claim unless a signed **original** of the completed Proof of Claim Form is also **timely received** by the Claims Agent in an approved manner described above on or before the applicable Bar Date. Service by any means upon the Debtors, the Debtors' attorneys, or the United States Trustee will **not** be accepted unless the signed **original** of the completed Proof of Claim Form is also **timely received** by the Claims Agent in an approved manner described above.

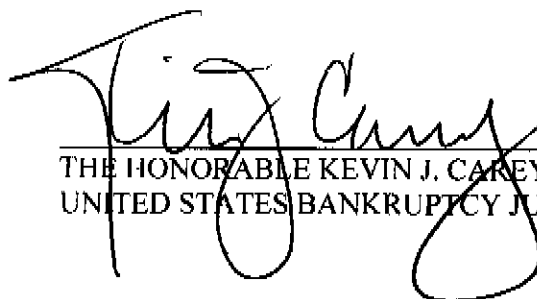
3. Notwithstanding the fact that the Debtors may have scheduled a claim as liquidated, non-contingent, and undisputed, and/or in any particular amount, nothing in this order precludes the Debtor from amending the Schedules, or precludes the Debtor or any other party in interest from objecting to any claim, whether scheduled or not.

4. The Court finds that the length and manner of notice set forth in the Claims Procedures are adequate and sufficient to provide persons holding claims and their respective agents and attorneys with notice of the Bar Dates (or other applicable deadlines) and to require that all proofs of claim be properly and timely filed, or be forever barred.

5. The Debtors are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this order.

6. Entry of this order is without prejudice to the rights of the Debtors or any other party-in-interest to seek further orders fixing the date by which, and the manner in which, a holder of a claim or interest not subject to the Bar Dates established herein must assert such claim against the Debtors.

Dated: March 16, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

WE THE PEOPLE USA, INC., *et al.*,
Debtors.

Chapter 11

Case Nos. 10-10503 (KJC), *et seq.*
(jointly administered)

**NOTICE OF DEADLINES AND
PROCEDURES FOR FILING PROOFS OF CLAIM**

TO: ALL CREDITORS AND OTHER PERSONS OR ENTITIES WHO MIGHT WISH TO
ASSERT CLAIMS IN THESE BANKRUPTCY CASES

**IF YOU BELIEVE YOU HAVE A
CLAIM OR RIGHT TO PAYMENT AGAINST THE DEBTORS,
YOU MUST FILE YOUR OWN PROOF OF CLAIM, EVEN IF YOU
ARE ALREADY ARE PARTY TO ANY LITIGATION AGAINST
THE DEBTORS AND EVEN IF YOU ARE A MEMBER OF A CLASS
CERTIFIED, OR SOUGHT TO BE CERTIFIED, IN SUCH LITIGATION.**

PLEASE TAKE NOTICE that on March 16, 2010, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (the "Claims Procedures Order") establishing **May 14, 2010** (the "General Bar Date") as the deadline for filing of proofs of claim against We The People USA, Inc. and We The People LLC (collectively and severally, the "Debtors") in the above-referenced cases and establishing the correct procedures for filing proofs of claim.

THIS NOTICE CONTAINS VERY IMPORTANT INFORMATION ABOUT WHETHER YOU NEED TO FILE PAPERS TO PROTECT YOUR INTERESTS IN THIS CASE AND, IF SO, HOW TO FILE THOSE PAPERS CORRECTLY. THE FORM OF THIS NOTICE WAS ALSO APPROVED BY THE COURT. IF YOU DO NOT COMPLY WITH THE DEADLINES AND PROCEDURES IN THIS NOTICE, YOUR CLAIMS MAY BE DISALLOWED BY THE COURT. YOU SHOULD READ THIS NOTICE VERY CAREFULLY AND FOLLOW ALL PROCEDURES BEFORE THE DEADLINES LISTED BELOW. IF YOU DO NOT UNDERSTAND THIS NOTICE, YOU SHOULD CONSULT A LAWYER.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR OR IF THE CLAIM YOU HELD AS OF FEBRUARY 19, 2010 HAS BEEN PAID. **PLEASE NOTE: IF YOU FILE A FALSE CLAIM, YOU MAY BE COMMITTING A**

CRIMINAL VIOLATION UNDER FEDERAL LAW, INCLUDING BUT NOT LIMITED TO 18 U.S.C. § 152(1), AND YOU MAY BE SUBJECTED TO A FINE OR IMPRISONMENT OF UP TO 5 YEARS, OR BOTH. TO DETERMINE WHETHER YOUR CLAIM IS FALSE, YOU SHOULD CONSULT A LAWYER.

WHO MUST FILE A PROOF OF CLAIM

According to the Claims Procedures Order, except as provided below, any person, entity, or governmental unit (each a "person," and collectively, "persons") holding a prepetition claim against the Debtors must file a proof of claim. Except as provided below, the General Bar Date will apply to all persons holding claims against the Debtors (whether secured, priority or unsecured) that arose prior to the February 19, 2010 (the "Petition Date"). Any person whose claim is not listed in the Debtors' Schedules of Assets and Liabilities and/or Statements of Financial Affairs (collectively, the "Schedules") or is listed in the Schedules as "disputed," "contingent" or "unliquidated" and that desires to participate in this case, and any person whose claim is improperly classified in the Schedules or is listed in the Schedules as an incorrect amount and that desires to have its claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the General Bar Date.

The Claims Procedures Order further provides that the following Entities need not file a proof of claim by the General Bar Date: (i) a claim for which a proof of claim has already been properly filed with the Claims Agent; (ii) a claim entitled to administrative expense priority pursuant to 11 U.S.C. § 503; (iii) a claim not listed as "disputed," "contingent," and/or "unliquidated" in the Debtors' bankruptcy schedules (the "Schedules"), but only to the extent that the holder of such claim agrees with the nature, classification, and amount of such claims as set forth in the Schedules; (iv) a claim asserted by the United States or any of its agencies, so long as a proof of claim on account of such claim is duly filed on or before the 180th day after the Petition Date (the "U.S. Government Claims Bar Date"); (v) a claim asserted by one of the Debtors against the other; and (vi) a claim previously been allowed by, and/or paid pursuant to, an order of the Court.

The Claims Procedures Order also provides that any person holding an interest in the Debtors (each an "Interest Holder"), which interest is based exclusively upon the ownership of stock in the Debtor, or upon warrants or rights to purchase, sell, or subscribe to a security or interest in the Debtors (any such interest being referred to as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who assert a claim against the Debtors that arises out of or relates to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of the Interest, must file a proof of claim on or before the General Bar Date unless another exception set forth herein applies.

For any claim relating to the Debtors' rejection of an executory contract or unexpired lease (a "Rejection Damage Claim") that is approved by an order of the Court entered after entry of the Claims Procedures Order but before confirmation of a plan or conversion of the case to a case under another chapter of the Bankruptcy Code, the deadline to file a proof of claim relating to such claim shall be the later of: (a) the General Bar Date, and (b) 4:00 p.m. EST on the 30th day after the entry of the order pursuant to § 365 of the Bankruptcy Code authorizing such rejection (the "Rejection Bar Date").

If the Debtors amend the Schedules to delete or reduce the liquidated, undisputed, non-contingent amount of a scheduled claim, then the deadline by which the affected claimant must file a

proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim shall be the later of: (a) the General Bar Date, and (b) 4:00 p.m. EST on the 30th day after the mailing of notice of such amendment to such claimant (the "Schedule Amendment Claim Bar Date").

TIME AND PLACE FOR FILING PROOFS OF CLAIM

The Court has approved the use a proof of claim form (the "Proof of Claim Form") substantially in the form of Official Form No. 10, to evidence the existence, amount, validity, security, and priority of claims in this case along with instructions on completing the Proof of Claim Form substantially in the form accompanying Official Form No. 10. For your convenience, enclosed with this notice is a Proof Of Claim Form and official instructions for completing it.

For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with all accompanying documentation, must be filed with the Court not later than the applicable Bar Date. In order to file a proof of claim with the Court, it must be delivered so that it is actually received by the Claims Agent on or before 4:00 p.m. Eastern Time on the date that it is intended to be filed. The address of the Claims Agent is:

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Creditors shall be permitted to file proofs of claim only by mail (postage prepaid), by courier, or by overnight delivery (such as by FedEx, UPS, DHL, or Express Mail). Filing shall be deemed complete upon the Claims Agent's actual receipt of the original of the completed, executed Proof of Claim Form. Any claimant wishing to receive acknowledgment of the Claims Agent's receipt of its proof of claim must submit an additional copy of the proof of claim (stamped "COPY") and a self-addressed stamped envelope with sufficient return postage.

PLEASE NOTE THESE IMPORTANT RESTRICTIONS:

- Attempting to deliver a proof of claim by electronic mail, by facsimile, or by any means not described above will not constitute the filing of a proof of claim unless a signed original of the completed Proof of Claim Form is also timely received by the Claims Agent in an approved manner described above on or before the applicable Bar Date.
- Service by any means upon the Debtors, the Debtors' attorneys, or the United States Trustee will not be accepted unless the signed original of the completed Proof of Claim Form is also timely received by the Claims Agent in an approved manner described above.

- Please be sure to address your Proof of Claim Form carefully and pay the correct postage. Neither the Claims Agent nor the Debtors can be responsible if your Proof of Claim Form is not received or is received late because of an improper or incomplete address, or because insufficient postage was included. The Claims Agent will not accept C.O.D. or postage-due deliveries.
- Please note that, according to the Claims Procedures Order, the Bar Dates are the dates that your Proof of Claim Form must be **actually received** by the Claims Agent. If you mail your Proof of Claim Form on the applicable Bar Date, your claim may be deemed late by the Court and disallowed. If you choose to file your Proof of Claim Form by U.S. mail, please allow enough time to ensure that it will be **received** by the Claims Agent by or before the applicable Bar Date. If you rely upon any vendor, including but not limited to the United States Postal Service, an overnight delivery service, or a courier, to deliver your Proof of Claim Form to the Court, you should allow enough time to confirm the Court's timely receipt of it. You should follow up with the Claims Agent to ensure that it was timely received and filed with the Claims Agent. The Claims Agent and the Debtor cannot be responsible for any delays in delivery.
- Please be sure to include copies of any applicable documents to your Proof of Claim Form, including but not limited to contracts, agreements, invoices, work orders, loan documents, dated-stamped security interest filings, dated-stamped mortgages, and other evidence of your claim. **Do not send originals of these backup documents.** If you do not attach copies of the applicable backup documents, the Court may not allow your claim.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Except any person (i) whose claim is not listed in the Schedules, or is listed in the Schedules as disputed, contingent, and/or unliquidated, or that believes its claim is improperly classified in the Schedules and/or is listed in an incorrect amount, and that desires to participate in these Chapter 11 cases, to share in any distribution in these Chapter 11 cases, and/or to retain any rights in property of the Debtors, or (ii) that desires to have its claim preserved and allowed in a classification or amount other than as set forth in the Schedules, must file a proof of claim on or before the applicable Bar Date. Except as provided above, any person that is required to file a proof of claim in these Chapter 11 cases (pursuant to the Bankruptcy Code, the Bankruptcy Rules, or any order of the Court) with respect to a particular claim but fails to do so in a timely manner shall be forever barred, estopped, and enjoined from: (i) asserting any claim against the Debtors, their successors and assigns in these Chapter 11 Bankruptcy Cases, that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated, or (b) is of a different nature, is of a different priority, is of a different classification of secured status, or is in a different classification than the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated (any such claim being referred to as an "Unscheduled Claim"); and (ii) voting upon, or receiving distributions under, any plan in these Chapter 11 cases with respect to such Unscheduled Claim. **Any person that relies solely on the Schedules shall bear the exclusive responsibility for determining that its claim is accurately scheduled therein.** If it is unclear from the Schedules or this notice whether your claim is disputed, contingent or unliquidated as to the amount, or is otherwise properly scheduled and classified, you should ask your lawyer whether to file a proof of claim by the applicable Bar Date to protect your interests.

RESERVATION OF RIGHTS

Under the Claims Procedures Order, the Debtors retain the right to dispute or assert offsets or defenses against any claim as to nature, amount, liability, classification or otherwise, and/or subsequently to amend its Schedules to designate any claim as disputed, contingent, or unliquidated. Nothing in the Claims Procedures Order precludes or limits the Debtor or any other party in interest from objecting to any claim, whether scheduled or filed, on any grounds.

DEFINITION OF CLAIM

For purposes of this notice, the word "claim" means: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any 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.

ADDITIONAL INFORMATION

If you require additional information regarding the procedures for filing a Proof of Claim or additional copies of documents, the Claims Agent has furnished a call center at (888) 909-0100, or you can visit the Claims Agent's website at <http://www.bmcgroup.com/WeThePeople>. If you require additional information on whether you should file a Proof of Claim and/or and how to prepare one, you should contact an attorney. **The Claims Agent is unable to give you legal advice.**

Dated: March 16, 2010
Wilmington, Delaware

BY ORDER OF THE COURT

Adam Hiller, Esquire
Pinckney, Harris & Weidinger, LLC
1220 North Market Street, Suite 950
Wilmington, DE 19801

Attorneys for the Debtors

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
DISTRICT OF DELAWARE

In re

WE THE PEOPLE USA, INC., *et al.*,

Debtors.

Chapter 11
Case Nos. 10-10503(KJC), *et seq.*
(jointly administered)

NOTICE

TO: ALL CREDITORS AND OTHER PERSONS OR ENTITIES WHO
MIGHT WISH TO ASSERT CLAIMS IN THESE BANKRUPTCY
CASES

**IF YOU BELIEVE YOU HAVE A CLAIM OR RIGHT TO
PAYMENT AGAINST THE DEBTORS, YOU MUST FILE YOUR
OWN PROOF OF CLAIM, EVEN IF YOU ARE ALREADY A
PARTY TO ANY LITIGATION AGAINST THE DEBTORS AND
EVEN IF YOU ARE A MEMBER OF A CLASS CERTIFIED, OR
SOUGHT TO BE CERTIFIED, IN SUCH LITIGATION.**

PLEASE TAKE NOTICE that on March 16, 2010 the United States Bankruptcy Court for the District of Delaware (the "Court") entered an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (the "Claims Procedures Order") establishing **May 14, 2010** (the "General Bar Date") as the deadline for filing of proofs of claim against We The People USA, Inc. and We The People LLC (collectively and severally, the "Debtors") in the above-referenced cases and establishing the correct procedures for filing proofs of claim.

The Debtors are or were franchisors whose franchisees operate or operated retail stores under the "We the People" trade name for the sale of legal forms. **The Debtors' franchisees are NOT debtors in these bankruptcy cases.**

The Court's claims agent, BMC Group, Inc. (the "Claims Agent") can provide you with forms for the filing of a proof of claim. The form of this notice was approved by the Court. **If you do not comply with the deadlines and procedures in this notice, your claims, if you have any, may be disallowed by the Court.** You should read this notice very carefully and follow all procedures before the deadlines listed below. If you do not understand this notice, you should consult a lawyer.

The fact that you have received this notice does not mean that you have a claim or that the Debtors believe that you have a claim. You should not file a proof of claim if you do not have a claim against the Debtors or if the claim you held as of February 19, 2010 has been paid.

PLEASE NOTE: IF YOU FILE A FALSE CLAIM, YOU MAY BE COMMITTING A CRIMINAL VIOLATION UNDER FEDERAL LAW, INCLUDING BUT NOT LIMITED TO 18 U.S.C. § 152(1), AND YOU MAY BE SUBJECT TO A FINE OR IMPRISONMENT OF UP TO 5 YEARS, OR BOTH. TO DETERMINE WHETHER YOUR CLAIM IS FALSE, YOU SHOULD CONSULT A LAWYER.

WHO MUST FILE A PROOF OF CLAIM

According to the Claims Procedures Order, except as provided below, any person, entity, or governmental unit (each a "person," and collectively, "persons") holding a prepetition claim against the Debtor must file a proof of claim. Except as provided below, the General Bar Date will apply to all persons holding claims the Debtor (whether secured, priority or unsecured) that arose prior to the February 19, 2010 (the "Petition Date"). Any person whose claim is not listed in the Debtors' Schedules of Assets and Liabilities and/or Statements of Financial Affairs (collectively, the "Schedules") or is listed in the Schedules as "disputed," "contingent" or "unliquidated" and that desires to participate in this case, and any person whose claim is improperly classified in the Schedules or is listed in the Schedules as an incorrect amount and that desires to have its claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the General Bar Date.

The Claims Procedures Order further provides that the following Entities need not file a proof of claim by the General Bar Date: (i) a claim for which a proof of claim has already been properly filed with the Claims Agent; (ii) a claim entitled to administrative expense priority pursuant to 11 U.S.C. § 503; (iii) a claim not listed as "disputed," "contingent," and/or "unliquidated" in the Debtors' bankruptcy schedules (the "Schedules"), but only to the extent that the holder of such claim agrees with the nature, classification, and amount of such claims as set forth in the Schedules; (iv) a claim asserted by the United States or any of its agencies, so long as a proof of claim on account of such claim is duly filed on or before the 180th day after the Petition Date (the "U.S. Government Claims Bar Date"); (v) a claim asserted by one of the Debtors against the other; and (vi) a claim previously been allowed by, and/or paid pursuant to, an order of the Court.

For any claim relating to the Debtors' rejection of an executory contract or unexpired lease (a "Rejection Damage Claim") that is approved by an order of the Court entered after entry of the Claims Procedures Order but before confirmation of a plan or conversion of the case to a case under another chapter of the Bankruptcy Code, the deadline to file a proof of claim relating to such claim shall be the later of: (a) the General Bar Date, and (b) 4:00 p.m. EST on the 30th day after the entry of the order pursuant to § 365 of the Bankruptcy Code authorizing such rejection (the "Rejection Bar Date").

If the Debtors amend the Schedules to delete or reduce the liquidated, undisputed, non-contingent amount of a scheduled claim, then the deadline by which the affected claimant must file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim shall be the later of: (a) the General Bar Date, and (b) 4:00 p.m. EST on the 30th day after the mailing of notice of such amendment to such claimant (the "Schedule Amendment Claim Bar Date").

TIME AND PLACE FOR FILING PROOFS OF CLAIM

The Court has approved the use a proof of claim form (the "Proof of Claim Form") substantially in the form of Official Form No. 10, to evidence the existence, amount, validity, security, and priority of claims in this case along with instructions on completing the Proof of Claim Form substantially in the form accompanying Official Form No. 10. For your convenience, enclosed with this notice is a Proof Of Claim Form and official instructions for completing it.

For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with all accompanying documentation, must be filed not later than the applicable Bar Date. In order to file a proof of claim with the Court, it must be delivered to the Claims Agent so that it is actually received by the Claims Agent on or before 4:00 p.m. Eastern Time on the date that it is intended to be filed. The address of the Claims Agent is:

If by mail:

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Claims Processing
P.O. Box 3020
Chanhausen, MN 55317-3020

If by messenger or overnight delivery:

BMC Group, Inc.
Attn: We The People
Claims Processing
18750 Lake Drive East
Chanhausen, MN 55317

Creditors shall be permitted to file proofs of claim only by mail (postage prepaid), by courier, or by overnight delivery (such as by FedEx, UPS, DHL, or Express Mail). Filing shall be deemed complete upon the Claims Agent's actual receipt of the original of the completed, executed Proof of Claim Form. Any claimant wishing to receive acknowledgment of the Claims Agent's receipt of its proof of claim must submit an additional copy of the proof of claim (stamped "COPY") and a self-addressed stamped envelope with sufficient return postage.

PLEASE NOTE IMPORTANT RESTRICTIONS:

- Attempting to deliver a proof of claim by electronic mail, by facsimile, or by any means not described above will **not** constitute the filing of a proof of claim unless a signed **original** of the completed Proof of Claim Form is also **timely received** by the Claims Agent in an approved manner described above on or before the applicable Bar Date.
- Service by any means upon the Debtors, the Debtors' attorneys, or the United States Trustee will **not** be accepted unless the signed **original** of the completed Proof of Claim Form is also **timely received** by the Claims Agent in an approved manner described above.
- Please be sure to address your Proof of Claim Form carefully and pay the correct postage. Neither the Claims Agent nor the Debtors can be responsible if your Proof of Claim Form is not received or is received late because of an improper or incomplete address, or because insufficient postage was included. The Claims Agent will not accept C.O.D. or postage-due deliveries.
- Please note that, according to the Claims Procedures Order, the Bar Dates are the dates that your Proof of Claim Form must be **actually received** by the Claims Agent. If you mail your Proof of Claim Form on the applicable Bar Date, your claim may be deemed late by the Court and disallowed. If you choose to file your Proof of Claim Form by U.S. mail, please allow enough time to ensure that it will be **received** by the Claims Agent by or before the applicable Bar Date. If you rely upon any vendor, including but not limited to the United States Postal Service, an overnight delivery service, or a courier, to deliver your Proof of Claim Form to the Court, you should allow enough time to confirm the Court's timely receipt of it. You should follow up with the Claims Agent to ensure that it was timely received and filed with the Claims Agent. The Claims Agent and the Debtor cannot be responsible for any delays in delivery.
- Please be sure to include **copies** of any applicable documents to your Proof of Claim Form, including but not limited to contracts, agreements, invoices, work orders, loan documents, dated-stamped security interest filings, dated-stamped mortgages, and other evidence of your claim. **Do not send originals of these backup documents.** If you do not attach copies of the applicable backup documents, the Court may not allow your claim.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Except any person (i) whose claim is not listed in the Schedules, or is listed in the Schedules as disputed, contingent, and/or unliquidated, and that desires to participate in these Chapter 11 cases, to share in any distribution in these Chapter 11 cases, and/or to retain any rights in property of the Debtors, or (ii) that desires to have its claim allowed in a classification or amount other than as set forth in the Schedules, must file a proof of claim on or before the applicable Bar Date if such person believes its claim is improperly classified in the Schedules and/or is listed in an incorrect amount. Except as provided above, any person that is required to file a proof of claim in these Chapter 11 cases (pursuant to the Bankruptcy Code, the Bankruptcy Rules, or any order of the Court) with respect to a particular claim but fails to do so in a timely manner shall be forever barred, estopped, and enjoined from: (i) asserting any claim against the Debtors, their successors and assigns, in these Chapter 11 Bankruptcy Cases that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated, or (b) is of a different nature, is of a different priority, is of a different classification of secured status, or is in a different classification than the amount, if any, that is set forth in the Schedules as undisputed, noncontingent, and liquidated (any such claim being referred to as an "Unscheduled Claim"); and (ii) voting upon, or receiving distributions under, any plan in these Chapter 11 cases with respect to such Unscheduled Claim. **Any person that relies solely on the Schedules shall bear the exclusive responsibility for determining that its claim is accurately scheduled therein.**

If it is unclear from the Schedules or this notice whether your claim is disputed, contingent or unliquidated as to the amount, or is otherwise properly scheduled and classified, you should ask your lawyer whether to file a proof of claim by the applicable Bar Date to protect your interests.

RESERVATION OF RIGHTS

Under the Claims Procedures Order, the Debtors retain the right to dispute or assert offsets or defenses against any claim as to nature, amount, liability, classification or otherwise, and/or subsequently to amend its Schedules to designate any claim as disputed, contingent, or unliquidated. Nothing in the Claims Procedures Order precludes or limits the Debtor or any other party in interest from objecting to any claim, whether scheduled or filed, on any grounds.

DEFINITION OF CLAIM

For purposes of this notice, the word "claim" means: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any 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.

ADDITIONAL INFORMATION

If you require additional information regarding the procedures for filing a Proof of Claim or additional copies of documents, the Claims Agent has furnished a call center at (888) 909-0100, or you can visit the Claims Agent's website at <http://www.bmcgroup.com/WeThePeople>. If you require additional information on whether you should file a Proof of Claim and/or how to prepare one, you should contact an attorney. **The Claims Agent is unable to give you legal advice.**

Dated: March 16, 2010

BY ORDER OF THE COURT

Adam Miller, Esquire
Pinckney, Harris & Weidinger, LLC
1220 North Market Street, Suite 950
Wilmington, DE 19801

Attorneys for the Debtors

Please note that a larger copy of this notice may be downloaded from the Claims Agent's website:

<http://www.bmcgroup.com/WeThePeople>

or by calling the Claims Agent toll free at (888) 909-0100.

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

WE THE PEOPLE USA, INC. and
WE THE PEOPLE, LLC,

Debtors.

Chapter 11

Case Nos. 10-10503 (KJC), *et seq.*
(jointly administered)

NOTICE OF DEADLINES/PROCEDURES FOR CLAIMS

PLEASE TAKE NOTICE that on March 16, 2010 the United States Bankruptcy Court for the District of Delaware (the "Court") entered an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (the "Claims Procedures Order") establishing **May 14, 2010** (the "General Bar Date") as the deadline for filing of proofs of claim against We The People USA, Inc. and We The People LLC (the "Debtors") in the above-referenced cases and establishing the correct procedures for filing proofs of claim. The Debtors are or were franchisors whose franchisees operate or operated retail stores under the "We the People" trade name for the sale of legal forms. The Debtors' franchisees are not debtors in the above-referenced bankruptcy cases.

Most persons asserting claims against the Debtors are required to file a written proof of claim before the General Bar Date. This includes, but is not limited to, all present and former customers of stores operated by franchisees of the Debtors that believe that they hold a claim against the Debtors.

The Bankruptcy Court has approved a notice of deadlines and procedures directed to persons seeking to file claims against the Debtors, as well as required forms. For copies of these and other important documents, all persons seeking to file claims against the Debtors should contact the call center operated by the Court's claims agent, BMC Group, Inc. (the "Claims Agent"), at (888) 909-0100, or visit the website at <http://www.bmcgroup.com/WeThePeople>. If you require additional information on whether you should file a claim and/or and how to prepare one, you should contact an attorney. The Claims Agent is unable to give you legal advice.

By order of the Court.