

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD.,
HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA CO.,
HORNBLOWER CANADIAN HOLDINGS, INC. AND
HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC., UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**THIRD REPORT OF GRANT THORNTON LIMITED
AS INFORMATION OFFICER**

MAY 23, 2024



**Grant Thornton Limited
200 King Street West, 11th Floor
Toronto, Ontario, M5H 3T4**

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INTRODUCTION

1. For purposes of this report, Hornblower Cruises and Events Canada Ltd. ("**Hornblower Cruises**"), Hornblower Canada Co. ("**Hornblower Canada**"), and Hornblower Canada Entertainment Limited ("**Hornblower Entertainment**"), are collectively referred to as the "**Canadian Debtors**", Hornblower Group, Inc. ("**Hornblower Group**") is referred to as the "**Foreign Representative**", Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. are collectively referred to as the "**US Debtors**". Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the

Hickman Affidavits (defined below).

2. On February 21, 2024 (the “**Petition Date**”), Hornblower Holdings LLC and certain of its affiliates (collectively, the “**Chapter 11 Debtors**” and each a “**Chapter 11 Debtor**”) filed voluntary petitions for relief (the “**US Proceedings**”) under Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* in the United States Bankruptcy Court for the Southern District of Texas (the “**US Court**”).
3. Concurrently with the US Proceedings, the Foreign Representative made an application to the Ontario Superior Court of Justice (Commercial List) (the “**Ontario Court**”) for an order (the “**Interim Stay Order**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and Section 106 of the *Courts of Justice Act*, R.S.O. 1990, c C.43, providing for an interim stay of proceedings in respect of the Canadian Debtors, the US Debtors and Hornblower Group in Canada, and their respective directors and officers in Canada. The Interim Stay Order dated February 21, 2024 was issued on that same day and, with the Endorsement that was also issued, is attached hereto as **Appendix “1”**.
4. Following the February 21, 2024 hearing in respect of the first day motions filed by the Chapter 11 Debtors, the US Court granted certain orders dated February 21, 2024 and February 23, 2024 (the “**First Day Orders**”) including, but not limited to: (i) the Foreign Representative Order which, among other things, authorized the Hornblower Group to act as the Foreign Representative of the Chapter 11 Debtors; and (ii) certain additional interim orders, including an Interim DIP Order (collectively with the First Day Orders, the “**Interim US Orders**”).¹

¹ Copies of the each of the US Orders and other documents related to the US Proceedings are available at the website maintained by Omni Agent Solutions, Inc.

5. On February 27, 2024, the Foreign Representative commenced the Recognition Proceedings before the Ontario Court seeking:
- a. an order (the “**Initial Recognition Order**”), among other things:
 - i. declaring that Hornblower Group is a Foreign Representative as defined in section 45 of the CCAA in respect of the US Proceedings; and
 - ii. recognizing the US Proceedings as a “foreign main proceeding” in respect of the Canadian Debtors; and,
 - b. an order (the “**Supplemental Order**”), among other things:
 - i. recognizing certain of the interim and final orders entered by the US Court in the US Proceedings, including, among others, an order recognizing the Interim DIP Order;
 - ii. granting a stay of proceedings in respect of the Canadian Debtors, US Debtors and Hornblower Group, and their respective directors and officers in Canada;
 - iii. appointing Grant Thornton Limited (“**GTL**”) as information officer in respect of these proceedings (in such capacity, the “**Information Officer**”); and
 - iv. granting the Administration Charge, the Senior DIP Charge, the Junior DIP Charge and the D&O Charge (each as defined in the Supplemental Order).
6. The Initial Recognition Order and the Supplemental Order were granted by the Ontario Court on February 27, 2024. Copies of the Initial Recognition Order and Supplemental Order are attached hereto as **Appendix “2”** and **Appendix “3”**, respectively. A copy of

the Endorsement of Chief Justice Morawetz dated February 29, 2024 in respect of the aforementioned Orders is attached hereto as **Appendix “4”**.

7. On February 28, 2024, the US Court granted the Bidding Procedures Order (as defined below). Subsequently, the Chapter 11 Debtors sought the Modified Bidding Procedures Order (as defined below) in order to address comments from Pachulski Stang Zeihl & Jones LLP in their capacity as counsel for the official committee of unsecured creditors appointed by the US Court on March 5, 2024 (the “**Creditors Committee**”, the “**Creditors’ Committee Counsel**”). The Modified Bidding Procedures Order was entered by the US Court on March 22, 2024.
8. On March 22, 2024, the US Court entered the Final Cash Management Order (as defined below). On March 25, 2024, the US Court entered the Final DIP Order (as defined below) (the Final DIP Order and the Final Cash Management Order are collectively referred to as “**Final First Day Orders**”, and together with the Bidding Procedures Order, the “**US Orders**”).
9. On March 27, 2024, the Ontario Court granted an order (the “**Second Supplemental Order**”) which, among other things:
 - a. recognized an order: (I) authorizing the Chapter 11 Debtors to: (A) obtain senior secured post-petition financing, (B) use cash collateral, and (C) grant liens and super-priority administrative expense claims; (II) granting protection to certain prepetition secured parties; (III) modifying the automatic stay; and (IV) granting related relief (the “**Final DIP Order**”);
 - b. recognized an order: (I) authorizing the Chapter 11 Debtors to: (A) continue to operate their cash management system, (B) honor certain prepetition obligations

relating thereto, (C) maintain existing business forms and books and records, and (D) continue to perform intercompany transactions; and (II) granting related relief (the “**Final Cash Management Order**”); and

- c. recognized an order approving: (A) bidding procedures for the sale of the AQV Debtors’ Assets, (B) procedures regarding bid protections, (C) the scheduling of certain dates with respect thereto, (D) the form and manner of notice thereof, (E) contract assumption, assignment, and rejection procedures, and (F) certain procedures to otherwise dispose of the AQV Assets; and (II) authorizing the Debtors to enter into agreements for the sale of their assets free and clear of all liens, claims, and encumbrances (the “**Bidding Procedures Order**”).

10. A copy of the Second Supplemental Order dated March 27, 2024 and the Endorsement of Chief Justice Morawetz dated March 28, 2024, are attached hereto as **Appendix “5”** and **Appendix “6”**, respectively.

11. On May 6, 2024, the Ontario Court granted an order (the “**De Minimus Asset and Vesting Order**”) which, among other things:

- a. granted Hornblower Cruises leave to sell or otherwise dispose of the vessel described as the CAPT. MATTHEW FLINDERS (official no. 850480) (the “**Flinders**”) in accordance with the Purchase and Sale Agreement between Hornblower Cruises and 1529231 Ontario Inc. (the “**Purchaser**”) dated April 10, 2024 (the “**PSA**”), pursuant to section 49 of the CCAA; and
- b. vested in the Purchaser all of Hornblower Cruises’ right, title, and interest in and to the Flinders free and clear of all claims.

12. A copy of the De Minimus Asset and Vesting Order dated May 6, 2024 and the

Endorsement of Chief Justice Morawetz dated May 6, 2024, are attached hereto as **Appendix “7”** and **Appendix “8”**, respectively.

13. On May 17, 2024, counsel for the Foreign Representative and Information Officer attended at a case conference to schedule the hearing for a motion for the recognition of various U.S Orders, including the Bar Date Order (defined below), which hearing was scheduled for May 24, 2024. The corresponding Endorsement is attached hereto as **Appendix “9”**.

PURPOSE OF THE THIRD REPORT

14. The purpose of this third report (the **“Third Report”**) is to provide the basis for an order (the **“Third Supplemental Order”**), which, among other things:
- a. abridges the time for service of the Notice of Motion and the Motion Record and dispenses with further service thereof on any interested party other than those served within these proceedings;
 - b. recognizes an order of the US Court: (I) Authorizing the (a) Debtors’ Entry Into, and Performance Under, the Backstop Commitment Agreement and (b) Payment of Related Fees, Premiums, Indemnities, and Expenses; and (II) Granting Related Relief (the **“Backstop Commitment Order”**);
 - c. recognizes an order of the US Court: (I) Conditionally Approving the Adequacy of the Disclosure Statement; (II) Approving the Solicitation Procedures and Solicitation Packages; (III) Scheduling a Combined Hearing; (IV) Establishing Procedures for Objecting to the Second Amended Joint Chapter 11 Plan of Reorganization of Hornblower Holdings LLC and its Debtor Affiliates dated April 11, 2024 (the **“Plan”**) and Final Approval of the Disclosure Statement; (V) Approving the Form, Manner, and Sufficiency of Notice of the Combined Hearing;

(VI) Approving the Rights Offering Procedures and Related Materials; (VII) Scheduling Certain Dates Related Thereto; and (VIII) Granting Related Relief (the “**Disclosure Statement Order**”); and

- d. recognizes an order of the US Court: (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9); (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date; (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests; and (IV) Approving Notice of Bar Dates (the “**Bar Date Order**”).

TERMS OF REFERENCE AND DISCLAIMER

15. In preparing this Third Report, the Information Officer has relied solely on information and documents provided by the Foreign Representative and other Chapter 11 Debtors, as well as their Canadian legal counsel and publicly available documents filed with the US Court (collectively the “**Information**”). Except as otherwise described in this Third Report:

- a. the Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“**CASs**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* and accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under CASs in respect of the Information;
- b. some of the information referred to in this Third Report consists of forecasts and projections. An examination or review of the financial forecasts and projections,

as outlined in the Handbook, has not been performed; and,

- c. this Third Report may not disclose all significant matters about the Chapter 11 Debtors, particularly in respect of information not pertaining to the Canadian Debtors, or property situated in Canada.

16. Future-oriented financial information referred to in this Third Report was prepared based on estimates and assumptions made by management. Readers are cautioned that, since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, and the variations could be significant.

17. This Third Report has been prepared to provide general information to stakeholders of the Canadian Debtors and the Ontario Court relating to the US Proceedings and these Canadian Recognition Proceedings. Accordingly, the reader is cautioned that this Third Report may not be appropriate for any other purpose. The Information Officer assumes no responsibility or liability for any loss or damage occasioned by any party because of the circulation, publication, reproduction, or use of this Third Report. Any use that a party makes of this Third Report is the responsibility of such party.

18. This Third Report should be read in conjunction with the affidavit of Jonathan Hickman sworn May 21, 2024 (the “**Fifth Hickman Affidavit**” and together with the February 21, 2024 Affidavit, the February 27, 2024 Affidavit, the March 24, 2024 Affidavit, and the April 30, 2024 Affidavit, the “**Hickman Affidavits**”).

19. A copy of this Third Report, and other relevant documents with respect to these Canadian Recognition Proceedings, are available on the Information Officer’s website at: www.GrantThornton.ca/Hornblower (the “**Case Website**”). Materials pertaining to the US

Proceedings can be found at the following link:

<https://cases.omniagentsolutions.com/?clientId=3682> (the “Omni Website”).

BACKSTOP COMMITMENT ORDER

20. As noted above, on April 15, 2024, the US Court entered the Backstop Commitment Order, which, among other things, authorized the Chapter 11 Debtors to enter into, and perform their obligations under the Backstop Commitment Agreement.
21. Pursuant to the Plan and the Restructuring Support Agreement dated February 21, 2024 (the “**RSA**”), the Chapter 11 Debtors are to conduct a rights offering whereby the Chapter 11 Debtors shall distribute subscription rights to purchase New HB Common Equity (the “**Rights Offering**”). Pursuant to the Backstop Commitment Agreement, the Commitment Parties agree to purchase any unsold equity interests not purchased through the Rights Offering.
22. In consideration of the Backstop Commitment Agreement, the Chapter 11 Debtors are required to pay a backstop commitment premium equal to 10% of the aggregate rights offering amount (\$345 million), which amount is payable in additional New HB Common Equity.
23. The Information Officer understands that this is a necessary provision of the RSA and the Plan and is not aware of any prejudice that might be experienced by Canadian creditors as a consequence of the Backstop Commitment Agreement.

DISCLOSURE STATEMENT ORDER

24. As noted above, on April 17, 2024, the US Court entered the Disclosure Statement Order, which, among other things, conditionally approves the adequacy of the Disclosure

Statement for the Plan, establishes certain dates and deadlines with respect to the schedule for confirmation of the Plan, subject to modification, if necessary, and approves the Rights Offering Procedures and related dates and deadlines.

25. The key dates and deadlines stipulated in the Disclosure Statement Order are described in the Fifth Hickman Affidavit, and are not repeated in detail herein; however, as of the date of this Third Report, the pending deadlines are as follows:

- a. the Voting Deadline & Rights Offering Expiration Time (May 24, 2024 at 4:00 p.m. prevailing Central Time), by which time holders of claims are entitled to vote on the Plan, holders of claims and interests in non-voting classes may submit opt-out forms, and Eligible Holders must exercise Subscription Rights and subscribe for the Subscription Securities;
- b. the Objection Deadline (May 24, 2024 at 4:00 p.m. prevailing Central Time), which represents the deadline by which time parties in interest may object to confirmation of the Plan;
- c. the Deadline to File Voting Report (May 29, 2024 at 4:00 p.m. prevailing Central Time), by which date the Report tabulating the vote on the Plan shall be filed with the US Court;
- d. the Confirmation Brief Deadline & 3018(a) Motion Response Deadline (May 31, 2024), by which date the Chapter 11 Debtors must file (i) brief(s) in support of confirmation of the Plan and (ii) file responses to any filed 3018(a) motions; and
- e. the Combined Hearing (June 3, 2024 at 9:00 a.m. prevailing Central Time) in connection with the confirmation of the Plan.

CLAIMS PROCESS

26. As noted above, on April 23, 2024, the US Court entered the Bar Date Order. A copy of the Bar Date Order is attached hereto as **Appendix “10”**. Additionally, a certificate confirming no objection to the Bar Date Order was filed on April 22, 2024 and is attached hereto as **Appendix “11”**.

27. Specifically, the Bar Date Order established:

- a. a bar date of Thursday, May 23, 2024 at 5:00 p.m. (prevailing Central Time) for all entities, other than governmental units, including requests for payment pursuant to section 503(b)(9) (the **“Claims Bar Date”**);
- b. a bar date of Monday, August 19, 2024 at 5:00 p.m. (prevailing Central Time) for all governmental units (the **“Governmental Bar Date”**);
- c. a bar date that is the later of (a) the Claims Bar Date or the Governmental Bar Date and (b) 5:00 p.m. (prevailing Central Time), on the date that is thirty (30) days following entry of the order approving rejection of the applicable executory contract or unexpired lease of the Debtors (the **“Rejection Damages Bar Date”**); and
- d. a bar date that is the later of (a) the Claims Bar Date or the Governmental Bar Date and (b) 5:00 p.m. (prevailing Central Time), on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the schedules (the **“Amended Schedules Bar Date”**).

28. The Bar Date Order required that no later than four (4) business days following entry of the Bar Date Order, the Chapter 11 Debtors provide a written notice of the bar dates and a proof of claim form to be mailed via email, facsimile, or first-class mail to, among others:

- a. the U.S. Trustee;
- b. the entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis);
- c. all entities listed in the Schedules as holding claims (including those listed as contingent, unliquidated, or disputed) against the Debtors, including AQR Customer Deposit Claims included in the Schedules;
- d. all entities that have requested notice of the proceedings in these Chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- e. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- f. all entities who are party to executory contracts and unexpired leases with the Debtors;
- g. all entities who are party to active litigation with the Debtors;
- h. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- i. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- j. the Office of the Attorney General for each of the states in which the Debtors conduct business;
- k. the District Director of the Internal Revenue Service for the Southern District of Texas, as well as other taxing authorities for the jurisdictions in which the Debtors

maintain or conduct business;

l. all other entities listed on the Debtors' matrix of creditors;

m. the United States Securities and Exchange Commission; and

n. the Office of the United States Attorney for the Southern District of Texas.

29. The Information Officer understands from the Debtors that a copy of the Bar Date Package was distributed to all known creditors of the Chapter 11 Debtors located in Canada that fall within the above categories to their last known addresses based on the books and records of the Chapter 11 Debtors.

30. The Bar Date Order also provided for notice to be provided to creditors where notice by mail is impractical, including creditors who are unknown or not reasonable ascertainable by the Chapter 11 Debtors, and those creditors whose addresses are unknown, by publication of a notice (the "**Bar Date Notice**") on one occasion in the national edition of the *New York Times* and the *San Francisco Chronicle*, which publication the Information Officer understands was published on April 30, 2024. A copy of the newspaper advertisements is attached hereto as **Appendix "12"**.

31. On May 16, 2024, the Foreign Representative posted the Bar Date Notice in the *National Post*. A copy of the Bar Date Notice published in the *National Post* is attached hereto as **Appendix "13"**.

32. The Information Officer understands that the claims process contemplated by the Bar Date Order is a reverse/negative claims process such that known claimants according to the books and records of the Chapter 11 Debtors that are listed on the Debtors' Schedules (as defined herein) will automatically have their claims admitted (subject to the

requirements of the United States Bankruptcy Code and the Federal Rules of Bankruptcy Procedure) and only need to file a Proof of Claim if they disagree with the amount, nature, priority or classification of their claim, as set out in the applicable Debtor's schedules of assets and liabilities and statement of financial affairs (the "**Schedules**") based on the those books and records. This will help minimize prejudice to any creditors, including Canadian creditors, who are shown on the books and records of the Chapter 11 Debtors but fail to file a Proof of Claim. More particularly, the Bar Date Order provides that the following claimants are required to file a Proof of Claim by the Claims Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed;
- b. any 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 former or present full-time, part-time, salaried, or hourly employees whose claims relate to any grievance, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and/or unpaid severance, to the extent grounds for such grievances arose on or prior to the Petition Date; provided that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;
- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and

- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.
- 33. On the other hand, the Bar Date Order provides that claimants that are not required to file a Proof of Claim includes those claimants whose claim is listed on the Schedules if:
 - a. the claim is not scheduled by the Chapter 11 Debtors as any of “disputed,” “contingent,” or “unliquidated”;
 - b. such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and
 - c. such entity does not dispute that its claim is an obligation only of the specific Chapter 11 Debtor against which the claim is listed in the Schedules.
- 34. Pursuant to the Bar Date Order, if any of the Chapter 11 Debtors’ amend the Schedules, the applicable Chapter 11 Debtor is required to give notice to affected claimants and the Claims Bar Date becomes the Amended Schedules Bar Date.
- 35. Based on the foregoing, and in consideration of information provided by the Chapter 11 Debtors’ Canadian Counsel and financial advisors, the Information Officer is of the view that the Claims process approved by the US Court appropriately addresses Canadian creditors, as they are treated the same and receive the same Claims Bar Package as the US creditors in the Chapter 11 Proceeding.

RECOMMENDATIONS

- 36. Based on the foregoing and in reliance on the facts and assumptions set out or referenced herein, the Information Officer is of the view that the Third Supplemental Order and the relief being sought by the Foreign Representative in connection therewith is reasonable in

the circumstances and respectfully recommends that the Ontario Court grant the requested relief. In addition, the Information Officer is not aware of any public policy reason why the requested order should not be granted by this Court.

All of which is respectfully submitted this 23rd day of May, 2024.

GRANT THORNTON LIMITED,
As Information Officer of the Chapter 11 Debtors
and not in its personal or corporate capacity



Per:

Jonathan Krieger, CPA, CA, CIRP, LIT
Senior Vice President

Court File No.: CV-24-00715202-00CL

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PROCEEDINGS COMMENCED AT
TORONTO

THIRD REPORT OF GRANT
THORNTON LIMITED AS
INFORMATION OFFICER

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Lawyers for Grant Thornton Limited,
the Information Officer

Appendix 1



Court File No. CV-24-00715202-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE CHIEF

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WEDNESDAY, THE 21st

JUSTICE MORAWETZ

)

DAY OF FEBRUARY, 2024

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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**INTERIM STAY ORDER
(FOREIGN PROCEEDING)**

THIS APPLICATION, made pursuant to the *Companies Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended by Hornblower Group, Inc. ("**Hornblower Group**") in its capacity as the proposed foreign representative (in such capacity, the "**Proposed Foreign Representative**") in respect of the proceedings commenced on February 21, 2024, in the United States Bankruptcy Court for the Southern District of Texas pursuant to chapter 11 of title 11 of the United States Code (the "**Foreign Proceeding**"), for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Application and the affidavit of Jonathan Hickman sworn February 21, 2024.

AND ON HEARING the submissions of counsel for the Proposed Foreign Representative, counsel for Grant Thornton Limited, in its capacity as the proposed information officer (the "**Proposed Information Officer**"), and counsel for such other parties as were present and wished to be heard:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

STAY OF PROCEEDINGS

2. **THIS COURT ORDERS** that until such date as this Court may order (the "**Stay Period**"), no proceeding or enforcement process in any court or tribunal in Canada (each, a "**Proceeding**") shall be commenced or continued against or in respect of (a) Hornblower Cruises and Events Canada Ltd., Hornblower Canada Entertainment Limited and Hornblower Canada Co. (collectively, the "**Canadian Debtors**" and each a "**Canadian Debtor**") or affecting their business (the "**Canadian Debtors Business**") or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the "**Canadian Debtors Property**"), or (b) Hornblower Group, Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (together with the Canadian Debtors, the "**Debtors**") or affecting its business in Canada (the "**Hornblower Group Business**", and together with the Canadian Debtors Business, the "**Business**") or its current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate in Canada, including all proceeds thereof (the "**Hornblower Group Property**", and together with the Canadian Debtors Property, the "**Property**"), except with the written consent of the applicable Debtor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Debtors, or affecting the Business or the Property, are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

3. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities or person (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the applicable Debtor, or with leave of this

Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies in the Foreign Proceeding, (ii) empower any Debtor to carry on any business in Canada which such Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

4. **THIS COURT ORDERS** that, during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, lease, licence or permit in favour of or held by any of the Debtors and affecting the Business or Property in Canada, except with the written consent of the applicable Debtor, or with leave of this Court.

ADDITIONAL PROTECTIONS

5. **THIS COURT ORDERS** that, during the Stay Period, all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation, all licencing arrangements, manufacturing arrangements, computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility, fuel, maintenance, customs broker services or other services provided in respect of the Property or Business of the Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtors, and that the Debtors shall be entitled to the continued use in Canada of their current premises, bank accounts, telephone numbers, facsimile numbers, internet addresses and domain names.
6. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Debtors whereby the directors or officers are alleged under any law

to be liable in their capacity as directors or officers for the payment or performance of such obligations.

NO SALE OF PROPERTY

7. **THIS COURT ORDERS** that, except with the leave of this Court, each of the Canadian Debtors is prohibited from selling or otherwise disposing of:
- a. outside the ordinary course of its Business, any of its Property in Canada that relates to the Business; and
 - b. any of its other Property in Canada.

SERVICE AND NOTICE

8. **THIS COURT ORDERS** that The Guide Concerning Commercial List E-Service (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/regional-practice-directionsieservice-commercial0>) shall be valid and effective service. Subject to Rule 17.05, this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure, service of documents in accordance with the Protocol will be effective on transmission.
9. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Debtors, the Proposed Foreign Representative, the Proposed Information Officer, and their respective counsel are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, and any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or electronic transmission to the Debtors' creditors or other interested parties at their respective addresses (including e-mail addresses) as last shown on the records of the applicable Debtor and that any such service or distribution shall be deemed to be received (a) in the case of delivery by personal delivery, facsimile or electronic transmission, on the date of delivery or transmission, (b) in the case of delivery by prepaid ordinary mail, on the third business day after mailing,

and (c) in the case of delivery by courier, on the next business day following the date of forwarding thereof.

10. **THIS COURT ORDERS** that the Debtors, the Proposed Foreign Representative, the Proposed Information Officer, and their respective counsel are at liberty to serve or distribute this Order and any other materials and Orders as may be reasonably required in these proceedings, including any notices or other correspondence, by forwarding true copies thereof by electronic message to the Debtors' creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation and notice requirements within the meaning of clause 3(c) of the Electronic Commerce Protection Regulations, Reg. 81000-2-175 (SOR/DORS).

GENERAL

11. **THIS COURT ORDERS** that any party may, from time to time, apply to this Court for such further or other relief as it may advise, including for directions in respect of this Order.
12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, or regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Debtors, the Proposed Foreign Representative and their counsel and agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors and the Proposed Foreign Representative as may be necessary or desirable to give effect to this Order, or to assist the Debtors and the Proposed Foreign Representative and their agents in carrying out the terms of this Order.
13. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. on the date of this Order without the need for entry or filing of this Order.


CHIEF JUSTICE GEOFFREY B. MORAWETZ

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES AND EVENTS, INC.

APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDINGS COMMENCED AT TORONTO

INTERIM STAY ORDER
(FOREIGN PROCEEDING)

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Lawyers for the Applicant

CITATION: Hornblower Cruises and Events Canada Ltd., 2024 ONSC 1094
COURT FILE NO.: CV-24-00715202-00CL
DATE: 2024-02-21

SUPERIOR COURT OF JUSTICE - ONTARIO

**RE: IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA
LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED,
HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS,
INC. AND HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF
THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS
AMENDED**

BEFORE: Chief Justice Geoffrey B. Morawetz

COUNSEL: *Alex MacFarlane, Roger Jaipargas and Nick Hollard*, for the Applicant
Hornblower Group Inc.

Raj Sahni, for the Proposed Information Officer (Grant Thornton Ltd.)

Linc Rogers and Caitlin McIntyre, for GLAS Trust Company LLC

Martino Calvaruso, Ben Muller and Tracy Sandler, for Deutsche Bank AG

HEARD: February 21, 2024

ENDORSEMENT

[1] This application was brought under Part IV of the *Companies' Creditors Arrangement Act* (the "CCAA") and section 106 of the *Courts of Justice Act* (the "CJA") by Hornblower Group, Inc. ("Hornblower Group") as the proposed foreign representative of Hornblower Canada Entertainment Limited ("Hornblower Entertainment"), Hornblower Cruises and Events Canada Ltd. ("Hornblower Cruises"), and Hornblower Canada Co. ("Hornblower Canada") (collectively, the "Canadian Debtors"), as well as Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (the "US Debtors"), for an interim stay of proceedings in connection with proceedings (the "US Proceedings") under Chapter 11 of Title 11 ("Chapter 11") of the United States Code (the "US Code") commenced by Hornblower Group and certain of its affiliates (collectively, the "Debtors"), including the Canadian Debtors, in the United States Bankruptcy Court for the Southern District of Texas (the "US Court").

[2] The factual basis for this application is set out in the Affidavit of Jonathan Hickman, Chief Restructuring Officer of Hornblower Holdings LLC and certain of its affiliates, sworn February 21, 2024 (the "Hickman Affidavit").

[3] Capitalized terms not otherwise defined have meanings set out in the Hickman Affidavit.

[4] The motion was not opposed.

[5] The Debtors, including the Canadian Debtors and US Debtors, are part of a worldwide travel and tourism group of companies ("Hornblower" or the "Company"), providing sightseeing boat tours and ferries, walking tours, rail excursions, outback adventures, and a wide array of tourist experiences.

[6] Hornblower's business consists of three divisions:

- (a) The Hornblower Silo, which carries on the City Experiences business, which provides sightseeing ferries and cruises, as well as walking tours in Canada, the US, Mexico, South America, Europe, Asia, and Africa;
- (b) The AQV Silo, carrying on the American Queen Voyages ("AQV") business, which primarily provides sightseeing cruises in the US; and
- (c) The Journey Beyond Silo, carrying on the Journey Beyond business, which provides a variety of a sightseeing and experience-based activities in Australia.

[7] Hornblower's largest presence is in the U.S. The revenue generated by the Canadian Debtors for the year ended December 31, 2023, represented approximately 7% of the Company's consolidated revenue for such period.

[8] The Debtors' total funded debt is approximately \$1.2 billion (the "Prepetition Secured Debt"). The Canadian Debtors and US Debtors are guarantors of a substantial portion of the Debtors' secured debt.

[9] The Canadian Debtors and US Debtors are not co-borrowers under any of the Prepetition Secured Debt Agreements.

[10] The Canadian Debtors are guarantors of the Prepetition Secured Debt (except the Incremental Superpriority Facility in the amount of \$148.5 million) and have provided general security agreements over their assets, properties, and undertaking in support of the obligations arising under such guarantees and the obligations of the loan parties under the loan documents for the Prepetition Secured Debt (including, for greater certainty, the Incremental Superpriority Facility) (and, in the case of the Superpriority Facility and the First Lien Term Facility, the obligations of Journey Beyond Holdings, LLC, a limited liability company incorporated pursuant to the laws of Delaware).

[11] The Canadian Debtors are members of the broader, integrated network of the Hornblower entities, which is centrally managed by the Company's senior leadership team principally from Hornblower Group's offices in San Francisco, California.

[12] Hornblower Cruises is a corporation incorporated under the laws of Ontario with its registered office located at 207 Queens Quay West, Suite 425, Toronto, Ontario.

[13] Hornblower Canada is a corporation incorporated under the laws of Nova Scotia with its registered office located at 5775 River Road, Unit 110, Niagara Falls, Ontario.

[14] Hornblower Entertainment is a corporation incorporated under the laws of Canada with its registered office located at 5775 River Road, Unit 110, Niagara Falls, Ontario. Hornblower Entertainment is a dormant company with no operations, employees, or assets, and is in the process of being wound down.

[15] After years of growth, Hornblower suffered significant financial hardship due to the COVID-19 pandemic and related shutdown orders throughout the world that had a substantial and negative impact on the Company's operations. After taking on substantial debt to weather the pandemic, Hornblower has faced difficulties servicing its debt due to rising interest rates and underperformance of certain of its business operations, which have not rebounded to pre-pandemic levels.

[16] In an effort to preserve value and effect an orderly restructuring of the business, the Debtors commenced the US Proceedings on February 20, 2024 (the "Petition Date") by filing voluntary petitions for relief (the "Petitions") under Chapter 11 in the US Court. A hearing before the US Court is scheduled for 5:00 p.m. (CST) February 21, 2024 (the "First Day Hearing"), at which time the Debtors will seek various first day orders pursuant to the US Code (the "First Day Orders"), including, among other things, an order appointing Hornblower Group as the foreign representative for the US Proceedings (in such capacity, the "Foreign Representative").

[17] At this time, Hornblower Group, as the proposed Foreign Representative of the US Proceedings, is requesting an order from this Court granting an interim stay of proceedings (the "Interim Stay") in respect of the Canadian Debtors, the US Debtors and Hornblower Group in Canada (the "Interim Stay Order"). If the US Court grants the requested First Day Orders, Hornblower Group anticipates returning before this Court to seek two additional orders, namely:

- (a) an order (the "Initial Recognition Order"), among other things, (i) declaring the Hornblower Group as the Foreign Representative in respect of the Chapter 11 Cases; (ii) recognizing the Chapter 11 Cases as a "foreign main proceeding" in respect of the Debtors; and (iii) granting a stay of proceedings in respect of the Canadian Debtors.
- (b) an order (the "Supplemental Order"), among other things, (i) recognizing certain First Day Orders, (ii) granting a stay of proceedings in respect of the U.S. Debtors and Hornblower Group, and their respective directors and officers in Canada; (iii) appointing Grant Thornton Limited as the information officer

in respect of these proceedings (in such capacity, the “Information Officer”), (iv) granting an administration charge over the assets and property of the Canadian Debtors in Canada in favour of Canadian counsel to the Canadian Debtors, the Information Officer and counsel to the Information Officer, (v) granting a directors’ charge over the assets and property of the Canadian Debtors in Canada in favour of the directors and officers of the Canadian Debtors to secure the Canadian Debtors’ indemnification obligations, and (vi) granting a charge over the assets and property of the Canadian Debtors in Canada to secure the interim financing that has been negotiated by the Debtors (the “DIP Financing”).

[18] The issue to be considered on this application is whether this Court should grant the Interim Stay Order providing for the Interim Stay in Canada.

[19] This Court has previously granted interim orders providing for a temporary stay of proceedings in Canada following the initiation of Chapter 11 (See: *Lightsquared LP, Re*, 2012 ONSC 2994 at para 3; *Paladin Labs Canadian Holding Inc.*, 2022 ONSC 4748 at para 20 [*Paladin Interim Stay Endorsement*] and *YRC Freight Canada Company (Re)* 2023 ONSC 4492, 2023 CarswellOnt 12928 (*Yellow*)).

[20] In *Paladin Labs Inc.*, I observed that granting the interim stay and other relief as proposed in the interim order was “in accordance with the principles of cooperation and comity” and within the Court’s jurisdiction.

[21] In my view, the granting of the requested Interim Stay is within the Court’s jurisdiction, consistent with this Court’s practice in recent Part IV recognition proceedings, and important for the preservation of the value of the Canadian Business as part of Hornblower’s orderly restructuring efforts.

[22] I am also satisfied that this Court has the jurisdiction to grant a stay with respect to non-applicant debtor companies. In the context of a recognition proceeding, the Court’s jurisdiction arises from its authority under subsection 49(1) of the CCAA and pursuant to section 106 of the CJA. A stay of proceedings is also consistent with the principles of comity and cooperation embodied in section 52 of the CCAA. (See: *Tamerlane Ventures Inc, Re*, 2013 ONSC 5461 at para 21; *Pacific Exploration & Production Corp, Re*, 2016 ONSC 5429 at para 26; *Paladin Interim Stay Endorsement* at paras 24-25).

[23] Hornblower Group submits that the balance of convenience favours granting the stay of proceedings in favour of the Debtors, as such protection is critical to preserve overall stability and allow the Company to maximize value for stakeholders and implement an orderly wind-down. For the purpose of this motion, I accept this submission.

[24] I am satisfied that it is both appropriate and necessary to grant the Interim Stay Order.

[25] In the event that the U.S. Court grants the requested First Day Orders, arrangements can be made for Hornblower Group to schedule a recognition motion returnable on Tuesday, February 27, 2024 at 11:00 a.m. before me.



Chief Justice Geoffrey B. Morawetz

Date: February 21, 2024

Appendix 2



Court File No.: CV-24-00715202-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE
CHIEF JUSTICE MORAWETZ

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TUESDAY, THE 27TH
DAY OF FEBRUARY, 2024

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS
CANADA LTD., HORNBLOWER CANADA ENTERTAINMENT
LIMITED, HORNBLOWER CANADA CO., HORNBLOWER
CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES AND
EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, by Hornblower Group, Inc. ("**Hornblower Group**") in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**"), in respect of proceedings commenced on February 21, 2024, in the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**") pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code (the "**Foreign Proceeding**"), for an Order substantially in the form enclosed in the Supplemental Application Record of Hornblower Group, was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Jonathan Hickman sworn February 21, 2024, the affidavit of Jonathan Hickman sworn February 27, 2024, and the preliminary report of Grant Thornton Limited, in its capacity as proposed information officer (the "**Information Officer**") dated February 26, 2024, each filed, and upon being provided with copies of the documents required by s.46 of the CCAA.

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) (the "**Supplemental Order**") is being sought.

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer and counsel for such other parties as were present and wish to be heard:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVE

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the "foreign representative" as defined in section 45 of the CCAA in respect of the Foreign Proceeding.

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT ORDERS** that the centre of its main interests for each of Hornblower Cruises and Events Canada Ltd., Hornblower Canada Entertainment Limited and Hornblower Canada Co. (collectively, the "**Canadian Debtors**" and each a "**Canadian Debtor**"), Hornblower Group, Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (together with the Canadian Debtors, the "**Debtors**") is the United States of America, and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 45 of the CCAA in respect of the Debtors.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against the Debtors, under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 or the *Winding-up and Restructuring Act* R.S.C. 1985, c. W-11, are stayed;
- (b) further proceedings in any action, suit or proceeding against any of the Debtors are restrained; and
- (c) the commencement of any action, suit or proceeding against any of the Debtors is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, the Debtors are prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

GENERAL

6. **THIS COURT ORDERS** that within five (5) business days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published, once a week for two consecutive weeks, a notice substantially in the form attached to this Order as Schedule "A" in The Globe and Mail (National Edition).

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that the Interim Stay Order (Foreign Proceeding) of this Court dated February 21, 2024 (the "**Interim Stay Order**") shall be of no further force and effect once this Order and the Supplemental Order become effective, and that this Order shall be effective as of 12:01 am on the date of this Order, without the need for entry or filing of this Order, provided that nothing herein shall invalidate any action taken in compliance with the Interim Stay Order prior to the effectiveness of this Order and the Supplemental Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.



CHIEF JUSTICE GEOFFREY B. MORAWETZ

Schedule "A" – Notice of Recognition Orders

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS
CANADA LTD., HORNBLOWER CANADA ENTERTAINMENT
LIMITED, HORNBLOWER CANADA CO., HORNBLOWER
CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES AND
EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

NOTICE OF RECOGNITION ORDERS

PLEASE BE ADVISED that this Notice is being published pursuant to an Initial Recognition Order (Foreign Main Proceeding) of the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") granted on February 27, 2024 (the "**Initial Recognition Order**").

PLEASE TAKE NOTICE that on February 21, 2024, Hornblower Group, Inc. ("**Hornblower Group**") and certain of its subsidiaries and affiliates, including, Hornblower Cruises and Events Canada Ltd., Hornblower Canada Entertainment Limited and Hornblower Canada Co. (collectively, the "**Canadian Debtors**" and each a "**Canadian Debtor**") and Hornblower Canadian Holdings, Inc., Hornblower Cruises and Events, Inc. and Hornblower Group (together with the Canadian Debtors, the "**Debtors**"), commenced voluntary proceedings (the "**Chapter 11 Proceedings**") pursuant to Chapter 11 of Title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**"). In connection with the Chapter 11 Proceedings, Hornblower Group was appointed to act as a representative (in such capacity, the "**Foreign Representative**") in respect of the Chapter 11 Proceedings. The Foreign Representative's address is Pier 3, The Embarcadero, San Francisco, CA 94111.

AND TAKE NOTICE that the Initial Recognition Order and a Supplemental Order (Foreign Main Proceeding) (collectively with the Initial Recognition Order, the "**Recognition Orders**") have been issued by the Canadian Court in proceedings (the "**Canadian Recognition Proceedings**") under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), among other things: (i) declaring that the Chapter 11 Proceedings are recognized as a "foreign main proceeding", as defined in section 45 of the CCAA, in respect of the Debtors; (ii) granting a stay of proceedings against the Debtors, in Canada; (iii) prohibiting the commencement of any proceedings against the Debtors, or their respective directors and officers in Canada, absent further order of the Canadian Court; (iv) recognizing certain orders granted by the U.S. Bankruptcy Court in the Chapter 11 Proceedings; and (v) appointing Grant Thornton Limited as the information officer with respect to the Canadian Recognition Proceedings (the "**Information Officer**").

AND TAKE NOTICE that motions, orders and notices filed with the U.S. Bankruptcy Court in the Chapter 11 Proceedings are available at: <https://cases.omniagentsolutions.com/?clientId=3682>, and that the Recognition Orders, and any other orders that may be granted by the Canadian Court in the Canadian Recognition Proceedings, are available at: <http://www.grantthornton.ca/Hornblower>.

AND TAKE NOTICE that counsel for the Foreign Representative is:

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 3400
Toronto Ontario, M5H 4E3

Attention: Roger Jaipargas
Phone: 416-367-6266
Email: rjaipargas@blg.com

PLEASE FINALLY TAKE NOTICE that if you wish to receive copies of the Recognition Orders or obtain further information in respect of the matters set forth in this Notice, you may contact the Information Officer at:

GRANT THORNTON LIMITED

200 King Street West, 11th Floor
Toronto, Ontario, M5H 3T4

Attention: Jonathan Krieger
Phone: (416) 360-5055
Email: Jonathan.krieger@ca.gt.com

DATED AT TORONTO, ONTARIO this ____ day of _____, 2024.

Court File No.: CV-24-00715202-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF HORNBLLOWER CRUISES AND EVENTS CANADA LTD., HORNBLLOWER CANADA
ENTERTAINMENT LIMITED, HORNBLLOWER CANADA CO., HORNBLLOWER CANADIAN HOLDINGS, INC. AND
HORNBLLOWER CRUISES AND EVENTS, INC.

APPLICATION OF HORNBLLOWER GROUP, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.
1985, c. C-36, AS AMENDED

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) PROCEEDINGS COMMENCED AT TORONTO	
INITIAL RECOGNITION ORDER (FOREIGN MAIN PROCEEDING)	
BORDEN LADNER GERVAIS LLP Bay Adelaide Centre, East Tower 22 Adelaide Street West Toronto ON M5H 4E3 Tel: 416-367-6000 Fax: 416-367-6749	
Roger Jaipargas – LSO No. 43275C Tel: 416-367-6266 rjaipargas@blg.com	
Alex MacFarlane – LSO No. 28133Q Tel: 416-367-6305 amacfarlane@blg.com	
Lawyers for the Applicant	

Appendix 3



Court File No.: CV-24-00715202-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE

)

TUESDAY, THE 27TH

CHIEF JUSTICE MORAWETZ

)

DAY OF FEBRUARY, 2024

)

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS
CANADA LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED,
HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS,
INC. AND HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS
AMENDED**

**SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, by Hornblower Group, Inc. ("**Hornblower Group**") in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") in respect of the proceedings commenced on February 21, 2024, in the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**") pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code (the "**Foreign Proceeding**"), for an Order substantially in the form enclosed in the Supplemental Application Record of Hornblower Group, was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Jonathan Hickman sworn February 21, 2024, the affidavit of Jonathan Hickman sworn February 27, 2024, and the

preliminary report of Grant Thornton Limited, (“**Grant Thornton**”) in its capacity as proposed information officer dated February 26, 2024, and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Foreign Representative, and counsel for Grant Thornton in its capacity as Information Officer and counsel for such other parties as were present and wish to be heard, and on reading the consent of Grant Thornton to act as the Information Officer (as defined below):

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order (Foreign Main Proceeding) of this Court dated February 27, 2024 (the “**Initial Recognition Order**”).
3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Initial Recognition Order, provided that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Initial Recognition Order, the provisions of the Initial Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the U.S. Bankruptcy Court made in the Foreign Proceeding, copies of which are attached hereto as Schedules “A” to “K”, are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) *Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief;*

- (b) *Order Authorizing the Employment and Retention of Omni Agent Solutions, Inc. as Claims, Noticing, and Solicitation Agent;*
- (c) *Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related thereto and (II) Granting Related Relief;*
- (d) *Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms and Books and Records, and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief;*
- (e) *Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors, (B) Lien Claimants, (C) Certain Critical Foreign Claimants, and (D) 503(B)(9) Claimants, (II) Confirming Administrative Expense Priority Of Outstanding Orders, and (III) Granting Related Relief;*
- (f) *Order (I) Authorizing Hornblower Group, Inc. to Act as Foreign Representative, and (II) Granting Related Relief;*
- (g) *Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief;*
- (h) *Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief;*
- (i) *Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (III) Approving The Debtors' Proposed*

Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief;

- (j) *Order (I) Authorizing the Debtors to (A) Continue Prepetition Insurance Coverage and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, (C) Continue to Pay Brokerage Fees, and (D) Maintain Their Surety Bond Program, and (II) Granting Related Relief; and*
- (k) *Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief.*

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada.

APPOINTMENT OF INFORMATION OFFICER

5. **THIS COURT ORDERS** that Grant Thornton (the “**Information Officer**”) is hereby appointed as an officer of this Court, with the powers and duties set out herein and in any other Order made in these proceedings.

STAY OF PROCEEDINGS

6. **THIS COURT ORDERS** that until such date as this Court may order (the “**Stay Period**”) no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**”) shall be commenced or continued against or in respect of (a) Hornblower Cruises and Events Canada Ltd., Hornblower Canada Entertainment Limited and Hornblower Canada Co. (collectively, the “**Canadian Debtors**” and each a “**Canadian Debtor**”) or affecting their business (the “**Canadian Debtors Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the “**Canadian Debtors Property**”), or (b) Hornblower Group, Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (together with the Canadian Debtors, the “**Debtors**”) or affecting their business in Canada

(together with the Canadian Debtors Business, collectively the “**Hornblower Business**”) or their current and future assets, undertakings and property of every nature and kind whatsoever, and wherever situate in Canada including all proceeds thereof (together with the Canadian Debtors Property, collectively, the “**Hornblower Property**”), except with the written consent of the applicable Debtor and the Information Officer, or with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Debtors or affecting the Hornblower Business or the Hornblower Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Debtors, or affecting the Hornblower Business or the Hornblower Property, are hereby stayed and suspended except with the written consent of the applicable debtor and the Information Officer, or with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower any of the Debtors to carry on any business in Canada which that Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Debtors and affecting the Hornblower Business or Hornblower Property in Canada, except with the written consent of the applicable debtor and the Information Officer, or with leave of this Court.

ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Hornblower Property or the Hornblower Business of the Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtors, and that the Debtors shall be entitled to the continued use in Canada of their current premises, bank accounts, telephone numbers, facsimile numbers, internet addresses and domain names.

10. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court at such times and intervals that the Information Officer considers appropriate with respect to the status of these proceedings and the status of the Foreign Proceedings, which reports may include information relating to the Hornblower Property, the Hornblower Business, or such other matters as may be relevant to the proceedings herein;
- (c) shall have full and complete access to the Hornblower Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (d) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Debtors and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Debtors or the Foreign Representative in these proceedings or in the Foreign Proceedings, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Hornblower Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Hornblower Business or Hornblower Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed

herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Debtor with information provided by the Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the applicable Debtors may agree.

17. **THIS COURT ORDERS** that Borden Ladner Gervais LLP, as Canadian counsel to the Canadian Debtors, ("**Canadian Counsel**"), the Information Officer and counsel to the Information Officer shall be paid by the Canadian Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Canadian Debtors are hereby authorized and directed to pay the accounts of Canadian counsel, the Information Officer and counsel for the Information Officer on a bi-weekly basis or on such terms as such parties may agree.

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

19. **THIS COURT ORDERS** that Canadian Counsel, the Information Officer and counsel to the Information Officer, shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**"), on the Canadian Debtors Property, which charge shall not exceed an aggregate amount of CDN\$700,000, as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making

of this Order. The Administration Charge shall have the priority set out in paragraphs 26 and 28 hereof.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

20. **THIS COURT ORDERS** that the Canadian Debtors shall indemnify their directors and officers against obligations and liabilities that they may incur as directors and officers of the Canadian Debtors after the commencement of the within proceedings (including, for greater certainty, any obligations and liabilities for wages, vacation pay or termination or severance pay due to employees of the Canadian Debtors, whether or not any such employee was terminated prior to or after the commencement of these proceedings), except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence of wilful misconduct.

21. **THIS COURT ORDERS** that the directors and officers of the Canadian Debtors shall be entitled to the benefit of and are hereby granted a charge (the "**D&O Charge**") on the Canadian Debtors Property, which charge shall not exceed an aggregate amount of CDN\$4,300,000, as security for the indemnity provided in paragraph 20 of this order. The D&O Charge shall have the priorities set out in paragraphs 26 and 28 hereof.

22. **THIS COURT ORDERS** that, the directors and officers of the Canadian Debtors shall only be entitled to the benefit of the D&O Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 20 of this Order.

SENIOR DIP CHARGE AND JUNIOR DIP CHARGE

23. **THIS COURT ORDERS** that any defined term used in this section which is not otherwise defined herein shall have the meaning ascribed to such term in the Interim DIP Order, a copy of which is attached hereto as Schedule "H".

24. **THIS COURT ORDERS** that the Senior DIP Agent (for its benefit and the benefit of the Senior DIP Lenders) is hereby granted a charge (the "**Senior DIP Charge**") on the Hornblower Property, which Senior DIP Charge shall be consistent with the liens and charges

created by or set forth in the Interim DIP Order, and provided that, with respect to the Hornblower Property, the Senior DIP Charge shall have the priority set out in paragraphs 26 and 28 of this order, and further provided that, the Senior DIP Charge shall not be enforced except with leave of this Court.

25. **THIS COURT ORDERS** that the Junior DIP Agent (for its benefit and the benefit of the Junior DIP Lenders) is hereby granted a charge (the “**Junior DIP Charge**”) on the Hornblower Property, which Junior DIP Charge shall be consistent with the liens and charges created by or set forth in the Interim DIP Order, and provided that, with respect to the Hornblower Property, the Junior DIP Charge shall have the priority set out in paragraphs 26 and 28 of this order, and further provided that, the Junior DIP Charge shall not be enforced except with leave of this Court.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

26. **THIS COURT ORDERS** that the priorities of the Administration Charge, the Senior DIP Charge, the Junior DIP and the D&O Charge (collectively, the “**Charges**”), as among them, shall be as follows:

First – Administration Charge (to the maximum amount of CDN\$700,000);

Second – Senior DIP Charge;

Third – Junior DIP Charge; and

Fourth - D&O Charge (to the maximum amount of CDN\$4,300,000).

27. **THIS COURT ORDERS** that the filing, registration or perfection of the Charges shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect the Charges.

28. **THIS COURT ORDERS** that each of the Charges (as constituted and defined herein) shall constitute a charge on the Canadian Debtors Property, in respect of the Administration Charge and the D&O Charge, and Hornblower Property, in respect of the

Senior DIP Charge and Junior DIP Charge, and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person.

29. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtors shall not grant any Encumbrances over the Hornblower Property that rank in priority to, or *pari passu* with, the Charges, unless the Debtors also obtain the prior written consent of the beneficiaries of the Charges (collectively, the "**Chargees**").

30. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the Chargees shall not otherwise be limited or impaired in any way by (i) the pendency of these proceedings and the declarations of insolvency made herein; (ii) any application(s) for bankruptcy order or receivership order(s) issued pursuant to *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") or otherwise, or any orders made pursuant to such applications; (iii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (iv) the provisions of any federal or provincial statutes; or (v) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "**Agreement**") which binds any Canadian Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by any Canadian Debtor of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) the payments made by the Canadian Debtors to the Chargees pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive

conduct, or other challengeable or voidable transactions under any applicable law.

31. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the applicable Canadian Debtor's interest in such real property leases.

SERVICE AND NOTICE

32. **THIS COURT ORDERS** that The Guide Concerning Commercial List E-Service Protocol (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL ‘<http://www.grantthornton.ca/Hornblower>’.

33. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Debtors, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtors’ creditors or other interested parties at their respective addresses as last shown on the records of the applicable Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

34. **THIS COURT ORDERS** that the Debtors, the Foreign Representative, the Information Officer, and their respective counsel are at liberty to serve or distribute this Order, the Initial Recognition Order, and any other materials and Orders as may be

reasonably required in these proceedings, including any notices or other correspondence, by forwarding true copies thereof by electronic message to the Debtors' creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 8100-2-175 (SOR/DORS).

GENERAL

35. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

36. **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of any Debtor, the Hornblower Business or the Hornblower Property.

37. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

38. **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

39. **THIS COURT ORDERS** that the Guidelines for Communication and Cooperation between Courts in Cross-Border Insolvency Matter issued by the Juridical Insolvency Network and adopted by this Court and the U.S. Bankruptcy Court and attached as Schedule "L" hereto are hereby adopted by this Court for the purposes of these recognition proceedings.

40. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

41. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. on the date of this Order with the need for entry or filing of this Order.

CHIEF JUSTICE GEOFFREY B. MORAWETZ

Appendix 4

CITATION: Hornblower Cruises and Events Canada Ltd., 2024 ONSC 1209
COURT FILE NO.: CV-24-00715202-00CL
DATE: 2024-02-29

SUPERIOR COURT OF JUSTICE - ONTARIO

**RE: IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA
LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED,
HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS, INC.
AND HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS
AMENDED**

Applicant

BEFORE: Chief Justice Geoffrey B. Morawetz

COUNSEL: *Alex MacFarlane, Roger Jaipargas and Nick Hollard*, for the Applicant
Hornblower Group Inc.

Raj Sahni and Aiden Nelms, for the Proposed Information Officer (Grant Thornton
Ltd.)

Caitlin McIntyre, for GLAS Trust Company LLC

Martino Calvaruso, for Deutsche Bank AG

HEARD and

DETERMINED: February 27, 2024

REASONS: February 29, 2024

ENDORSEMENT

[1] At the conclusion of the hearing, the requested relief was granted with reasons to follow.
These are the reasons.

[2] This application is brought by Hornblower Group, Inc. ("Hornblower Group" or the
"Applicant") pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.
C-36, as amended (the "CCAA") and section 106 of the *Courts of Justice Act* ("CJA"), as amended,
for certain relief, including, *inter alia*, orders recognizing certain proceedings in the United States
of America (the "US Proceedings") commenced on February 21, 2024 (the "Petition Date") by the
Applicant and certain of its affiliates (the "Chapter 11 Debtors") under Chapter 11 of Title 11

("Chapter 11") of the United States Code (the "US Code") in the United States Bankruptcy Court for the Southern District of Texas (the "US Court"), and recognizing certain orders of the US Court made in the US Proceedings (the "First Day Orders"). The Applicant also seeks other ancillary relief.

[3] On February 21, 2024, Hornblower Group, in its capacity as the proposed foreign representative, sought and obtained from this Court the Interim Stay Order, among other things, granting a stay of proceedings in respect of the Hornblower Cruises and Events Canada Ltd. ("Hornblower Cruises"), Hornblower Canada Entertainment Limited ("Hornblower Entertainment"), Hornblower Canada Co. ("Hornblower Canada") (collectively, the "Canadian Debtors" and each a "Canadian Debtor"), Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (collectively, the "US Debtors", and together with the Canadian Debtors, the "Debtors"), and Hornblower Group, as well as their respective directors and officers, in Canada.

[4] Hornblower Group now seeks the following relief:

(a) an order (the "Initial Recognition Order") granting certain relief, including, *inter alia*:

- (i) declaring that Hornblower Group is a "foreign representative" as defined in section 45 of the CCAA in respect of the US Proceedings;
- (ii) declaring that the centre of main interest for each of the Debtors is the United States of America and recognizing and declaring the US Proceedings as a "foreign main proceeding" under Part IV of the CCAA with respect to each of the Debtors
- (iii) recognizing the US Proceeding as a "foreign main proceeding" in respect of the Debtors;
- (iv) staying all proceedings that might be taken against the Debtors or Hornblower Group under the *Bankruptcy and Insolvency Act* R.S.C. 1985, c. B-3, as amended, or the *Winding-Up and Restructuring Act*, R.S.C. 1985, c. W-11, as amended;
- (v) restraining further proceedings and any action, suit or proceeding against the Debtors or Hornblower Group; and
- (vi) prohibiting the commencement of any action, suit or proceeding against the Debtors or Hornblower Group; and

(b) an order (the "Supplemental Order") granting certain relief, including, *inter alia*:

- (i) recognizing in Canada and enforcing certain of the First Day Orders (as defined below) as set out in the Affidavit of Jonathan Hickman sworn February 26, 2024 (the "Supplemental Affidavit");

- (ii) appointing Grant Thornton Limited (“GTL”) as information officer (in such capacity, the “Information Officer”) in respect of this proceeding;
- (iii) granting stays and protections in respect of the Debtors and Hornblower Group, and their respective directors and officers; and
- (iv) granting the Administration Charge, D&O Charge, Senior DIP Charge, and Junior DIP Charge (each as defined in the Supplemental Affidavit).

[5] Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Affidavit of Jonathan Hickman, sworn February 21, 2024 (the “Hickman Affidavit”) and the Supplemental Affidavit.

[6] The evidentiary basis for the requested relief is set out in the Hickman Affidavit and the Supplemental Affidavit.

[7] There was no opposition to the requested relief and the Information Officer supported the position of Hornblower Group, as set out in its Pre-Filing Report.

[8] The Debtors, including the Canadian Debtors, are part of a worldwide travel and tourism group of companies (“Hornblower” or the “Company”), providing sightseeing boat tours and ferries, walking tours, rail excursions, outback adventures, and a wide array of tourist experiences.

[9] The Canadian Debtors carry on operations in Niagara Falls, Toronto, and Gananoque (the “Canadian Business”). Since 2014, pursuant to its contract with the Niagara Parks Commission (the “Operating Agreement”), Hornblower Canada has been the exclusive provider of boat tours in Niagara Falls on the Canadian side of the border.

[10] Over the past few decades, Hornblower has grown significantly. However, the COVID-19 pandemic had a profoundly adverse effect upon the travel and tourism industry.

[11] Between 2020 and 2023, the Chapter 11 Debtors’ aggregate debt load increased from \$630 million in 2019 to \$1.2 billion in 2023, and its annual cash interest expense grew from \$38 million to \$115 million over the same time period. This increase in leverage and debt service has proven difficult for the Company to shoulder.

[12] On February 20, 2024, the Chapter 11 Debtors and an ad hoc group of lenders under the Chapter 11 Debtors’ secured debt facilities (the “Ad Hoc Group”) entered into a restructuring support agreement (the “Restructuring Support Agreement”) which contemplates a restructuring of the Chapter 11 Debtors through a prearranged Chapter 11 plan, as well as sale and/or winding-down of the Company’s American Queen Voyages (“AQV”) business.

[13] On February 21, 2024, each of the Chapter 11 Debtors filed voluntary petitions for relief pursuant to Chapter 11 of the US Code (collectively, the “Petitions” and each a “Petition”) with the US Court.

[14] As part of the first day motions (the “First Day Motions”) that were heard by the US Court on February 21, 2024, the US Court made certain First Day Orders, including an order appointing

Hornblower Group as the foreign representative of the Debtors (the “Foreign Representative Order”) to, among other things, seek recognition of the US Proceedings in Canada. Pursuant to the Foreign Representative Order, the US Court requested the assistance of the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court” or the “Court”) in aiding and supporting the US Proceedings.

[15] The US Court has granted an order approving certain debtor-in-possession financing facilities (collectively, the “DIP Facilities”, the loans thereunder, the “DIP Loans”.

[16] The Hornblower Group submits that immediate access to additional liquidity through the DIP Facilities is required to allow the Chapter 11 Debtors to efficiently effectuate a restructuring through the US Proceedings, while continuing their operations in the normal course. The DIP Facilities will provide the Chapter 11 Debtors with access to up to \$134 million of net liquidity. The terms of the DIP Facilities are described in further detail in the Supplemental Affidavit.

[17] The DIP Facilities will provide the Chapter 11 Debtors with access to up to \$134 million of net liquidity. The terms of the DIP Facilities are described in further detail in the Supplemental Affidavit.

[18] The Debtors have pledged collateral under the Senior DIP Collateral Agreement and Junior DIP Collateral Agreement securing obligations under the Senior DIP Facility and Junior DIP Facility, respectively.

[19] The Superpriority Facility and Incremental Superpriority Facility are prepetition debt facilities of the Chapter 11 Debtors. Pursuant to the Canadian Collateral Agreement, the Debtors also pledged collateral securing obligations under the Superpriority Facility and Incremental Superpriority Facility.

[20] The issues to be determined in this Application are:

- (v) Should the Court recognize the US Proceedings as a “foreign main proceeding” pursuant to sections 46 through 48 of the CCAA and grant the Initial Recognition Order sought by the Applicant?
- (vi) Should the Court grant the Supplemental Order sought by the Applicant under section 49 of the CCAA?

[21] Canadian courts have consistently recognized proceedings commenced under Chapter 11 of the US Code as “foreign proceeding[s]” in accordance with the definition of such term in section 45(1) of the CCAA (See: *Payless Holdings LLC (Re)*, 2017 ONSC 2242 BOA, Tab 94 at para. 22 [*Payless*]; *Paladin Labs Canadian Holding Inc.*, 2022 ONSC 4931 BOA, Tab 6 at paras 13-14 [*Paladin*]).

[22] I am satisfied that, all of the requirements for recognition of the US Proceedings as a “foreign proceeding” and Hornblower Group as “foreign representative” in respect of the US Proceedings have been satisfied.

[23] Upon recognizing a foreign main proceeding, section 47(2) of the CCAA requires that the Court specify whether the foreign proceeding is a “foreign main proceeding” or a “foreign non-main proceeding”.

[24] A “foreign main proceeding” is a foreign proceeding in a jurisdiction where the debtor company has the “centre of its main interests” (“COMI”).

[25] Pursuant to section 45(2) of the CCAA, a debtor company’s COMI is presumed to be the location of its registered office, in the absence of proof to the contrary. The statutory presumption may be rebutted by evidence of the operational realities of a debtor.

[26] The following principal factors were set out in *Lightsquared LP, (Re)*, 2012 ONSC 2994, at para. 25, considered as a whole, are relevant to a determination of whether the jurisdiction in which the foreign proceeding has been filed is the debtor company’s COMI:

- (a) the location is readily ascertainable by creditors;
- (b) the location is one in which the debtor’s principal assets or operations are found;
and
- (c) the location is where the management of the debtor takes place.

[27] Canadian courts have also made reference to the following factors in conducting the COMI analysis:

- (a) the location where corporate decisions are made;
- (b) the location of employee administrations, including human resource functions;
- (c) the extent of integration of an enterprise’s international operations;
- (d) the centre of an enterprise’s corporate, banking, strategic and management functions;
- (e) the location where cash management and accounting functions are overseen;
and
- (f) the location where pricing decisions and new business development initiatives are created;

(See: *YRC Freight Canada Company (Re)*, 2023 ONSC 4834, at para. 24)

[28] The US Debtors are Delaware corporations with their registered agents and head offices located in the US. Therefore, the US Debtors’ presumed COMI is in the US.

[29] The Canadian Debtors’ respective registered offices are located in Canada. However, the Applicant submits that the presumption that the Canadian Debtors’ COMI follows the location of their registered offices is rebutted. The evidence demonstrates that the Canadian Debtors’

operations are inextricably intertwined with Hornblower's global operation, which is managed in the US.

[30] The Applicant submits that the following factors demonstrate that the Canadian Debtors' COMI is the US:

- (a) The Canadian Debtors are indirect, wholly owned subsidiaries of Hornblower Group, which is a California corporation;
- (b) Hornblower's senior leadership are located in the US, and they exercise primary strategic management and control across the entire the Company, including the Canadian Debtors. Hornblower's senior leadership makes all material decisions regarding the Canadian Debtors, oversees and manages the Canadian Debtors' operations, and provides significant direction to and oversight of the Canadian Debtors' operations and assets;
- (c) All of the Chapter 11 Debtors' approximately \$1.2 billion principal amount of funded indebtedness has been advanced by US-based lenders, and the loan documentation is governed by US law;
- (d) The Canadian Debtors' unsecured creditors are limited to accounts payable in the aggregate amount of approximately \$335,396;
- (e) For the financial year ended December 31, 2023, the Canadian Debtors' revenue accounted for approximately 7% of the Company's consolidated worldwide revenue;
- (f) The Canadian Debtors currently have 111 employees, representing approximately 2.5% of the Company's total workforce;
- (g) The Canadian Debtors' employees perform operations, customer service, finance, and payroll functions related to the Canadian Business, and do not perform leadership or strategic management functions;
- (h) the Chapter 11 Debtors' overall financial position is managed on a consolidated basis, principally from Hornblower Group's office in San Francisco, California, and reported through HBAQ Holdings LP;

[31] Limited managerial functions are performed by the Canadian Debtors without the direct participation of Hornblower, all of which are either (i) impossible to deliver from the US or (ii) ancillary to the Canadian Debtors' core business.

[32] In summary, Hornblower Group submits that the Company is a highly integrated corporate group centrally managed out of the US. The Canadian Debtors rely upon strategic management from Hornblower's senior leadership based out of its head office in San Francisco, California.

[33] Based on the foregoing, I am satisfied that the COMI of the Canadian Debtors is the US, and that the US Proceedings should be recognized by this Court as a "foreign main proceeding".

[34] The proposed Supplemental Order provides for a broad stay of proceedings in respect of the Debtors and Hornblower Group, and their respective directors and officers, in Canada.

[35] The Applicant submits that the requested stay of proceedings is appropriate to give effect in Canada to the stay of proceedings granted by the US Court pursuant to the US Proceedings and to preserve and protect the value of the Canadian Business.

[36] I am satisfied that the requested stay of proceedings is appropriate in the circumstances.

Recognition of certain First Day Orders

[37] Hornblower Group seeks to have the Court recognize the following First Day Orders.

- a. *Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief;*
- b. *Order Authorizing the Employment and Retention of Omni Agent Solutions, Inc. as Claims, Noticing, and Solicitation Agent;*
- c. *Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related thereto and (II) Granting Related Relief;*
- d. *Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms and Books and Records, and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief;*
- e. *Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors, (B) Lien Claimants, (C) Certain Critical Foreign Claimants, and (D) 503(B)(9) Claimants, (II) Confirming Administrative Expense Priority Of Outstanding Orders, and (III) Granting Related Relief;*
- f. *Order (I) Authorizing Hornblower Group, Inc. to Act as Foreign Representative, and (II) Granting Related Relief;*
- g. *Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief;*

- h. *Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief;*
- i. *Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (III) Approving The Debtors' Proposed Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief;*
- j. *Order (I) Authorizing the Debtors to (A) Continue Prepetition Insurance Coverage and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, (C) Continue to Pay Brokerage Fees, and (D) Maintain Their Surety Bond Program, and (II) Granting Related Relief; and*
- k. *Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief.*

[38] The US Court has granted the First Day Orders to, among other things, preserve the value of the Chapter 11 Debtors' business for the benefit of their creditors and other stakeholders while the Chapter 11 Debtors undertake restructuring efforts in the US Proceedings. As the Debtors have business and assets in Canada, the Applicant seeks recognition of certain First Day Orders to similarly maintain the Debtors' *status quo* and protect their assets while permitting them to continue operating their business as usual in Canada.

[39] The Applicant submits that the granting of an order recognizing and giving effect to the First Day Orders is appropriate for the following reasons:

- (a) The US Court has appropriately taken jurisdiction over the US Proceedings and comity will be furthered by this Court's recognition of and support for the US Proceedings already under way in the US;
- (b) Coordination of proceedings in the two jurisdictions will ensure equal and fair treatment of all stakeholders irrespective of where they are located;

- (c) Given the close connection between the US and the Chapter 11 Debtors' business, including the Debtors' business as a subset thereof, it is reasonable and sensible for the US Court to have principal control over the insolvency process; and
- (d) The First Day Orders were obtained by the Chapter 11 Debtors to minimize the adverse effects of the US Proceedings on their business in order to preserve value of the Chapter 11 Debtors' assets for the benefit of the claimants.

[40] I accept these submissions.

[41] Having reviewed the record and hearing submissions, I am satisfied that the First Day Orders should be recognized by this Court.

[42] In light of the complex corporate and financial structure of the Company, the stakeholders located in Canada and the amount of debt owed by the Debtors, the Applicant submits that the appointment of GTL as Information Officer will help facilitate these proceedings and the dissemination of information concerning developments in the US Proceedings to the Court and affected creditors and other stakeholders, including those located in Canada.

[43] I am satisfied that it is appropriate to appoint GTL as Information Officer.

[44] The proposed Supplemental Order provides that BLG, as Canadian counsel to the Debtors, the Information Officer, and counsel to the Information Officer will be granted a charge in the maximum amount of CAD\$700,000 (the "Administration Charge") over the assets and property of the Canadian Debtors, wherever located, in Canada (the "Canadian Debtors' Collateral") to secure the fees and disbursements of such professionals incurred in respect of these recognition proceedings. The Applicant states that the proposed Administration Charge does not extend to the assets or property of the US Debtors and covers only the Canadian Debtors' property in Canada. The Administration Charge is proposed to rank in priority to all other encumbrances in respect of the Canadian Debtors.

[45] Hornblower Group submits that the amount of the Administration Charge is reasonable in the circumstances, having regard to the size and complexity of these proceedings and the roles that will be required of Canadian counsel to the Debtors and the Information Officer and its counsel.

[46] I am satisfied that the Administration Charge should be granted.

[47] Each DIP Agreement contemplates a superpriority charge, in accordance with the terms therein and as provided for in the Interim DIP Order to secure the obligations outstanding from time to time under the DIP Facilities (respectively, the "Senior DIP Charge" and "Junior DIP Charge"). Accordingly, Hornblower Group, as the Foreign Representative, is seeking the granting of the Senior DIP Charge and Junior DIP Charge pursuant to the Supplemental Order.

[48] The DIP Charge would be subordinate to the proposed Administration Charge, and rank in priority to all other encumbrances.

[49] I am satisfied that it is appropriate to grant the DIP Charge.

[50] The proposed Supplemental Order also provides for a charge on the Canadian Debtors' Collateral in favour of the Canadian Debtors' directors and officers in the maximum amount of CAD\$4,300,000 (the "D&O Charge").

[51] Hornblower Group submits that, in light of the potential liabilities, the potential insufficiency of available insurance, and the need for the continued service of the director and officers of the Debtors in these proceedings, the D&O Charge is reasonable and appropriate.

[52] The D&O Charge would be subordinate to the proposed Administration Charge and DIP Charge but rank in priority to all other encumbrances.

[53] I am satisfied that this request is reasonable in the circumstances and is granted.

DISPOSITION

[54] The Initial Recognition Order and the Supplemental Order are granted substantially in the form included at Tabs 3 and 4 of the Application Record.


Chief Justice Geoffrey B. Morawetz

Date: February 29, 2024

Appendix 5



Court File No. CV-24-00715202-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE
CHIEF JUSTICE MORAWETZ

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WEDNESDAY, THE 27TH
DAY OF MARCH, 2024

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD.,
HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA
CO., HORNBLOWER CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES
AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

SECOND SUPPLEMENTAL ORDER

THIS MOTION, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") by Hornblower Group, Inc. ("**Hornblower Group**") in its capacity as the foreign representative (the "**Foreign Representative**") in respect of the proceedings commenced by Hornblower Group and certain of its affiliates on February 21, 2024 in the United States Bankruptcy Court for the Southern District of Texas (the "**US Court**") pursuant to Chapter 11 of Title 11 of the United States Code (the "**US Proceedings**"), for an Order, among other things, recognizing certain orders made in the US Proceedings, was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Jonathan Hickman sworn March 24, 2024, and the first report of Grant Thornton Limited, in its capacity as information officer (the "**Information Officer**") dated March 26, 2024, each filed,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and counsel for such other parties as were present and wished

to be heard, no one else appearing, although duly served as appears from the affidavits of service of Mariela Adriana Gasparini sworn March 25, 2024 and March 26, 2024.

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined herein shall have the meanings given to them in the Supplemental Order (Foreign Main Proceeding) of this Court dated February 27, 2024 (the “**Supplemental Order**”).

RECOGNITION OF FOREIGN ORDERS

3. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the US Court made in the US Proceedings are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:
 - (a) *Final Order (I) Authorizing the Chapter 11 Debtors to (A) Obtain Senior Secured Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* (the “**Final DIP Order**”), a copy of which is attached as Schedule A hereto;
 - (b) *Final Order (I) Authorizing the Chapter 11 Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Relating Thereto, (C) Maintain Existing Business Forms and Books and Records, and (D) Continue to Perform Intercompany Transactions and (II) Granting Related Relief* (the “**Final Cash Management Order**”), a copy of which is attached as Schedule B hereto; and
 - (c) *Modified Order (A) Approving (I) Bidding Procedures for the Sale of the AQV Debtors’ Assets, (II) Procedures Regarding Bid Protections, (III) the Scheduling of*

Certain Dates With Respect Thereto, (IV) the Form and Manner of Notice Thereof, (V) Contract Assumption, Assignment, and Rejection Procedures, and (VI) Certain Procedures to Otherwise Dispose of the AQV Assets, and (B) Authorizing the Debtors to Enter Into Agreements for the Sale of Their Assets Free and Clear of All Liens, Claims, and Encumbrances (the “Bidding Procedures Order”), a copy of which is attached as Schedule C hereto;

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property in Canada.

AMENDMENTS TO SUPPLEMENTAL ORDER

4. **THIS COURT ORDERS** that paragraph 24 of the Supplemental Order is hereby amended from and after the date of this Order as follows:

24. **THIS COURT ORDERS** that the Senior DIP Agent (for its benefit and the benefit of the Senior DIP Lenders) is hereby granted a charge (the “**Senior DIP Charge**”) on the Hornblower Property, which Senior DIP Charge shall be consistent with the liens and charges created by or set forth in the Interim DIP Order and the Final DIP Order (as defined in the Second Supplemental Order made in the within proceedings dated March 27, 2024), and provided that, with respect to the Hornblower Property, the Senior DIP Charge shall have the priority set out in paragraphs 26 and 28 of this order, and further provided that, the Senior DIP Charge shall not be enforced except with leave of this Court.

5. **THIS COURT ORDERS** that paragraph 25 of the Supplemental Order is hereby amended from and after the date of this Order as follows:

25. **THIS COURT ORDERS** that the Junior DIP Agent (for its benefit and the benefit of the Junior DIP Lenders) is hereby granted a charge (the “**Junior DIP Charge**”) on the Hornblower Property, which Junior DIP Charge shall be consistent with the liens and charges created by or set forth in the Interim DIP Order and the Final DIP Order, and provided that, with respect to the Hornblower Property, the Junior DIP Charge shall have the priority set out in paragraphs 26 and 28 of this order, and further provided that, the Junior DIP Charge shall not be enforced except with leave of this Court.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, or regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist Hornblower Cruises and Events Canada Ltd., Hornblower Canada Entertainment Limited, Hornblower Canada Co., Hornblower Canadian Holdings, Inc. Hornblower Cruises And Events, Inc. (together, the “**Debtors**”), the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.
7. **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative, and the Information Officer shall be at liberty and is hereby authorized and empowered to apply to any court, tribunal, or regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.
8. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. (Toronto time) on the date of this Order without the need for entry or filing of this Order.



Chief Justice G. B. Morawetz

Appendix 6

CITATION: Hornblower Cruises and Events Canada Ltd., 2024 ONSC 1808

COURT FILE NO.: CV-24-00715202-00CL

DATE: 2024-03-28

SUPERIOR COURT OF JUSTICE - ONTARIO

**RE: IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA
LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED,
HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS,
INC. AND HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS
AMENDED**

BEFORE: Chief Justice Geoffrey B. Morawetz

COUNSEL: *Roger Jaipargas and Nick Hollard*, for the Applicant Hornblower Group Inc.

Ben Muller, for Deutsche Bank AG

Raj Sahni, for the Information Officer (Grant Thornton Ltd.)

Steven Golden, U.S. Counsel for Official Committee of Unsecured Creditors

HEARD and

DETERMINED: March 27, 2024

REASONS: March 28, 2024

ENDORSEMENT

[1] At the conclusion of the hearing, I granted the motion with reasons to follow. These are the reasons.

[2] Hornblower Group, Inc. ("Hornblower Group") brings this motion in its capacity as the foreign representative ("Foreign Representative") in respect of the proceedings (the "Chapter 11 Cases") commenced by Hornblower Group and certain of their affiliates including Hornblower Cruises and Events Canada Ltd. ("Hornblower Cruises"), Hornblower Canada Entertainment Limited ("Hornblower Entertainment"), Hornblower Canada Co. ("Hornblower Canada") (collectively, the Canadian Debtors" and each a "Canadian Debtor"), as well as Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (collectively, the "U.S.

Debtors”, and together with the Canadian Debtors, the “Debtors”), under Chapter 11 of Title 11 (“Chapter 11”) of the United States Code (the “U.S. Code”).

[3] Hornblower Group seeks an Order (the “Second Supplemental Order”), recognizing and enforcing, pursuant to s. 49 of the *Companies’ Creditors Arrangement Act* (“CCAA”), certain U.S. Orders (as defined below), granted by the United States Bankruptcy Court for the Southern District of Texas (the “U.S. Bankruptcy Court”).

[4] There was no opposition to the motion.

[5] The Foreign Representative submits that recognition of certain U.S. orders (as defined below) are essential to facilitate the Chapter 11 Debtors’ restructuring efforts in the Chapter 11 Cases and will allow the Canadian Business to continue operations, thus maximizing value for all stakeholders, including those of the Canadian Debtors.

[6] Certain background facts are set out in previous endorsements, 2024 ONSC 1094 (the “Hornblower February 21 Endorsement”) and 2024 ONSC 1209 (“Hornblower February 29 Endorsement”) and are not replicated here.

[7] On February 28, 2024, the U.S. Bankruptcy Court entered the Bidding Procedures Order, which sets out the procedures pursuant to which the Chapter 11 Debtors will seek bids for the sale of or sales of assets belonging to their American Queen Voyages business (the “AQV Business”).

[8] On March 22, 2024, the Final Cash Management Order was entered. On March 25, 2024, a further hearing was held before His Honor Judge Isgur at which the Chapter 11 Debtors sought the Final DIP Order (the Final Cash Management Order and the Final DIP Order shall hereinafter be referred to as the “Final First Day Orders”).

[9] The Foreign Representative now seeks the Second Supplemental Order recognizing and enforcing in Canada the Final First Day Orders and the Bidding Procedures Order (together with the Final First Day Orders, the “U.S. Orders”).

[10] The Foreign Representative submits that the Final DIP Order is substantially similar to the Interim DIP Order recognized by this Court pursuant to the Supplemental Order.

[11] The Foreign Representative submits that recognition of the Final DIP Order in Canada will provide the Chapter 11 Debtors with access up to \$585 million of liquidity that will refinance certain prepetition credit facilities and fund the Chapter 11 cases, these recognition proceedings and the Chapter 11 Debtors’ efforts to effect a sale of and/or wind-down of the AQV Business. Accordingly, this Court’s recognition of the Final DIP Order is required to facilitate the Chapter 11 Debtors’ restructuring efforts.

[12] The Final Cash Management Order includes the same material terms as the Interim Cash Management Order recognized by this Court pursuant to the Supplemental Order.

[13] The Bidding Procedures Order:

- (a) authorizes and approves the bidding procedures attached as Exhibit 1 to the Bidding Procedures Order (the “Bidding Procedures”), which set forth the process by which the Chapter 11 Debtors are authorized to conduct a marketing and sale process for the sale or sales (each, a “Sale”) of all or substantially all of the assets belonging to the AQV Business (the “AQV Assets”) and enter into agreement in respect of such sale (each a “Sale Transaction”);
- (b) authorizes the Chapter 11 Debtors to select one or more Qualified Bidders to act as stalking horse bidders in connection with any sale transaction (each, a “Stalking Horse Bidder”) and enter into a purchase agreement with such Stalking Horse Bidder (each such agreement, a “Stalking Horse Agreement”);
- (c) in connection with any Stalking Horse Agreement, authorizes the Chapter 11 Debtors to agree to the Bid Protections;
- (d) authorizes the Chapter 11 Debtors to solicit bids and conduct an Auction, if necessary, on the terms set forth in the Bidding Procedures;
- (e) authorizes the Assumption and Assignment Procedures by which Chapter 11 Debtors will notify any counterparties to any agreements with the AQV Debtors of proposed Cure Amounts in the event that the Contract is determined to be in default, and to assume and assign such Contracts in connection with any Sale Transaction; and
- (f) authorizes the AQV Asset Wind-Down Procedures by which the Chapter 11 Debtors may dispose of any remaining AQV Assets.

[14] The issue for determination is whether the Court should grant the Second Supplemental Order recognizing the U.S. Orders described above in Canada pursuant to s. 49 of the CCAA and providing for certain other related relief.

[15] Hornblower submits that it is necessary and appropriate for this Court to grant the relief sought to facilitate the Chapter 11 Debtors’ restructuring efforts in the Chapter 11 Cases, as this will permit the Canadian Business to continue operations, thus maximizing value for all stakeholders.

[16] For the reasons set out in the Hornblower February 29, 2024 Endorsement, the Court has jurisdiction to grant the Second Supplemental Order.

[17] In considering whether to recognize a foreign order, including an order made in a Chapter 11 proceeding, the Court should consider, among other things:

- (a) the principles of comity and the need to encourage cooperation between courts of various jurisdictions;
- (b) the need to respect foreign bankruptcy and insolvency legislation;

- (c) the equitable treatment of stakeholders regardless of the jurisdiction in which they reside; and
- (d) that the appropriate level of court involvement depends to a significant degree upon the court's nexus to the enterprise.

(See: *Xerium Technologies Inc., Re*, 2010 ONSC 3974 at paras. 26-27)

[18] The Foreign Representative submits that consideration of these factors supports this Court's recognition of the U.S. Orders pursuant to the Second Supplemental Order.

[19] The Information Officer supports the granting of the requested relief.

[20] I accept the submissions of the Foreign Representative and for the reasons set out in the Affidavit of Jonathan Hickman, dated March 24, 2024 as summarized in the factum, the requested relief is, in my view, appropriate.

[21] The motion is granted and the Order has been signed.


Chief Justice Geoffrey B. Morawetz

Date: March 28, 2024

Appendix 7



Court File No. CV-24-00715202-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE

CHIEF JUSTICE MORAWETZ

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MONDAY, THE 6TH

DAY OF MAY, 2024

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD.,
HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA
CO., HORNBLOWER CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES
AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS
AMENDED**

Applicant

DE MINIMIS ASSET AND VESTING ORDER

THIS MOTION, made pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and section 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, by Hornblower Group, Inc. ("**Hornblower Group**") in its capacity as the foreign representative (the "**Foreign Representative**") in respect of the proceedings commenced by Hornblower Group and certain of its affiliates on February 21, 2024 in the United States Bankruptcy Court for the Southern District of Texas (the "**US Court**") pursuant to Chapter 11 of Title 11 of the United States Code (the "**US Proceedings**"), for an Order, among other things:

- (a) granting Hornblower Cruises and Events Canada Ltd. ("**Hornblower Cruises**") leave to sell or otherwise dispose of the vessel described as CAPT. MATTHEW FLINDERS (official no. 850480) ("**Flinders**") in accordance with the Purchase and Sale Agreement between Hornblower Cruises and 1529231 Ontario Inc. (the "**Purchaser**") dated April 10, 2024 (the "**PSA**"); and

(b) vesting in the Purchaser all of Hornblower Cruises' right, title and interest in and to Flinders, free and clear of all claims,

was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Jonathan Hickman sworn April 30, 2024, and the second report of Grant Thornton Limited, in its capacity as information officer (the "**Information Officer**") dated May 2, 2024, each filed,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and counsel for such other parties as were present and wished to be heard, no one else appearing, although duly served as appears from the affidavit of service of Mariela Adriana Gasparini sworn May 1, 2024.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined herein shall have the meanings given to them in the Initial Recognition Order (Foreign Main Proceeding) of this Court dated February 27, 2024 (the "**Initial Recognition Order**").

LEAVE AND VESTING

3. **THIS COURT ORDERS** that, notwithstanding paragraph 5 of the Initial Recognition Order, Hornblower Cruises is authorized to dispose of Flinders in accordance with the PSA.
4. **THIS COURT ORDERS** that upon the delivery of a certificate of the Information Officer substantially in the form attached as Schedule "A" hereto (the "**Information Officer's Certificate**") in respect of the disposition of Flinders to the Purchaser, all of Hornblower Cruises' right, title and interest in and to Flinders shall vest absolutely in the Purchaser free and clear of and from any and all claims (which for certainty includes all debts, liabilities,

obligations, indebtedness, contracts, leases, agreements, and undertakings of any kind or nature whatsoever, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, liquidated or unliquidated, matured or unmatured or due or not yet due, in law or equity and whether based in statute or otherwise), including any and all encumbrances, security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**"), including without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Supplemental Order of this Court dated February 27, 2024; (ii) those Claims listed on Schedule "B" hereto; and (iii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), or any other personal property registry system in any province or territory in Canada, or pursuant to Civil Code of Quebec (together, the "**Encumbrances**"), and for greater certainty all related Claims and all Encumbrances affecting or relating to Flinders are hereby expunged and discharged as against Flinders.

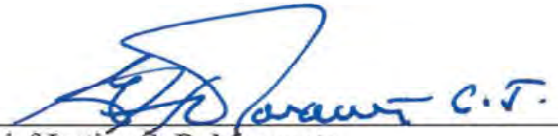
5. **THIS COURT ORDERS** the Information Officer to serve all parties on the service list in these proceedings, and file with the Court, a copy of the Information Officer's Certificate, forthwith after delivery thereof.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, or regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Canadian Debtors, the US Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Canadian Debtors, the US Debtors, the Foreign Representative and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Canadian

Debtors, the US Debtors, the Foreign Representative, the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

7. **THIS COURT ORDERS** that each of the Canadian Debtors, the US Debtors, the Foreign Representative and the Information Officer shall be at liberty and is hereby authorized and empowered to apply to any court, tribunal, or regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.
8. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. (Toronto time) on the date of this Order without the need for entry or filing of this Order.


Chief Justice G. B. Morawetz

SCHEDULE A

FORM OF INFORMATION OFFICER'S CERTIFICATE

Court File No. CV-24-00715202-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD.,
HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA
CO., HORNBLOWER CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES
AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS
AMENDED**

Applicant

INFORMATION OFFICER'S CERTIFICATE

RECITALS

- A. Pursuant to the Supplemental Order (Foreign Main Proceeding) of the Honourable Chief Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated February 27, 2024, Grant Thornton Limited was appointed as the Information Officer in these proceedings (the "**Information Officer**").
- B. On April 10, 2024, Hornblower Cruises and Events Canada Ltd. ("**Hornblower Cruises**") and 1529231 Ontario Inc. (the "**Purchaser**") entered into a Purchase and Sale Agreement ("**PSA**").
- C. Pursuant to an Order of the Court dated May 6, 2024 (the "**De Minimis Asset and Vesting Order**"), the Court authorized Hornblower Cruises to dispose of the vessel described as CAPT. MATTHEW FLINDERS (official no. 850480) in accordance with the PSA, notwithstanding paragraph 5 of the Initial Recognition Order (Foreign Main Proceeding) dated February 27, 2024.
- D. Unless otherwise indicated herein, capitalized terms have the meanings set out in the De Minimis Asset and Vesting Order or the PSA, as applicable.

THE INFORMATION OFFICER CERTIFIES that it has been advised by Hornblower Cruises and the Purchaser that:

- E. The Purchaser has paid the purchase price in accordance with paragraph 2 of the PSA;
- F. The conditions set out in paragraphs 8, 9 and 15 of the PSA have been satisfied or waived by Hornblower Cruises and the Purchaser, as applicable; and
- G. The transaction contemplated by the PSA has been completed to the satisfaction of Hornblower Cruises and the Purchaser.

This Certificate was delivered by the Information Officer at _____ [TIME]
on _____ [DATE].

**GRANT THORNTON LIMITED, in its
capacity as Information Officer, and not in its
personal or corporate capacity**

Per: _____
Name:
Title:

SCHEDULE B

DELETED ENCUMBRANCES

All Assignments and Mortgages registered in respect of the vessel described as CAPT. MATTHEW FLINDERS, bearing Official Number 850480, including:

1. Mortgage I, bearing Deed Date March 3, 2020, being a mortgage in favour of GLAS Trust Company LLC
2. Mortgage J, bearing Deed Date May 13, 2020, being a mortgage in favour of UBS AG
3. Mortgage K, bearing Deed Date March 19, 2021, being a mortgage in favour of Alter Domus (US) LLC
4. Mortgage L, bearing Deed Date December 28, 2022, being a mortgage in favour of Alter Domus (US) LLC
5. Mortgage M, bearing Deed Date November 22, 2023, being a mortgage in favour of Alter Domus (US) LLC
6. Mortgage N, bearing Deed Date January 10, 2024, being a mortgage in favour of Alter Domus (US) LLC

Court File No.: CV-24-00715202-00C

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF HORNBLLOWER CRUISES AND EVENTS CANADA LTD., HORNBLLOWER CANADA ENTERTAINMENT
LIMITED, HORNBLLOWER CANADA CO., HORNBLLOWER CANADIAN HOLDINGS, INC. AND HORNBLLOWER CRUISES AND
EVENTS, INC.

APPLICATION OF HORNBLLOWER GROUP, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.
1985, c. C-36, AS AMENDED

ONTARIO

**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDINGS COMMENCED AT TORONTO

DE MINIMIS ASSET AND VESTING ORDER

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Lawyers for the Applicant

Appendix 8

CITATION: Hornblower Cruises and Events Canada Ltd., 2024, 2024 ONSC 2615
COURT FILE NO.: CV-24-00715202-00CL
DATE: 2024-05-06

SUPERIOR COURT OF JUSTICE - ONTARIO

**RE: IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA
LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED,
HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS,
INC. AND HORNBLOWER CRUISES AND EVENTS, INC.**

**APPLICATION OF HORNBLOWER GROUP, INC. UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS
AMENDED**

BEFORE: Chief Justice Geoffrey B. Morawetz

COUNSEL: *Roger Jaiparagas*, for Hornblower Group, Inc.

Raj Sahni, for the Grant Thornton Limited, the Information Officer

Ben Muller, for Deutsche Bank AG

Caitlin McIntyre, for the Glas Trust Company LLC

HEARD: May 6, 2024

ENDORSEMENT

[1] Hornblower Group, Inc. (the "Applicant" or "Hornblower Group"), in its capacity as the foreign representative (the "Foreign Representative") in respect of the proceedings commenced by Hornblower Group and certain of its affiliates, including by Hornblower Cruises and Events Canada Ltd. ("Hornblower Cruises"), Hornblower Canada Entertainment Limited ("Hornblower Entertainment"), Hornblower Canada Co. ("Hornblower Canada") (collectively, the "Canadian Debtors" and each a "Canadian debtor"), Hornblower Canadian Holdings, Inc. and Hornblower Cruises and Events, Inc. (collectively, the "US Debtors"), and together with the Canadian Debtors, the "Debtors") under Chapter 11 of the United States Code (the "Chapter 11 Cases"), brought this motion for an order (the "De Minimis Assets and Vesting Order"), among other things:

- (i) granting Hornblower Cruises leave to sell or otherwise dispose of the vessel described as Capt. Matthew Flinders ("Flinders") pursuant to the Purchase and Sale Agreement between Hornblower Cruises and 1529231 Ontario Inc.

(the "Purchaser") dated April 10, 2024 (the "PSA"), pursuant to section 49 of the *Companies' Creditors Arrangement Act* ("CCAA"); and

- (ii) vesting in the purchaser all of Hornblower Cruises' right, title and interest in and to Flinders, free and clear of all claimants.

[2] The evidentiary support for the motion is set out in the Affidavit of Jonathan Hickman, sworn April 30, 2024 (the "Fourth Hickman Affidavit") and the Second Report of the Information Officer.

[3] The motion proceeded on an unopposed basis.

[4] The issues to be considered in the motion are:

- (a) Should the court grant leave to Hornblower Cruises to dispose of Flinders, as required by paragraph five of the Initial Recognition Order dated February 27, 2024? and
- (b) Should the court granted an order vesting in the Purchaser, all of Hornblower Cruises right, title and interest, in and to Flinders, free and clear of all claims.

[5] Certain background facts are set out in previous endorsements, 2024 ONSC 1094, 2024 ONSC 1209 and 2024 ONSC 1808.

[6] As detailed in the Fourth Hickman Affidavit, Flinders has been out of commission since 2020. Disposition of Flinders pursuant to the PSA is not expected to have any material impact on Hornblower Cruises' business. Rather, Hornblower Cruises will be relieved of the ongoing costs related to storage and upkeep of this vessel.

[7] The Foreign Representative seeks a vesting order to ensure timely compliance with the conditions set out in the PSA. Counsel submitted that in the absence of a vesting order, it may take several weeks to discharge the mortgages registered in respect to Flinders, despite the fact that the respective mortgagees do not oppose the discharge of same.

[8] The Information Officer recommends that the relief be granted.

[9] Section 49 of the CCAA provides the legal basis to grant the requested relief.

[10] I am satisfied, having reviewed the record and hearing submissions of counsel for the Foreign Representative and the Information Officer, that the disposition of Flinders is in the best interest of Hornblower Cruises. Further, the record establishes that the disposition will not prejudice any creditors or other stakeholders of the Chapter 11 Debtors in Canada.

[11] The motion is granted and the order has been signed in the form submitted.



Chief Justice Geoffrey B. Morawetz

Date: May 6, 2024

Appendix 9



SUPERIOR COURT OF JUSTICE

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-24-00715202-00CL

DATE: May 17, 2024

NO. ON LIST: 2

TITLE OF PROCEEDING: IN THE MATTER OF HORNBLOWER CRUISES AND EVENTS CANADA LTD., HORNBLOWER CANADA ENTERTAINMENT LIMITED, HORNBLOWER CANADA CO., HORNBLOWER CANADIAN HOLDINGS, INC. AND HORNBLOWER CRUISES AND EVENTS, INC.

BEFORE: JUSTICE CONWAY

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Roger Jaipargas Charlotte Chien	Counsel for the Applicants	rjaipargas@blg.com cchien@blg.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Ben Muller	Counsel for Deutsche Bank AG, as Lender under the Senior DIP Credit Agreement	bmuller@osler.com
Raj Sahni	Counsel for the Information Officer	SahniR@bennettjones.com
Tim Hogan	Counsel for Royal Bank of Canada	thogan@harrisonpensa.com
Erik Axell	Counsel for Crestview Partners	eaxell@goodmans.ca
Bruce Bando	Information Officer – Grant Thornton Limited	Bruce.Bando@ca.gt.com

ENDORSEMENT OF JUSTICE CONWAY:

- [1] Scheduling appointment held today. Counsel seek a motion date for recognition of the U.S. Claims Bar Order and two or three other orders. They wish to schedule it on May 24 or 27, 2024.
- [2] I scheduled this motion for **May 24, 2024 at 10 a.m. for 30 minutes**. I have now confirmed that this matter will proceed on May 24th before any judge of the Commercial List.

Conway J.

Appendix 10

ENTERED

April 23, 2024

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)
)**ORDER (I) SETTING BAR DATES FOR FILING PROOFS
OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER
SECTION 503(b)(9), (II) ESTABLISHING AMENDED SCHEDULES
BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING
THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING
SECTION 503(b)(9) REQUESTS, AND (IV) APPROVING NOTICE OF BAR DATES**

[Relates to Docket No. 360]

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) establishing deadlines for filing proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases, (b) establishing the Amended Schedules Bar Date and the Rejection Damages Bar Date (each as defined herein), (c) approving the form and manner for filing such claims, including any section 503(b)(9) requests for payment, and (d) approving notice of the Bar Dates (as defined herein); and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

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

a core proceeding pursuant to 28 U.S.C. § 157(b); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

I. The Bar Dates and Procedures for Filing Proofs of Claim

1. Each entity³ that asserts a claim against any of the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** (the "Proof of Claim Form") or Official Form 410.⁴ Except in the cases of governmental units and certain other exceptions explicitly set forth herein, ***all***

³ Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" (including individuals, partnerships, corporations, joint ventures, and trusts) has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

⁴ Copies of Official Form 410 may be obtained by: (a) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); (b) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>; and/or (c) visiting the website maintained by the Court at <http://www.tx.uscourts.gov/bankruptcy>.

Proofs of Claim must be filed so that they are actually received on or before Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”), at the addresses and in the form set forth herein. The Claims Bar Date applies to all types of claims against any of the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in this Bar Date Order. Holders of AQV Customer Deposit Claims (as defined herein) should review this Bar Date Order, including Sections II and III herein, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

2. Each employee and former employee of the Debtors and their non-Debtor affiliates that asserts a claim against the Debtors that arose before the Petition Date is authorized to file a Proof of Claim that redacts personally identifiable information with the Debtors’ Claims and Noticing Agent, provided that an unredacted Proof of Claim shall be provided upon request by the Debtors.

3. The Debtors are authorized to take reasonable action to prevent employees’ and former employees’ personally identifiable information from being publicly available on the claims register.

4. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors were a party, ***so they are actually received on or before Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time*** (the “Governmental Bar Date”), at the address and in the form set forth herein.

5. Unless otherwise ordered, all entities asserting claims arising from the Debtors' rejection of executory contracts and unexpired leases shall file a Proof of Claim on account of such rejection by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following entry of the order approving the Debtors' rejection of the applicable executory contract or unexpired lease (the "Rejection Damages Bar Date").

6. If any of the Debtors amend the Schedules after having given notice of the Bar Dates (as defined below), the applicable Debtor shall give notice by first-class mail of any amendment to holders of claims affected thereby, and, except for entities that are exempt from complying with the applicable Bar Dates, as set forth in this Bar Date Order, the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date the notice of the Schedule amendment is mailed (the "Amended Schedules Bar Date") and together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the "Bar Date" or "Bar Dates").

7. All Proofs of Claim must be filed or submitted so as to be **actually received** by the Claims and Noticing Agent on or before the applicable Bar Date. If Proofs of Claim are not received by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the applicable Debtor on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim

8. Except as otherwise set forth herein, the Debtors respectfully request that the Court require each of the following entities holding claims against the Debtors arising prior to the Petition Date to file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQP Customer Deposit Claims, see footnote 5 below);⁵
- c. any former or present full-time, part-time, salaried, or hourly employees whose claims relate to any grievance, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and/or unpaid severance, to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;
- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

⁵ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen VoyagesTM, that were subsequently cancelled (collectively, the "AQP Customer Deposit Claims"). The Debtors have listed the AQP Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQP Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQP Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQP customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQP Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

III. Parties Exempted from the Bar Date

9. The following categories of claimants, in the capacities described below, shall not be required to file a Proof of Claim by the Bar Date:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided*, that, for the avoidance of doubt, the foregoing subsections (i) - (iii) apply to holders of AQV Customer Deposit Claims, as provided in footnote 5 of this Bar Date Order;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;
- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;
- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;

- k. any entity holding a claim for which a separate deadline is fixed by this Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;
- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent (as defined in the RSA) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;
- o. any entity holding an equity interest in any Debtor; and

- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. Substantive Requirements of Proofs of Claim

10. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the specific Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which

the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

- f. **Timely Service.** Each Proof of Claim must be filed or submitted, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower> or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. **Receipt of Service.** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

11. Notwithstanding anything to the contrary, the DIP Agents and the DIP Secured Parties (each as defined in the DIP Order) shall, consistent with the terms of the DIP Order, not be

required to file a Proof of Claim for any DIP Superpriority Claims, DIP Liens, or DIP Obligations (each as defined in the DIP Order).

V. Identification of Known Creditors.

12. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

VI. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices.

13. The Debtors will cause a written notice of the Bar Date Package to be served via email, facsimile, or first class mail no later than four (4) business days following entry of this Bar Date Order, substantially in the form attached hereto as **Exhibit 2** (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to be mailed via email, facsimile, or first class mail to the following entities:

- a. the U.S. Trustee;
- b. the entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis);
- c. Davis Polk & Wardwell LLP, as counsel to Crestview;
- d. Milbank LLP, as counsel to the Ad Hoc Group;
- e. White & Case LLP, as counsel to the Senior DIP Lenders;
- f. Norton Rose Fulbright US LLP, as counsel to Alter Domus (US) LLC, as agent under the Superpriority Credit Agreement;
- g. Seward & Kissel LLP, as counsel to GLAS Trust Company LLC, as agent under the Senior DIP Facility;
- h. ArentFox Schiff LLP, as counsel to GLAS Trust Company LLC, as agent under the Junior DIP Facility and under the First Lien Credit Agreement;
- i. Cahill Gordon & Reindel LLP, as counsel to UBS AG, Stamford Branch, as agent under the Revolving Credit Agreement;

- j. Pachulski Stang Ziehl & Jones LLP, as proposed counsel to the Committee;
- k. all entities listed in the Schedules as holding claims (including those listed as contingent, unliquidated, or disputed) against the Debtors, including AQV Customer Deposit Claims included in the Schedules;
- l. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- m. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;
- n. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- o. all entities who are party to executory contracts and unexpired leases with the Debtors;
- p. all entities who are party to active litigation with the Debtors;
- q. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- r. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- s. the Office of the Attorney General for the State of Texas and each of the states in which the Debtors conduct business;
- t. the District Director of the Internal Revenue Service for the Southern District of Texas;
- u. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- v. all other entities listed on the Debtors' matrix of creditors;
- w. the United States Securities and Exchange Commission; and
- x. the Office of the United States Attorney for the Southern District of Texas.

14. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; and

(c) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. The Debtors' creditors that are listed in the Debtors' Schedules as contingent, unliquidated, or disputed shall receive a non-personalized Proof of Claim Form. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

15. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to fourteen (14) days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

16. The Debtors shall cause notice of the Claims Bar Date and the Governmental Bar Date to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in the national edition of *The New York Times* and the

San Francisco Chronicle, and any such other local publications that the Debtors deem appropriate and disclose in the Claims and Noticing Agent's affidavit of service.

17. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

VII. Consequences of Failure to File a Proof of Claim

18. Any person or entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their chapter 11 estates (or filing a Proof of Claim with respect thereto) and the Debtors and their property and estates shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and liquidated. Such person or entity shall not be treated as a creditor with respect to such claim for any purpose in these chapter 11 cases.

19. Any such entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution

in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VIII. Miscellaneous

20. Nothing in the Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

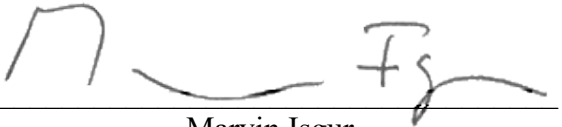
21. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

22. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

24. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Signed: April 23, 2024



Marvin Isgur
United States Bankruptcy Judge

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

To select a debtor, please see attached Exhibit A.

A list of Other Names Used by the Debtor in the Last 8 Years is attached as Rider No. 1

Official Form 410

Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

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

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

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

☐ No

☐ Yes From whom? _____

3. Where should notices and payments to the creditor be sent?

Federal Rule of
Bankruptcy Procedure
(FRBP) 2002(g)

Where should notices to the creditor be sent?

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one)

Where should payments to the creditor be sent? (if different)

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

4. Does this claim amend one already filed?

☐ No

☐ Yes Claim Number on court claims registry (if known) _____ Filed On _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ Yes Who made the earlier filing? _____

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

6. Do you have any number you use to identify the debtor?	☐ No ☐ Yes Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim? \$ _____	Does this amount include interest or other charges? ☐ No ☐ Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information _____
9. Is all or part of the claim secured?	☐ No ☐ Yes The claim is secured by a lien on property Nature of property: ☐ Real Estate If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> ☐ Motor Vehicle ☐ Other Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded). Value of Property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7). Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate: (when case was filed) _____ % ☐ Fixed ☐ Variable
10. Is this claim based on a lease?	☐ No ☐ Yes Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	☐ No ☐ Yes Identify the property: _____
12. Is this claim for the value of goods received by the debtor within 20 days before the commencement date of this case (11 U.S.C. §503(b)(9))?	☐ No ☐ Yes Amount of 503(b)(9) Claim: \$ _____

13. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?☐ No☐ Yes *Check all that apply***Amount entitled to priority**

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

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it.

FRBP 9011(b).

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

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

Check the appropriate box:

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am the guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date _____
MM / DD / YYYY

Signature

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

Name

First Name

Middle Name

Last Name

Title

Company

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

Address

Number

Street

City

State

ZIP Code

Contact Phone

Email

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- | | |
|--|---|
| ☐ Hornblower Holdings LLC - Case No. 24-90061 | ☐ HMS Global Maritime, LLC - Case No. 24-90101 |
| ☐ Alcatraz Cruises, LLC - Case No. 24-90062 | ☐ HMS Vessel Holdings, LLC - Case No. 24-90106 |
| ☐ Alcatraz Fleet, LLC - Case No. 24-90063 | ☐ HMS-Alabama, Inc. - Case No. 24-90115 |
| ☐ Alcatraz Freedom, LLC - Case No. 24-90066 | ☐ HMS-Oklahoma, Inc. - Case No. 24-90120 |
| ☐ Alcatraz Island Services, LLC - Case No. 24-90075 | ☐ HMS-WestPac, Inc. - Case No. 24-90130 |
| ☐ American Countess, LLC - Case No. 24-90080 | ☐ HNY Ferry, LLC - Case No. 24-90146 |
| ☐ American Duchess, LLC - Case No. 24-90082 | ☐ HNY Ferry II, LLC - Case No. 24-90142 |
| ☐ American Queen Holdco, LLC - Case No. 24-90086 | ☐ HNY Ferry Fleet, LLC - Case No. 24-90134 |
| ☐ American Queen Holdings, LLC - Case No. 24-90095 | ☐ Hornblower Cable Cars, Inc. - Case No. 24-90151 |
| ☐ American Queen Steamboat Operating Company, LLC - Case No. 24-90100 | ☐ Hornblower Canada Co. - Case No. 24-90068 |
| ☐ American Queen Sub, LLC - Case No. 24-90104 | ☐ Hornblower Canada Entertainment Limited - Case No. 24-90071 |
| ☐ Anchor Mexico Holdings, LLC - Case No. 24-90108 | ☐ Hornblower Canadian Holdings, Inc. - Case No. 24-90078 |
| ☐ Anchor Operating System, LLC - Case No. 24-90113 | ☐ Hornblower Consulting, LLC - Case No. 24-90155 |
| ☐ ASG Advisors, LLC - Case No. 24-90119 | ☐ Hornblower Cruise Holdings, LLC - Case No. 24-90154 |
| ☐ Babarusa, LLC - Case No. 24-90124 | ☐ Hornblower Cruises and Events Canada Limited - Case No. 24-90092 |
| ☐ Bay State, LLC - Case No. 24-90126 | ☐ Hornblower Cruises and Events, Inc. - Case No. 24-90087 |
| ☐ Booth Primary, LLC - Case No. 24-90132 | ☐ Hornblower Cruises and Events, LLC - Case No. 24-90149 |
| ☐ Boston Harbor Cruises, LLC - Case No. 24-90137 | ☐ Hornblower Development, LLC - Case No. 24-90076 |
| ☐ Choi Advisory, LLC - Case No. 24-90138 | ☐ Hornblower Energy, LLC - Case No. 24-90088 |
| ☐ City Cruises Cafe, LLC - Case No. 24-90064 | ☐ Hornblower Facility Operations, LLC - Case No. 24-90097 |
| ☐ City Cruises Limited - Case No. 24-90072 | ☐ Hornblower Ferry Holdings, LLC - Case No. 24-90117 |
| ☐ City Ferry Transportation Services, LLC - Case No. 24-90081 | ☐ Hornblower Ferry Holdings II, LLC - Case No. 24-90107 |
| ☐ Colugo Liner, LLC - Case No. 24-90085 | ☐ Hornblower Fleet, LLC - Case No. 24-90127 |
| ☐ Cruising Excursions Limited - Case No. 24-90089 | ☐ Hornblower Freedom, LLC - Case No. 24-90140 |
| ☐ Cruising Excursions Transport, Limited - Case No. 24-90094 | ☐ Hornblower Group, Inc. - Case No. 24-90067 |
| ☐ EON Partners, LLC - Case No. 24-90099 | ☐ Hornblower Group, LLC - Case No. 24-90157 |
| ☐ Falls Mer, LLC - Case No. 24-90105 | ☐ Hornblower Group Holdco, LLC - Case No. 24-90147 |
| ☐ Ferryboat Santa Rosa, LLC - Case No. 24-90109 | ☐ Hornblower Holdco, LLC - Case No. 24-90160 |
| ☐ Gharian Holdings, LLC - Case No. 24-90112 | ☐ Hornblower Holdings LP - Case No. 24-90162 |
| ☐ Gourd Management, LLC - Case No. 24-90118 | ☐ Hornblower Hospitality Services, LLC - Case No. 24-90163 |
| ☐ HBAQ Holdings, LLC - Case No. 24-90122 | ☐ Hornblower India Holdings, LLC - Case No. 24-90161 |
| ☐ HBAQ Holdings, LP - Case No. 24-90125 | ☐ Hornblower Metro Ferry, LLC - Case No. 24-90159 |
| ☐ HMS American Queen Steamboat Company, LLC - Case No. 24-90131 | ☐ Hornblower Metro Fleet, LLC - Case No. 24-90158 |
| ☐ HMS Ferries, Inc. - Case No. 24-90141 | ☐ Hornblower Metro Holdings, LLC - Case No. 24-90156 |
| ☐ HMS Ferries - Puerto Rico, LLC - Case No. 24-90136 | ☐ Hornblower Municipal Operations, LLC - Case No. 24-90069 |
| ☐ HMS Global Maritime, Inc. - Case No. 24-90144 | ☐ Hornblower New York, LLC - Case No. 24-90074 |

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- ☐ Hornblower Shipyard, LLC - Case No. 24-90079
- ☐ Hornblower Sub, LLC - Case No. 24-90084
- ☐ Hornblower UK Holdings Limited - Case No. 24-90091
- ☐ Hornblower Yachts, LLC - Case No. 24-90096
- ☐ JJ Audubon, LLC - Case No. 24-90102
- ☐ Journey Beyond Holdings, LLC - Case No. 24-90110
- ☐ Liberty Cruises, LLC - Case No. 24-90114
- ☐ Liberty Fleet, LLC - Case No. 24-90121
- ☐ Liberty Hospitality, LLC - Case No. 24-90128
- ☐ Liberty Landing Ferries, LLC - Case No. 24-90133
- ☐ Lyman Partners, LLC - Case No. 24-90139
- ☐ Madison Union, LLC - Case No. 24-90143
- ☐ Mission Bay Water Transit, LLC - Case No. 24-90148
- ☐ Mission Bay Water Transit Fleet, LLC - Case No. 24-90153
- ☐ Orane Partners, LLC - Case No. 24-90150
- ☐ San Francisco Pier 33, LLC - Case No. 24-90065
- ☐ SEA Operating Company, LLC - Case No. 24-90070
- ☐ Seaward Services, Inc. - Case No. 24-90073
- ☐ Statue Cruises, LLC - Case No. 24-90077
- ☐ Statue of Liberty IV, LLC - Case No. 24-90083
- ☐ Statue of Liberty V, LLC - Case No. 24-90090
- ☐ Statue of Liberty VI, LLC - Case No. 24-90093
- ☐ TCB Consulting, LLC - Case No. 24-90098
- ☐ Venture Ashore, LLC - Case No. 24-90103
- ☐ Victory Holdings I, LLC - Case No. 24-90111
- ☐ Victory Holdings II, LLC - Case No. 24-90116
- ☐ Victory Operating Company, LLC - Case No. 24-90123
- ☐ Walks, LLC (Delaware) - Case No. 24-90135
- ☐ Walks, LLC (Texas) - Case No. 24-90060
- ☐ Walks of New York Tours, LLC - Case No. 24-90129
- ☐ Yardarm Club (The) Limited - Case No. 24-90145
- ☐ York River Boat Cruises Limited - Case No. 24-90152

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Rider 1
Other Names Used in the Last 8 Years

Current Entity Name	Former Entity Name
Alcatraz Cruises, LLC	d/b/a Alcatraz City Cruises anchored by Hornblower
American Queen Steamboat Operating Company, LLC	f/k/a Great American Steamboat Company, LLC; d/b/a American Queen Voyages; American Queen Steamboat Company; American Queen; American Duchess; American Countess; American Empress
Boston Harbor Cruises, LLC	d/b/a Boston Harbor City Cruises anchored by Hornblower; Boston Harbor Cruises
City Cruises Café, LLC	d/b/a City Café
City Cruises Ltd.	f/k/a City Cruises Public Limited Company
Ferryboat Santa Rosa, LLC	f/k/a Ferryboat Santa Rosa Corporation
HMS Ferries, Inc.	d/b/a Oklahoma River Cruises; RiverLink Ferry; Pierce County Ferry anchored by Hornblower; Pensacola Bay City Ferry anchored by Hornblower; Cross Bay Ferry; St. Johns River Ferry
HMS Ferries – Puerto Rico, LLC	d/b/a Puerto Rico Ferry anchored by Hornblower
HMS-Alabama, Inc.	d/b/a Gees Bend Ferry; Mobile Bay Ferry
HMS-Oklahoma, Inc.	d/b/a Oklahoma River Cruises
HNH Ferry, LLC	d/b/a NYC Ferry; New York City Ferry; NY Ferry; City Ferry; Melting Pot; City Fishy; White Sands; Time Traveler; Dream Boat; Forget Me Knot; Cyclone Shark; Purpose; Koalafield Cruiser; Signs to Liberty; Tooth Ferry; Bay Hopper; Ferry Godmother; Curiosity; River Sprinter; Jewel of the Harbor; Starlight; Traversity; Golden Narrows; Seas the Day; Unity; Rainbow Cruise; Spring Mallard; Atlantic Compass; Ocean Queen Rockstar; Flyer; H203; H106; Happy Hauler; Great Eagle; Owls Head; Opportunity; H102; Friendship Express; H101; Connector; Hull 200; Hull 202; Hull 201; Waves of Wonder; Citywide Ferry; East River Ferry; Citywide Ferry by Hornblower; Urban Journey; Munsee; McShiny; Sunset Crossing
HNH Ferry II, LLC	d/b/a NYC Ferry; New York City Ferry; City Ferry
Hornblower Canada Co.	f/k/a Hornblower Canada Limited; d/b/a Niagara City Cruises anchored by Hornblower
Hornblower Canadian Holdings, Inc.	f/k/a Hornblower Canadian Holdings, LLC
Hornblower Consulting, LLC	f/k/a HMS Consulting and Technical, LLC; HMS Consulting, LLC
Hornblower Cruises and Events, Inc.	f/k/a Entertainment Cruises, Inc.
Hornblower Cruises and Events, LLC	f/k/a Spirit Cruises, LLC; d/b/a Capital Elite; Odyssey III; Spirit of Mount Vernon; National Elite; Spirit of Baltimore II; Cherry Blossom; Freedom Elite;
Hornblower Cruises and Events Canada Limited	f/k/a Island Memories Restaurant; d/b/a City Cruises anchored by Hornblower; Dockside Restaurant;
Hornblower Development, LLC	f/k/a Hornblower Development Corporation
Hornblower Energy, LLC	f/k/a Mission Bay Water Transit Holdings, LLC
Hornblower Fleet, LLC	f/k/a California Hornblower, LLC
Hornblower Freedom, LLC	f/k/a AQ Shore Excursions, LLC
Hornblower Holdings LLC	f/k/a Hornblower & American Queen Group GP, LLC
Hornblower Holdings LP	f/k/a Hornblower & American Queen Group, LP
Hornblower Hospitality Services, LLC	f/k/a Hornblower Hospitality Services, Inc.
Hornblower New York, LLC	f/k/a Statue Cruises Hospitality, LLC; Statue Hospitality LLC; d/b/a Hornblower Infinity; Hornblower Espirit; Hornblower Cruises & Events; Hornblower Serenity; Hornblower New York

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Hornblower Shipyard, LLC	d/b/a Hornblower Marine; Hornblower Marine Propulsion
Hornblower Yachts, LLC	d/b/a Just Dreamin; City Cruises anchored by Hornblower; Pacific Coast Yacht Club; Icon Yacht Charters; Charter Yachts of Newport Beach
Liberty Landing Ferries, LLC	d/b/a Liberty Landing City Ferry
SEA Operating Company, LLC	d/b/a American Queen Voyages
Statue Cruises, LLC	d/b/a Statue City Cruises anchored by Hornblower
Statue of Liberty IV, LLC	d/b/a Liberty IV
Statue of Liberty V, LLC	d/b/a Liberty V
Statue of Liberty VI, LLC	d/b/a Liberty VI
Victory Operating Company, LLC	d/b/a Ocean Victory; Ocean Navigator; Ocean Voyager; American Queen Voyages; Victory Cruise Lines

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

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

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

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to the court’s PACER system (www.pacer.psc.uscourts.gov) to view the filed form.

Understand the terms used in this form

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Offers to purchase a claim

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

Do not file these instructions with your form.

Exhibit 2

Proposed Bar Date Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)

**NOTICE OF DEADLINES FOR THE FILING OF
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT
PURSUANT TO SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160

DEBTOR	CASE NO.
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083
Statue of Liberty V, LLC	24-90090
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

PLEASE TAKE NOTICE THAT:

On February 21, 2024, (the “Petition Date”), Hornblower Holdings LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), each filed a voluntary petition

for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On [●], 2024 the Court entered an order [Docket No. [●]] the (“Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) 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.

Holders of AQV Customer Deposit Claims (as defined herein) should review this Notice, including Sections II and III, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, ***including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time.*** Except as expressly set forth in this Notice and the Bar Date Order, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, ***all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date (i.e., by Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time).*** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date,

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. ***The Rejection Damages Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by the Rejection Damages Bar Date, (*i.e.*, by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the rejection of the applicable executory contract or unexpired lease*** of the Debtors).
- d. ***Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims affected by the amendment to the Debtors' Schedules are required to file Proofs of Claim by the Amended Schedules Bar Date (*i.e.*, by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the Schedules***).

II. WHO MUST FILE A PROOF OF CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQP Customer Deposit Claims, see footnote 3 below);³
- c. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any grievance, including claims for wrongful

³ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen Voyages™, that were subsequently cancelled (collectively, the "AQP Customer Deposit Claims"). The Debtors have listed the AQP Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQP Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQP Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQP customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQP Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

termination, discrimination, harassment, hostile work environment, and/or retaliation, prior to the Claims Bar Date to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;

- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates, in the capacities described below, need **not** file Proofs of Claims:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided*, that, for the avoidance of doubt, the foregoing subsections (i) - (iii) apply to holders of AQV Customer Deposit Claims, as provided in footnote 3 of this Notice;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;
- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;

- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by the Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;
- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the

applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;

- o. any entity holding an equity interest in any Debtor; and
- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American

Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

- f. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC
MAIL WILL NOT BE ACCEPTED.**

- h. ***Receipt of Service.*** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);

- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://omniagentsolutions.com/Hornblower>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://ecf.txsb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk, Houston, Texas 77002.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' restructuring hotline at: (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties).

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Exhibit 3

Proposed Publication Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)

**NOTICE OF DEADLINES FOR THE FILING
OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR
PAYMENTS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

THE CLAIMS BAR DATE IS:

Thursday, May 23, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

THE GOVERNMENTAL CLAIMS BAR DATE IS:

Monday, August 19, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On [●], 2024, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, “Proofs of Claim”), in these chapter 11 cases of the following debtors and debtors in possession (collectively, the “Debtors”):

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155

DEBTOR	CASE NO.
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083

DEBTOR	CASE NO.
Statue of Liberty V, LLC	24-90090
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, *including* requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before ***Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”)***. Governmental entities that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before ***Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time (the “Governmental Bar Date”)***. All entities holding claims arising from the Debtors’ rejection of executory contracts and unexpired leases are required to file Proofs of Claim by ***the date that is (a) the later of the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease (the “Rejection Damages Bar Date”)***. All entities holding claims affected by an amendment to the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”) are required to file Proofs of Claim, by ***the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment of the Schedules, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claims against any Debtor (the “Amended Schedules Bar Date”)***.

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface

available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

Contents of Proofs of Claim. Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (3) clearly identify the Debtor against which the claim is asserted; (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; and (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink. **Please note** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

Section 503(b)(9) Requests for Payment. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); and/or (ii) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>.

Appendix 11

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
HORNBLOWER HOLDINGS LLC, <i>et al.</i> , ¹	)	Case No. 24-90061 (MI)
	)	
Debtors.	)	(Jointly Administered)
	)	

**CERTIFICATE OF NO OBJECTION WITH RESPECT TO DEBTORS' MOTION FOR
ENTRY OF AN ORDER (I) SETTING BAR DATES FOR FILING PROOFS OF CLAIM,
INCLUDING REQUESTS FOR PAYMENT UNDER SECTION 503(B)(9), (II)
ESTABLISHING AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES
BAR DATE, (III) APPROVING THE FORM AND MANNER FOR FILING PROOFS OF
CLAIM, INCLUDING SECTION 503(B)(9) REQUESTS,
AND (IV) APPROVING NOTICE OF BAR DATES**

[Relates to Docket No. 360]

Pursuant to the Procedures for Complex Cases in the Southern District of Texas and the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 26], the undersigned hereby certifies as follows:

1. On March 28, 2024, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bar Dates* [Docket No. 360] (the "Motion").

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is Pier 3 on The Embarcadero, San Francisco, CA 94111.

2. The deadline for receipt of objections to the Motion has passed.

3. In accordance with paragraph 44 of the Complex Case Procedures, the undersigned represents to the Court that the Debtors received and subsequently resolved that certain objection filed by Mary Rodgers-Rouzier at Docket No. 367, are unaware of any other objection to the Motion, and that counsel has reviewed the Court's docket and no other objection/response appears thereon.

4. Attached hereto as **Exhibit A** is a redline of the proposed *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bar Dates* (the "Proposed Order"), which incorporates comments from the Committee (as defined in the Motion) and Argonaut Insurance Company ("Argonaut"), compared to the original proposed order filed with the Motion [Docket No. 360-1]. The Debtors, the Committee, Argonaut, and Mary Rodgers-Rouzier have consented to the entry of the Proposed Order. A clean version of the Proposed Order is also attached hereto.

5. The Debtors respectfully request that the Court enter the Proposed Order.

[Remainder of Page Intentionally Left Blank]

Dated: April 22, 2024

Respectfully submitted,

By: /s/ John F. Higgins

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*Counsel to the Debtors and
the Debtors in Possession*

Certificate of Service

I certify that on April 22, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins

Exhibit A

Redline

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)
)

**ORDER (I) SETTING BAR DATES FOR FILING PROOFS
OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER
SECTION 503(b)(9), (II) ESTABLISHING AMENDED SCHEDULES
BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING
THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING
SECTION 503(b)(9) REQUESTS, AND (IV) APPROVING NOTICE OF BAR DATES**

[Relates to Docket No. [360](#)]

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) establishing deadlines for filing proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases, (b) establishing the Amended Schedules Bar Date and the Rejection Damages Bar Date (each as defined herein), (c) approving the form and manner for filing such claims, including any section 503(b)(9) requests for payment, and (d) approving notice of the Bar Dates (as defined herein); and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334;

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

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

and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

I. The Bar Dates and Procedures for Filing Proofs of Claim

1. Each entity³ that asserts a claim against any of the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** (the "Proof of Claim Form") or Official Form 410.⁴

³ Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" (including individuals, partnerships, corporations, joint ventures, and trusts) has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

⁴ Copies of Official Form 410 may be obtained by: (a) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); (b) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>; and/or (c) visiting the website maintained by the Court at <http://www.tx.uscourts.gov/bankruptcy>.

Except in the cases of governmental units and certain other exceptions explicitly set forth herein, *all Proofs of Claim must be filed so that they are actually received on or before ~~Monday~~Thursday, May ~~2023~~, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”), at the addresses and in the form set forth herein.* The Claims Bar Date applies to all types of claims against any of the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in this Bar Date Order. Holders of AQV Customer Deposit Claims (as defined herein) should review this Bar Date Order, including Sections II and III herein, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

2. Each employee and former employee of the Debtors and their non-Debtor affiliates that asserts a claim against the Debtors that arose before the Petition Date is authorized to file a Proof of Claim that redacts personally identifiable information with the Debtors’ Claims and Noticing Agent, provided that an unredacted Proof of Claim shall be provided upon request by the Debtors.

3. The Debtors are authorized to take reasonable action to prevent employees’ and former employees’ personally identifiable information from being publicly available on the claims register.

4. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors were a party, *so they*

are actually received on or before Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time (the “Governmental Bar Date”), at the address and in the form set forth herein.

5. Unless otherwise ordered, all entities asserting claims arising from the Debtors’ rejection of executory contracts and unexpired leases shall file a Proof of Claim on account of such rejection by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease (the “Rejection Damages Bar Date”).

6. If any of the Debtors amend the Schedules after having given notice of the Bar Dates (as defined below), the applicable Debtor shall give notice by first-class mail of any amendment to holders of claims affected thereby, and, except for entities that are exempt from complying with the applicable Bar Dates, as set forth in this Bar Date Order, the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date the notice of the Schedule amendment is mailed (the “Amended Schedules Bar Date” and together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

7. All Proofs of Claim must be filed or submitted so as to be *actually received* by the Claims and Noticing Agent on or before the applicable Bar Date. If Proofs of Claim are not received by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these

chapter 11 cases and/or receiving distributions from the applicable Debtor on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim

8. Except as otherwise set forth herein, the Debtors respectfully request that the Court require each of the following entities holding claims against the Debtors arising prior to the Petition Date to file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQV Customer Deposit Claims, see footnote 5 below);⁵
- c. any former or present full-time, part-time, salaried, or hourly employees whose claims relate to any grievance, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and/or unpaid severance, to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;
- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed

⁵ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen Voyages™, that were subsequently cancelled (collectively, the "AQV Customer Deposit Claims"). The Debtors have listed the AQV Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQV Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQV Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQV customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQV Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and

- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code; and,
- f. ~~any customers of AQV who believe their AQV Customer Deposit Claims are entitled to priority under section 507(a)(7) of the Bankruptcy Code.~~⁴

III. Parties Exempted from the Bar Date

9. The following categories of claimants, in the capacities described below, shall not be required to file a Proof of Claim by the Bar Date:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; provided, that, for the avoidance of doubt, the foregoing subsections (i) - (iii) apply to holders of AQV Customer Deposit Claims, as provided in footnote 5 of this Bar Date Order;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;

⁴- ~~The Debtors reserve all rights, defenses and remedies with respect to any such Proofs of Claim asserting priority status with respect to AQV Customer Deposit Claims.—~~

- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;
- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by this Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the

applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;

- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent (as defined in the RSA) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;
- o. any entity holding an equity interest in any Debtor; and
- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. Substantive Requirements of Proofs of Claim

10. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. ***Contents.*** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. ***Section 503(b)(9) Claim.*** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted;

and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. ***Electronic Signatures Permitted.*** Only ***original*** Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the specific Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as ~~applicable, indetermined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by~~ the Debtors' ~~sole discretion~~ in good faith.
- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as ~~applicable, indetermined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by~~ the Debtors' ~~sole discretion~~ in good faith.
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that (i) the Proof of Claim contains current contact information for the creditor or its designated representative from whom the Debtors may request the full supporting documentation and (ii) such party shall be required to transmit such documentation to Debtors' counsel no later than ten (10) days from the date of such request.
- g. ***Timely Service.*** Each Proof of Claim must be filed or submitted, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower> or (iii) if submitted through

non-electronic means, by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. ***Receipt of Service.*** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

11. Notwithstanding anything to the contrary, the DIP Agents and the DIP Secured Parties (each as defined in the DIP Order) shall, consistent with the terms of the DIP Order, not be required to file a Proof of Claim for any DIP Superpriority Claims, DIP Liens, or DIP Obligations (each as defined in the DIP Order).

V. Identification of Known Creditors.

12. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

VI. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices.

13. The Debtors will cause a written notice of the Bar Date Package to be served via email, facsimile, or first class mail no later than four (4) business days following entry of this Bar

Date Order, substantially in the form attached hereto as **Exhibit 2** (the “Bar Date Notice”) and a Proof of Claim Form (together, the “Bar Date Package”) to be mailed via email, facsimile, or first class mail to the following entities:

- a. the U.S. Trustee;
- b. the entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis);
- c. Davis Polk & Wardwell LLP, as counsel to Crestview;
- d. Milbank LLP, as counsel to the Ad Hoc Group;
- e. White & Case LLP, as counsel to the Senior DIP Lenders;
- f. Norton Rose Fulbright US LLP, as counsel to Alter Domus (US) LLC, as agent under the Superpriority Credit Agreement;
- g. Seward & Kissel LLP, as counsel to GLAS Trust Company LLC, as agent under the Senior DIP Facility;
- h. ArentFox Schiff LLP, as counsel to GLAS Trust Company LLC, as agent under the Junior DIP Facility and under the First Lien Credit Agreement;
- i. Cahill Gordon & Reindel LLP, as counsel to UBS AG, Stamford Branch, as agent under the Revolving Credit Agreement;
- j. Pachulski Stang Ziehl & Jones LLP, as proposed counsel to the Committee;
- k. all entities listed in the Schedules as holding claims (including those listed as contingent, unliquidated, or disputed) against the Debtors, including A Q V Customer Deposit Claims included in the Schedules;
- l. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- m. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;
- n. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;

- o. all entities who are party to executory contracts and unexpired leases with the Debtors;
- p. all entities who are party to active litigation with the Debtors;
- q. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- r. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- s. the Office of the Attorney General for the State of Texas and each of the states in which the Debtors conduct business;
- t. the District Director of the Internal Revenue Service for the Southern District of Texas;
- u. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- v. all other entities listed on the Debtors' matrix of creditors;
- w. the United States Securities and Exchange Commission; and
- x. the Office of the United States Attorney for the Southern District of Texas.

14. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; and (c) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. The Debtors' creditors that are listed in the Debtors' Schedules as contingent, unliquidated, or disputed shall receive a non-personalized Proof of Claim Form. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

15. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that:

(a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to fourteen (14) days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

16. The Debtors shall cause notice of the Claims Bar Date and the Governmental Bar Date to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the “Publication Notice”), on one occasion in the national edition of *The New York Times* and the *San Francisco Chronicle*, and any such other local publications that the Debtors deem appropriate and disclose in the Claims and Noticing Agent’s affidavit of service.

17. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

VII. Consequences of Failure to File a Proof of Claim

18. Any person or entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their chapter 11 estates (or filing a Proof of Claim with respect thereto) and the Debtors and their property and estates shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and liquidated. Such person or entity shall not be treated as a creditor with respect to such claim for any purpose in these chapter 11 cases.

19. Any such entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VIII. Miscellaneous

20. Nothing in the Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an

implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

21. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

22. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

24. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Houston, Texas

Dated: _____, 2024

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

To select a debtor, please see attached Exhibit A.

A list of Other Names Used by the Debtor in the Last 8 Years is attached as Rider No. 1

Official Form 410

Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

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

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

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

☐ No

☐ Yes From whom? _____

3. Where should notices and payments to the creditor be sent?

Federal Rule of
Bankruptcy Procedure
(FRBP) 2002(g)

Where should notices to the creditor be sent?

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one)

Where should payments to the creditor be sent? (if different)

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

4. Does this claim amend one already filed?

☐ No

☐ Yes Claim Number on court claims registry (if known) _____ Filed On _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ Yes Who made the earlier filing? _____

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

6. Do you have any number you use to identify the debtor?	☐ No ☐ Yes Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim? \$ _____	Does this amount include interest or other charges? ☐ No ☐ Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information _____
9. Is all or part of the claim secured?	☐ No ☐ Yes The claim is secured by a lien on property Nature of property: ☐ Real Estate If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> ☐ Motor Vehicle ☐ Other Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded). Value of Property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7). Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate: (when case was filed) _____ % ☐ Fixed ☐ Variable
10. Is this claim based on a lease?	☐ No ☐ Yes Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	☐ No ☐ Yes Identify the property: _____
12. Is this claim for the value of goods received by the debtor within 20 days before the commencement date of this case (11 U.S.C. §503(b)(9))?	☐ No ☐ Yes Amount of 503(b)(9) Claim: \$ _____

13. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?☐ No☐ Yes *Check all that apply***Amount entitled to priority**

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

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it.

FRBP 9011(b).

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

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

Check the appropriate box:

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am the guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date _____
MM / DD / YYYY

Signature

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

Name

First Name

Middle Name

Last Name

Title

Company

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

Address

Number

Street

City

State

ZIP Code

Contact Phone

Email

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- | | |
|--|---|
| ☐ Hornblower Holdings LLC - Case No. 24-90061 | ☐ HMS Global Maritime, LLC - Case No. 24-90101 |
| ☐ Alcatraz Cruises, LLC - Case No. 24-90062 | ☐ HMS Vessel Holdings, LLC - Case No. 24-90106 |
| ☐ Alcatraz Fleet, LLC - Case No. 24-90063 | ☐ HMS-Alabama, Inc. - Case No. 24-90115 |
| ☐ Alcatraz Freedom, LLC - Case No. 24-90066 | ☐ HMS-Oklahoma, Inc. - Case No. 24-90120 |
| ☐ Alcatraz Island Services, LLC - Case No. 24-90075 | ☐ HMS-WestPac, Inc. - Case No. 24-90130 |
| ☐ American Countess, LLC - Case No. 24-90080 | ☐ HNY Ferry, LLC - Case No. 24-90146 |
| ☐ American Duchess, LLC - Case No. 24-90082 | ☐ HNY Ferry II, LLC - Case No. 24-90142 |
| ☐ American Queen Holdco, LLC - Case No. 24-90086 | ☐ HNY Ferry Fleet, LLC - Case No. 24-90134 |
| ☐ American Queen Holdings, LLC - Case No. 24-90095 | ☐ Hornblower Cable Cars, Inc. - Case No. 24-90151 |
| ☐ American Queen Steamboat Operating Company, LLC - Case No. 24-90100 | ☐ Hornblower Canada Co. - Case No. 24-90068 |
| ☐ American Queen Sub, LLC - Case No. 24-90104 | ☐ Hornblower Canada Entertainment Limited - Case No. 24-90071 |
| ☐ Anchor Mexico Holdings, LLC - Case No. 24-90108 | ☐ Hornblower Canadian Holdings, Inc. - Case No. 24-90078 |
| ☐ Anchor Operating System, LLC - Case No. 24-90113 | ☐ Hornblower Consulting, LLC - Case No. 24-90155 |
| ☐ ASG Advisors, LLC - Case No. 24-90119 | ☐ Hornblower Cruise Holdings, LLC - Case No. 24-90154 |
| ☐ Babarusa, LLC - Case No. 24-90124 | ☐ Hornblower Cruises and Events Canada Limited - Case No. 24-90092 |
| ☐ Bay State, LLC - Case No. 24-90126 | ☐ Hornblower Cruises and Events, Inc. - Case No. 24-90087 |
| ☐ Booth Primary, LLC - Case No. 24-90132 | ☐ Hornblower Cruises and Events, LLC - Case No. 24-90149 |
| ☐ Boston Harbor Cruises, LLC - Case No. 24-90137 | ☐ Hornblower Development, LLC - Case No. 24-90076 |
| ☐ Choi Advisory, LLC - Case No. 24-90138 | ☐ Hornblower Energy, LLC - Case No. 24-90088 |
| ☐ City Cruises Cafe, LLC - Case No. 24-90064 | ☐ Hornblower Facility Operations, LLC - Case No. 24-90097 |
| ☐ City Cruises Limited - Case No. 24-90072 | ☐ Hornblower Ferry Holdings, LLC - Case No. 24-90117 |
| ☐ City Ferry Transportation Services, LLC - Case No. 24-90081 | ☐ Hornblower Ferry Holdings II, LLC - Case No. 24-90107 |
| ☐ Colugo Liner, LLC - Case No. 24-90085 | ☐ Hornblower Fleet, LLC - Case No. 24-90127 |
| ☐ Cruising Excursions Limited - Case No. 24-90089 | ☐ Hornblower Freedom, LLC - Case No. 24-90140 |
| ☐ Cruising Excursions Transport, Limited - Case No. 24-90094 | ☐ Hornblower Group, Inc. - Case No. 24-90067 |
| ☐ EON Partners, LLC - Case No. 24-90099 | ☐ Hornblower Group, LLC - Case No. 24-90157 |
| ☐ Falls Mer, LLC - Case No. 24-90105 | ☐ Hornblower Group Holdco, LLC - Case No. 24-90147 |
| ☐ Ferryboat Santa Rosa, LLC - Case No. 24-90109 | ☐ Hornblower Holdco, LLC - Case No. 24-90160 |
| ☐ Gharian Holdings, LLC - Case No. 24-90112 | ☐ Hornblower Holdings LP - Case No. 24-90162 |
| ☐ Gourd Management, LLC - Case No. 24-90118 | ☐ Hornblower Hospitality Services, LLC - Case No. 24-90163 |
| ☐ HBAQ Holdings, LLC - Case No. 24-90122 | ☐ Hornblower India Holdings, LLC - Case No. 24-90161 |
| ☐ HBAQ Holdings, LP - Case No. 24-90125 | ☐ Hornblower Metro Ferry, LLC - Case No. 24-90159 |
| ☐ HMS American Queen Steamboat Company, LLC - Case No. 24-90131 | ☐ Hornblower Metro Fleet, LLC - Case No. 24-90158 |
| ☐ HMS Ferries, Inc. - Case No. 24-90141 | ☐ Hornblower Metro Holdings, LLC - Case No. 24-90156 |
| ☐ HMS Ferries - Puerto Rico, LLC - Case No. 24-90136 | ☐ Hornblower Municipal Operations, LLC - Case No. 24-90069 |
| ☐ HMS Global Maritime, Inc. - Case No. 24-90144 | ☐ Hornblower New York, LLC - Case No. 24-90074 |

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- ☐ Hornblower Shipyard, LLC - Case No. 24-90079
- ☐ Hornblower Sub, LLC - Case No. 24-90084
- ☐ Hornblower UK Holdings Limited - Case No. 24-90091
- ☐ Hornblower Yachts, LLC - Case No. 24-90096
- ☐ JJ Audubon, LLC - Case No. 24-90102
- ☐ Journey Beyond Holdings, LLC - Case No. 24-90110
- ☐ Liberty Cruises, LLC - Case No. 24-90114
- ☐ Liberty Fleet, LLC - Case No. 24-90121
- ☐ Liberty Hospitality, LLC - Case No. 24-90128
- ☐ Liberty Landing Ferries, LLC - Case No. 24-90133
- ☐ Lyman Partners, LLC - Case No. 24-90139
- ☐ Madison Union, LLC - Case No. 24-90143
- ☐ Mission Bay Water Transit, LLC - Case No. 24-90148
- ☐ Mission Bay Water Transit Fleet, LLC - Case No. 24-90153
- ☐ Orane Partners, LLC - Case No. 24-90150
- ☐ San Francisco Pier 33, LLC - Case No. 24-90065
- ☐ SEA Operating Company, LLC - Case No. 24-90070
- ☐ Seaward Services, Inc. - Case No. 24-90073
- ☐ Statue Cruises, LLC - Case No. 24-90077
- ☐ Statue of Liberty IV, LLC - Case No. 24-90083
- ☐ Statue of Liberty V, LLC - Case No. 24-90090
- ☐ Statue of Liberty VI, LLC - Case No. 24-90093
- ☐ TCB Consulting, LLC - Case No. 24-90098
- ☐ Venture Ashore, LLC - Case No. 24-90103
- ☐ Victory Holdings I, LLC - Case No. 24-90111
- ☐ Victory Holdings II, LLC - Case No. 24-90116
- ☐ Victory Operating Company, LLC - Case No. 24-90123
- ☐ Walks, LLC (Delaware) - Case No. 24-90135
- ☐ Walks, LLC (Texas) - Case No. 24-90060
- ☐ Walks of New York Tours, LLC - Case No. 24-90129
- ☐ Yardarm Club (The) Limited - Case No. 24-90145
- ☐ York River Boat Cruises Limited - Case No. 24-90152

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Rider 1
Other Names Used in the Last 8 Years

Current Entity Name	Former Entity Name
Alcatraz Cruises, LLC	d/b/a Alcatraz City Cruises anchored by Hornblower
American Queen Steamboat Operating Company, LLC	f/k/a Great American Steamboat Company, LLC; d/b/a American Queen Voyages; American Queen Steamboat Company; American Queen; American Duchess; American Countess; American Empress
Boston Harbor Cruises, LLC	d/b/a Boston Harbor City Cruises anchored by Hornblower; Boston Harbor Cruises
City Cruises Café, LLC	d/b/a City Café
City Cruises Ltd.	f/k/a City Cruises Public Limited Company
Ferryboat Santa Rosa, LLC	f/k/a Ferryboat Santa Rosa Corporation
HMS Ferries, Inc.	d/b/a Oklahoma River Cruises; RiverLink Ferry; Pierce County Ferry anchored by Hornblower; Pensacola Bay City Ferry anchored by Hornblower; Cross Bay Ferry; St. Johns River Ferry
HMS Ferries – Puerto Rico, LLC	d/b/a Puerto Rico Ferry anchored by Hornblower
HMS-Alabama, Inc.	d/b/a Gees Bend Ferry; Mobile Bay Ferry
HMS-Oklahoma, Inc.	d/b/a Oklahoma River Cruises
HNH Ferry, LLC	d/b/a NYC Ferry; New York City Ferry; NY Ferry; City Ferry; Melting Pot; City Fishy; White Sands; Time Traveler; Dream Boat; Forget Me Knot; Cyclone Shark; Purpose; Koalafield Cruiser; Signs to Liberty; Tooth Ferry; Bay Hopper; Ferry Godmother; Curiosity; River Sprinter; Jewel of the Harbor; Starlight; Traversity; Golden Narrows; Seas the Day; Unity; Rainbow Cruise; Spring Mallard; Atlantic Compass; Ocean Queen Rockstar; Flyer; H203; H106; Happy Hauler; Great Eagle; Owls Head; Opportunity; H102; Friendship Express; H101; Connector; Hull 200; Hull 202; Hull 201; Waves of Wonder; Citywide Ferry; East River Ferry; Citywide Ferry by Hornblower; Urban Journey; Munsee; McShiny; Sunset Crossing
HNH Ferry II, LLC	d/b/a NYC Ferry; New York City Ferry; City Ferry
Hornblower Canada Co.	f/k/a Hornblower Canada Limited; d/b/a Niagara City Cruises anchored by Hornblower
Hornblower Canadian Holdings, Inc.	f/k/a Hornblower Canadian Holdings, LLC
Hornblower Consulting, LLC	f/k/a HMS Consulting and Technical, LLC; HMS Consulting, LLC
Hornblower Cruises and Events, Inc.	f/k/a Entertainment Cruises, Inc.
Hornblower Cruises and Events, LLC	f/k/a Spirit Cruises, LLC; d/b/a Capital Elite; Odyssey III; Spirit of Mount Vernon; National Elite; Spirit of Baltimore II; Cherry Blossom; Freedom Elite;
Hornblower Cruises and Events Canada Limited	f/k/a Island Memories Restaurant; d/b/a City Cruises anchored by Hornblower; Dockside Restaurant;
Hornblower Development, LLC	f/k/a Hornblower Development Corporation
Hornblower Energy, LLC	f/k/a Mission Bay Water Transit Holdings, LLC
Hornblower Fleet, LLC	f/k/a California Hornblower, LLC
Hornblower Freedom, LLC	f/k/a AQ Shore Excursions, LLC
Hornblower Holdings LLC	f/k/a Hornblower & American Queen Group GP, LLC
Hornblower Holdings LP	f/k/a Hornblower & American Queen Group, LP
Hornblower Hospitality Services, LLC	f/k/a Hornblower Hospitality Services, Inc.
Hornblower New York, LLC	f/k/a Statue Cruises Hospitality, LLC; Statue Hospitality LLC; d/b/a Hornblower Infinity; Hornblower Espirit; Hornblower Cruises & Events; Hornblower Serenity; Hornblower New York

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Hornblower Shipyard, LLC	d/b/a Hornblower Marine; Hornblower Marine Propulsion
Hornblower Yachts, LLC	d/b/a Just Dreamin; City Cruises anchored by Hornblower; Pacific Coast Yacht Club; Icon Yacht Charters; Charter Yachts of Newport Beach
Liberty Landing Ferries, LLC	d/b/a Liberty Landing City Ferry
SEA Operating Company, LLC	d/b/a American Queen Voyages
Statue Cruises, LLC	d/b/a Statue City Cruises anchored by Hornblower
Statue of Liberty IV, LLC	d/b/a Liberty IV
Statue of Liberty V, LLC	d/b/a Liberty V
Statue of Liberty VI, LLC	d/b/a Liberty VI
Victory Operating Company, LLC	d/b/a Ocean Victory; Ocean Navigator; Ocean Voyager; American Queen Voyages; Victory Cruise Lines

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

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

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

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to the court’s PACER system (www.pacer.psc.uscourts.gov) to view the filed form.

Understand the terms used in this form

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Offers to purchase a claim

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

Do not file these instructions with your form.

Exhibit 2

Proposed Bar Date Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
HORNBLOWER HOLDINGS LLC, <i>et al.</i> , ¹	)	
	)	Case No. 24-90061 (MI)
Debtors.	)	
	)	(Jointly Administered)

**NOTICE OF DEADLINES FOR THE FILING OF
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT
PURSUANT TO SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160

DEBTOR	CASE NO.
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083
Statue of Liberty V, LLC	24-90090
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

PLEASE TAKE NOTICE THAT:

On February 21, 2024, (the “Petition Date”), Hornblower Holdings LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), each filed a voluntary

petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On [●], 2024 the Court entered an order [Docket No. [●]] the (“Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) 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.

Holders of AQV Customer Deposit Claims (as defined herein) should review this Notice, including Sections II and III, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, ***including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by ~~Monday~~Thursday, May 2023, 2024, at 5:00 p.m., prevailing Central Time.*** Except as expressly set forth in this Notice and the Bar Date Order, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, ***all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date (i.e., by***

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time). The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. ***The Rejection Damages Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by the Rejection Damages Bar Date, (*i.e.*, by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the rejection of the applicable executory contract or unexpired lease*** of the Debtors).
- d. ***Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims affected by the amendment to the Debtors' Schedules are required to file Proofs of Claim by the Amended Schedules Bar Date (*i.e.*, by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the Schedules***).

II. WHO MUST FILE A PROOF OF CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQV Customer Deposit Claims, see footnote 3 below);³

³ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen Voyages™, that were subsequently cancelled (collectively, the "AQV Customer Deposit Claims"). The Debtors have listed the AQV Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQV Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQV Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQV customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they

- c. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any grievance, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation, prior to the Claims Bar Date to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;
- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code; ~~and,~~
- f. ~~any customers of AQV who believe their AQV Customer Deposit Claims are entitled to priority under section 507(a)(7) of the Bankruptcy Code.~~²

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates, in the capacities described below, need *not* file Proofs of Claims:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided, that, for the avoidance of doubt, the foregoing subsections (i) - (iii)*

allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQV Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

²- ~~The Debtors reserve all rights, defenses and remedies with respect to any such Proofs of Claim asserting priority status with respect to AQV Customer Deposit Claims.—~~

apply to holders of AQV Customer Deposit Claims, as provided in footnote 3 of this Notice;

- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;
- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;
- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by the Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to

include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;

- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;
- o. any entity holding an equity interest in any Debtor; and
- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. ***Contents.*** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. ***Section 503(b)(9) Claim.*** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. ***Electronic Signatures Permitted.*** Only *original* Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims

administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as ~~applicable, in~~ determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors' ~~sole discretion~~ in good faith.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as ~~applicable, in~~ determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors' ~~sole discretion~~ in good faith.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that (i) the Proof of Claim contains current contact information for the creditor or its designated representative from whom the Debtors may request the full supporting documentation and (ii) such party shall be required to transmit such documentation to Debtors' counsel no later than ten (10) days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be *actually received* by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC
MAIL WILL NOT BE ACCEPTED.**

- h. ***Receipt of Service.*** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or

“unliquidated,” you need **not** file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION

Copies of the Debtors’ Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors’ website at <https://omniagentsolutions.com/Hornblower>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court’s website at <http://ecf.txsb.uscourts.gov>. A login identification and password to the Court’s Public Access to Court Electronic Records (“**PACER**”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk, Houston, Texas 77002.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors’ restructuring hotline at: (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties).

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.
--

Exhibit 3

Proposed Publication Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)

**NOTICE OF DEADLINES FOR THE FILING
OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR
PAYMENTS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

THE CLAIMS BAR DATE IS:

~~Monday~~Thursday, May ~~2023~~, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

THE GOVERNMENTAL CLAIMS BAR DATE IS:

Monday, August 19, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On [●], 2024, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, “Proofs of Claim”), in these chapter 11 cases of the following debtors and debtors in possession (collectively, the “Debtors”):

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155

DEBTOR	CASE NO.
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083
Statue of Liberty V, LLC	24-90090

DEBTOR	CASE NO.
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, *including* requests for payment under section 503(b)(9) of the Bankruptcy Code, MUST FILE A PROOF OF CLAIM on or before ~~Monday~~Thursday, May 2023, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”). Governmental entities that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, MUST FILE A PROOF OF CLAIM on or before *Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time* (the “Governmental Bar Date”). All entities holding claims arising from the Debtors’ rejection of executory contracts and unexpired leases are required to file Proofs of Claim by *the date that is (a) the later of the Claims Bar Date or the Governmental Bar Date*, as applicable, and *(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease* (the “Rejection Damages Bar Date”). All entities holding claims affected by an amendment to the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”) are required to file Proofs of Claim, by *the later of (a) the Claims Bar Date or the Governmental Bar Date*, as applicable, and *(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment of the Schedules*, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claims against any Debtor (the “Amended Schedules Bar Date”).

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface

available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

Contents of Proofs of Claim. Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (3) clearly identify the Debtor against which the claim is asserted; (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink; and (6) include as attachments any and all supporting documentation on which the claim is based. ***Please note*** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case, ~~in~~ as determined by the Debtors' ~~sole discretion in good faith~~.

Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

Section 503(b)(9) Requests for Payment. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free

U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); and/or (ii) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>.

Summary report: Litera Compare for Word 11.6.0.100 Document comparison done on 4/22/2024 12:09:56 PM	
Style name: PW Basic	
Intelligent Table Comparison: Active	
Original DMS: iw://US/US1/19376497/1	
Modified DMS: iw://US/US1/19376497/7	
Changes:	
<u>Add</u>	43
Delete	35
Move From	6
<u>Move To</u>	6
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	90

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)
)

**ORDER (I) SETTING BAR DATES FOR FILING PROOFS
OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER
SECTION 503(b)(9), (II) ESTABLISHING AMENDED SCHEDULES
BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING
THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING
SECTION 503(b)(9) REQUESTS, AND (IV) APPROVING NOTICE OF BAR DATES**

[Relates to Docket No. 360]

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) establishing deadlines for filing proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases, (b) establishing the Amended Schedules Bar Date and the Rejection Damages Bar Date (each as defined herein), (c) approving the form and manner for filing such claims, including any section 503(b)(9) requests for payment, and (d) approving notice of the Bar Dates (as defined herein); and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

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

a core proceeding pursuant to 28 U.S.C. § 157(b); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

I. The Bar Dates and Procedures for Filing Proofs of Claim

1. Each entity³ that asserts a claim against any of the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** (the "Proof of Claim Form") or Official Form 410.⁴ Except in the cases of governmental units and certain other exceptions explicitly set forth herein, ***all***

³ Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" (including individuals, partnerships, corporations, joint ventures, and trusts) has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

⁴ Copies of Official Form 410 may be obtained by: (a) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); (b) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>; and/or (c) visiting the website maintained by the Court at <http://www.tx.uscourts.gov/bankruptcy>.

Proofs of Claim must be filed so that they are actually received on or before Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”), at the addresses and in the form set forth herein. The Claims Bar Date applies to all types of claims against any of the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in this Bar Date Order. Holders of AQV Customer Deposit Claims (as defined herein) should review this Bar Date Order, including Sections II and III herein, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

2. Each employee and former employee of the Debtors and their non-Debtor affiliates that asserts a claim against the Debtors that arose before the Petition Date is authorized to file a Proof of Claim that redacts personally identifiable information with the Debtors’ Claims and Noticing Agent, provided that an unredacted Proof of Claim shall be provided upon request by the Debtors.

3. The Debtors are authorized to take reasonable action to prevent employees’ and former employees’ personally identifiable information from being publicly available on the claims register.

4. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors were a party, ***so they are actually received on or before Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time*** (the “Governmental Bar Date”), at the address and in the form set forth herein.

5. Unless otherwise ordered, all entities asserting claims arising from the Debtors' rejection of executory contracts and unexpired leases shall file a Proof of Claim on account of such rejection by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following entry of the order approving the Debtors' rejection of the applicable executory contract or unexpired lease (the "Rejection Damages Bar Date").

6. If any of the Debtors amend the Schedules after having given notice of the Bar Dates (as defined below), the applicable Debtor shall give notice by first-class mail of any amendment to holders of claims affected thereby, and, except for entities that are exempt from complying with the applicable Bar Dates, as set forth in this Bar Date Order, the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date the notice of the Schedule amendment is mailed (the "Amended Schedules Bar Date") and together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the "Bar Date" or "Bar Dates").

7. All Proofs of Claim must be filed or submitted so as to be **actually received** by the Claims and Noticing Agent on or before the applicable Bar Date. If Proofs of Claim are not received by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the applicable Debtor on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim

8. Except as otherwise set forth herein, the Debtors respectfully request that the Court require each of the following entities holding claims against the Debtors arising prior to the Petition Date to file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQP Customer Deposit Claims, see footnote 5 below);⁵
- c. any former or present full-time, part-time, salaried, or hourly employees whose claims relate to any grievance, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and/or unpaid severance, to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;
- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

⁵ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen VoyagesTM, that were subsequently cancelled (collectively, the "AQP Customer Deposit Claims"). The Debtors have listed the AQP Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQP Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQP Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQP customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQP Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

III. Parties Exempted from the Bar Date

9. The following categories of claimants, in the capacities described below, shall not be required to file a Proof of Claim by the Bar Date:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided*, that, for the avoidance of doubt, the foregoing subsections (i) - (iii) apply to holders of AQV Customer Deposit Claims, as provided in footnote 5 of this Bar Date Order;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;
- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;
- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;

- k. any entity holding a claim for which a separate deadline is fixed by this Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;
- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent (as defined in the RSA) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;
- o. any entity holding an equity interest in any Debtor; and

- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. Substantive Requirements of Proofs of Claim

10. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the specific Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which

the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that (i) the Proof of Claim contains current contact information for the creditor or its designated representative from whom the Debtors may request the full supporting documentation and (ii) such party shall be required to transmit such documentation to Debtors' counsel no later than ten (10) days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed or submitted, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower> or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. **Receipt of Service.** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

11. Notwithstanding anything to the contrary, the DIP Agents and the DIP Secured Parties (each as defined in the DIP Order) shall, consistent with the terms of the DIP Order, not be

required to file a Proof of Claim for any DIP Superpriority Claims, DIP Liens, or DIP Obligations (each as defined in the DIP Order).

V. Identification of Known Creditors.

12. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

VI. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices.

13. The Debtors will cause a written notice of the Bar Date Package to be served via email, facsimile, or first class mail no later than four (4) business days following entry of this Bar Date Order, substantially in the form attached hereto as **Exhibit 2** (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to be mailed via email, facsimile, or first class mail to the following entities:

- a. the U.S. Trustee;
- b. the entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis);
- c. Davis Polk & Wardwell LLP, as counsel to Crestview;
- d. Milbank LLP, as counsel to the Ad Hoc Group;
- e. White & Case LLP, as counsel to the Senior DIP Lenders;
- f. Norton Rose Fulbright US LLP, as counsel to Alter Domus (US) LLC, as agent under the Superpriority Credit Agreement;
- g. Seward & Kissel LLP, as counsel to GLAS Trust Company LLC, as agent under the Senior DIP Facility;
- h. ArentFox Schiff LLP, as counsel to GLAS Trust Company LLC, as agent under the Junior DIP Facility and under the First Lien Credit Agreement;
- i. Cahill Gordon & Reindel LLP, as counsel to UBS AG, Stamford Branch, as agent under the Revolving Credit Agreement;

- j. Pachulski Stang Ziehl & Jones LLP, as proposed counsel to the Committee;
- k. all entities listed in the Schedules as holding claims (including those listed as contingent, unliquidated, or disputed) against the Debtors, including AQV Customer Deposit Claims included in the Schedules;
- l. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- m. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;
- n. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- o. all entities who are party to executory contracts and unexpired leases with the Debtors;
- p. all entities who are party to active litigation with the Debtors;
- q. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- r. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- s. the Office of the Attorney General for the State of Texas and each of the states in which the Debtors conduct business;
- t. the District Director of the Internal Revenue Service for the Southern District of Texas;
- u. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- v. all other entities listed on the Debtors' matrix of creditors;
- w. the United States Securities and Exchange Commission; and
- x. the Office of the United States Attorney for the Southern District of Texas.

14. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; and

(c) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. The Debtors' creditors that are listed in the Debtors' Schedules as contingent, unliquidated, or disputed shall receive a non-personalized Proof of Claim Form. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

15. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to fourteen (14) days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

16. The Debtors shall cause notice of the Claims Bar Date and the Governmental Bar Date to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in the national edition of *The New York Times* and the

San Francisco Chronicle, and any such other local publications that the Debtors deem appropriate and disclose in the Claims and Noticing Agent's affidavit of service.

17. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

VII. Consequences of Failure to File a Proof of Claim

18. Any person or entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their chapter 11 estates (or filing a Proof of Claim with respect thereto) and the Debtors and their property and estates shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and liquidated. Such person or entity shall not be treated as a creditor with respect to such claim for any purpose in these chapter 11 cases.

19. Any such entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution

in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VIII. Miscellaneous

20. Nothing in the Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

21. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

22. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

24. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Houston, Texas

Dated: _____, 2024

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

To select a debtor, please see attached Exhibit A.

A list of Other Names Used by the Debtor in the Last 8 Years is attached as Rider No. 1

Official Form 410

Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

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

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

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

☐ No

☐ Yes From whom? _____

3. Where should notices and payments to the creditor be sent?

Federal Rule of
Bankruptcy Procedure
(FRBP) 2002(g)

Where should notices to the creditor be sent?

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one)

Where should payments to the creditor be sent? (if different)

Name _____

Number Street _____

City State ZIP Code _____

Contact Phone _____

Contact email _____

4. Does this claim amend one already filed?

☐ No

☐ Yes Claim Number on court claims registry (if known) _____ Filed On _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ Yes Who made the earlier filing? _____

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

6. Do you have any number you use to identify the debtor?	☐ No ☐ Yes Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim? \$ _____	Does this amount include interest or other charges? ☐ No ☐ Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information _____
9. Is all or part of the claim secured?	☐ No ☐ Yes The claim is secured by a lien on property Nature of property: ☐ Real Estate If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> ☐ Motor Vehicle ☐ Other Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded). Value of Property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7). Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate: (when case was filed) _____ % ☐ Fixed ☐ Variable
10. Is this claim based on a lease?	☐ No ☐ Yes Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	☐ No ☐ Yes Identify the property: _____
12. Is this claim for the value of goods received by the debtor within 20 days before the commencement date of this case (11 U.S.C. §503(b)(9))?	☐ No ☐ Yes Amount of 503(b)(9) Claim: \$ _____

13. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?☐ No☐ Yes *Check all that apply***Amount entitled to priority**

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

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it.

FRBP 9011(b).

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

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

Check the appropriate box:

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am the guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date _____
MM / DD / YYYY

Signature

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

Name

First Name

Middle Name

Last Name

Title

Company

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

Address

Number

Street

City

State

ZIP Code

Contact Phone

Email

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- | | |
|--|---|
| ☐ Hornblower Holdings LLC - Case No. 24-90061 | ☐ HMS Global Maritime, LLC - Case No. 24-90101 |
| ☐ Alcatraz Cruises, LLC - Case No. 24-90062 | ☐ HMS Vessel Holdings, LLC - Case No. 24-90106 |
| ☐ Alcatraz Fleet, LLC - Case No. 24-90063 | ☐ HMS-Alabama, Inc. - Case No. 24-90115 |
| ☐ Alcatraz Freedom, LLC - Case No. 24-90066 | ☐ HMS-Oklahoma, Inc. - Case No. 24-90120 |
| ☐ Alcatraz Island Services, LLC - Case No. 24-90075 | ☐ HMS-WestPac, Inc. - Case No. 24-90130 |
| ☐ American Countess, LLC - Case No. 24-90080 | ☐ HNY Ferry, LLC - Case No. 24-90146 |
| ☐ American Duchess, LLC - Case No. 24-90082 | ☐ HNY Ferry II, LLC - Case No. 24-90142 |
| ☐ American Queen Holdco, LLC - Case No. 24-90086 | ☐ HNY Ferry Fleet, LLC - Case No. 24-90134 |
| ☐ American Queen Holdings, LLC - Case No. 24-90095 | ☐ Hornblower Cable Cars, Inc. - Case No. 24-90151 |
| ☐ American Queen Steamboat Operating Company, LLC - Case No. 24-90100 | ☐ Hornblower Canada Co. - Case No. 24-90068 |
| ☐ American Queen Sub, LLC - Case No. 24-90104 | ☐ Hornblower Canada Entertainment Limited - Case No. 24-90071 |
| ☐ Anchor Mexico Holdings, LLC - Case No. 24-90108 | ☐ Hornblower Canadian Holdings, Inc. - Case No. 24-90078 |
| ☐ Anchor Operating System, LLC - Case No. 24-90113 | ☐ Hornblower Consulting, LLC - Case No. 24-90155 |
| ☐ ASG Advisors, LLC - Case No. 24-90119 | ☐ Hornblower Cruise Holdings, LLC - Case No. 24-90154 |
| ☐ Babarusa, LLC - Case No. 24-90124 | ☐ Hornblower Cruises and Events Canada Limited - Case No. 24-90092 |
| ☐ Bay State, LLC - Case No. 24-90126 | ☐ Hornblower Cruises and Events, Inc. - Case No. 24-90087 |
| ☐ Booth Primary, LLC - Case No. 24-90132 | ☐ Hornblower Cruises and Events, LLC - Case No. 24-90149 |
| ☐ Boston Harbor Cruises, LLC - Case No. 24-90137 | ☐ Hornblower Development, LLC - Case No. 24-90076 |
| ☐ Choi Advisory, LLC - Case No. 24-90138 | ☐ Hornblower Energy, LLC - Case No. 24-90088 |
| ☐ City Cruises Cafe, LLC - Case No. 24-90064 | ☐ Hornblower Facility Operations, LLC - Case No. 24-90097 |
| ☐ City Cruises Limited - Case No. 24-90072 | ☐ Hornblower Ferry Holdings, LLC - Case No. 24-90117 |
| ☐ City Ferry Transportation Services, LLC - Case No. 24-90081 | ☐ Hornblower Ferry Holdings II, LLC - Case No. 24-90107 |
| ☐ Colugo Liner, LLC - Case No. 24-90085 | ☐ Hornblower Fleet, LLC - Case No. 24-90127 |
| ☐ Cruising Excursions Limited - Case No. 24-90089 | ☐ Hornblower Freedom, LLC - Case No. 24-90140 |
| ☐ Cruising Excursions Transport, Limited - Case No. 24-90094 | ☐ Hornblower Group, Inc. - Case No. 24-90067 |
| ☐ EON Partners, LLC - Case No. 24-90099 | ☐ Hornblower Group, LLC - Case No. 24-90157 |
| ☐ Falls Mer, LLC - Case No. 24-90105 | ☐ Hornblower Group Holdco, LLC - Case No. 24-90147 |
| ☐ Ferryboat Santa Rosa, LLC - Case No. 24-90109 | ☐ Hornblower Holdco, LLC - Case No. 24-90160 |
| ☐ Gharian Holdings, LLC - Case No. 24-90112 | ☐ Hornblower Holdings LP - Case No. 24-90162 |
| ☐ Gourd Management, LLC - Case No. 24-90118 | ☐ Hornblower Hospitality Services, LLC - Case No. 24-90163 |
| ☐ HBAQ Holdings, LLC - Case No. 24-90122 | ☐ Hornblower India Holdings, LLC - Case No. 24-90161 |
| ☐ HBAQ Holdings, LP - Case No. 24-90125 | ☐ Hornblower Metro Ferry, LLC - Case No. 24-90159 |
| ☐ HMS American Queen Steamboat Company, LLC - Case No. 24-90131 | ☐ Hornblower Metro Fleet, LLC - Case No. 24-90158 |
| ☐ HMS Ferries, Inc. - Case No. 24-90141 | ☐ Hornblower Metro Holdings, LLC - Case No. 24-90156 |
| ☐ HMS Ferries - Puerto Rico, LLC - Case No. 24-90136 | ☐ Hornblower Municipal Operations, LLC - Case No. 24-90069 |
| ☐ HMS Global Maritime, Inc. - Case No. 24-90144 | ☐ Hornblower New York, LLC - Case No. 24-90074 |

Proof of Claim - Exhibit A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS

Fill in the information to identify the case (Select only one Debtor per form):

- ☐ Hornblower Shipyard, LLC - Case No. 24-90079
- ☐ Hornblower Sub, LLC - Case No. 24-90084
- ☐ Hornblower UK Holdings Limited - Case No. 24-90091
- ☐ Hornblower Yachts, LLC - Case No. 24-90096
- ☐ JJ Audubon, LLC - Case No. 24-90102
- ☐ Journey Beyond Holdings, LLC - Case No. 24-90110
- ☐ Liberty Cruises, LLC - Case No. 24-90114
- ☐ Liberty Fleet, LLC - Case No. 24-90121
- ☐ Liberty Hospitality, LLC - Case No. 24-90128
- ☐ Liberty Landing Ferries, LLC - Case No. 24-90133
- ☐ Lyman Partners, LLC - Case No. 24-90139
- ☐ Madison Union, LLC - Case No. 24-90143
- ☐ Mission Bay Water Transit, LLC - Case No. 24-90148
- ☐ Mission Bay Water Transit Fleet, LLC - Case No. 24-90153
- ☐ Orane Partners, LLC - Case No. 24-90150
- ☐ San Francisco Pier 33, LLC - Case No. 24-90065
- ☐ SEA Operating Company, LLC - Case No. 24-90070
- ☐ Seaward Services, Inc. - Case No. 24-90073
- ☐ Statue Cruises, LLC - Case No. 24-90077
- ☐ Statue of Liberty IV, LLC - Case No. 24-90083
- ☐ Statue of Liberty V, LLC - Case No. 24-90090
- ☐ Statue of Liberty VI, LLC - Case No. 24-90093
- ☐ TCB Consulting, LLC - Case No. 24-90098
- ☐ Venture Ashore, LLC - Case No. 24-90103
- ☐ Victory Holdings I, LLC - Case No. 24-90111
- ☐ Victory Holdings II, LLC - Case No. 24-90116
- ☐ Victory Operating Company, LLC - Case No. 24-90123
- ☐ Walks, LLC (Delaware) - Case No. 24-90135
- ☐ Walks, LLC (Texas) - Case No. 24-90060
- ☐ Walks of New York Tours, LLC - Case No. 24-90129
- ☐ Yardarm Club (The) Limited - Case No. 24-90145
- ☐ York River Boat Cruises Limited - Case No. 24-90152

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Rider 1
Other Names Used in the Last 8 Years

Current Entity Name	Former Entity Name
Alcatraz Cruises, LLC	d/b/a Alcatraz City Cruises anchored by Hornblower
American Queen Steamboat Operating Company, LLC	f/k/a Great American Steamboat Company, LLC; d/b/a American Queen Voyages; American Queen Steamboat Company; American Queen; American Duchess; American Countess; American Empress
Boston Harbor Cruises, LLC	d/b/a Boston Harbor City Cruises anchored by Hornblower; Boston Harbor Cruises
City Cruises Café, LLC	d/b/a City Café
City Cruises Ltd.	f/k/a City Cruises Public Limited Company
Ferryboat Santa Rosa, LLC	f/k/a Ferryboat Santa Rosa Corporation
HMS Ferries, Inc.	d/b/a Oklahoma River Cruises; RiverLink Ferry; Pierce County Ferry anchored by Hornblower; Pensacola Bay City Ferry anchored by Hornblower; Cross Bay Ferry; St. Johns River Ferry
HMS Ferries – Puerto Rico, LLC	d/b/a Puerto Rico Ferry anchored by Hornblower
HMS-Alabama, Inc.	d/b/a Gees Bend Ferry; Mobile Bay Ferry
HMS-Oklahoma, Inc.	d/b/a Oklahoma River Cruises
HCNY Ferry, LLC	d/b/a NYC Ferry; New York City Ferry; NY Ferry; City Ferry; Melting Pot; City Fishy; White Sands; Time Traveler; Dream Boat; Forget Me Knot; Cyclone Shark; Purpose; Koalafield Cruiser; Signs to Liberty; Tooth Ferry; Bay Hopper; Ferry Godmother; Curiosity; River Sprinter; Jewel of the Harbor; Starlight; Traversity; Golden Narrows; Seas the Day; Unity; Rainbow Cruise; Spring Mallard; Atlantic Compass; Ocean Queen Rockstar; Flyer; H203; H106; Happy Hauler; Great Eagle; Owls Head; Opportunity; H102; Friendship Express; H101; Connector; Hull 200; Hull 202; Hull 201; Waves of Wonder; Citywide Ferry; East River Ferry; Citywide Ferry by Hornblower; Urban Journey; Munsee; McShiny; Sunset Crossing
HCNY Ferry II, LLC	d/b/a NYC Ferry; New York City Ferry; City Ferry
Hornblower Canada Co.	f/k/a Hornblower Canada Limited; d/b/a Niagara City Cruises anchored by Hornblower
Hornblower Canadian Holdings, Inc.	f/k/a Hornblower Canadian Holdings, LLC
Hornblower Consulting, LLC	f/k/a HMS Consulting and Technical, LLC; HMS Consulting, LLC
Hornblower Cruises and Events, Inc.	f/k/a Entertainment Cruises, Inc.
Hornblower Cruises and Events, LLC	f/k/a Spirit Cruises, LLC; d/b/a Capital Elite; Odyssey III; Spirit of Mount Vernon; National Elite; Spirit of Baltimore II; Cherry Blossom; Freedom Elite;
Hornblower Cruises and Events Canada Limited	f/k/a Island Memories Restaurant; d/b/a City Cruises anchored by Hornblower; Dockside Restaurant;
Hornblower Development, LLC	f/k/a Hornblower Development Corporation
Hornblower Energy, LLC	f/k/a Mission Bay Water Transit Holdings, LLC
Hornblower Fleet, LLC	f/k/a California Hornblower, LLC
Hornblower Freedom, LLC	f/k/a AQ Shore Excursions, LLC
Hornblower Holdings LLC	f/k/a Hornblower & American Queen Group GP, LLC
Hornblower Holdings LP	f/k/a Hornblower & American Queen Group, LP
Hornblower Hospitality Services, LLC	f/k/a Hornblower Hospitality Services, Inc.
Hornblower New York, LLC	f/k/a Statue Cruises Hospitality, LLC; Statue Hospitality LLC; d/b/a Hornblower Infinity; Hornblower Espirit; Hornblower Cruises & Events; Hornblower Serenity; Hornblower New York

Debtor **Hornblower Holdings LLC, et al.**Case Number **Case No. 24-90061 (MI)**

Hornblower Shipyard, LLC	d/b/a Hornblower Marine; Hornblower Marine Propulsion
Hornblower Yachts, LLC	d/b/a Just Dreamin; City Cruises anchored by Hornblower; Pacific Coast Yacht Club; Icon Yacht Charters; Charter Yachts of Newport Beach
Liberty Landing Ferries, LLC	d/b/a Liberty Landing City Ferry
SEA Operating Company, LLC	d/b/a American Queen Voyages
Statue Cruises, LLC	d/b/a Statue City Cruises anchored by Hornblower
Statue of Liberty IV, LLC	d/b/a Liberty IV
Statue of Liberty V, LLC	d/b/a Liberty V
Statue of Liberty VI, LLC	d/b/a Liberty VI
Victory Operating Company, LLC	d/b/a Ocean Victory; Ocean Navigator; Ocean Voyager; American Queen Voyages; Victory Cruise Lines

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

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

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

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to the court’s PACER system (www.pacer.psc.uscourts.gov) to view the filed form.

Understand the terms used in this form

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Offers to purchase a claim

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

Do not file these instructions with your form.

Exhibit 2

Proposed Bar Date Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
HORNBLOWER HOLDINGS LLC, <i>et al.</i> , ¹	)	
	)	Case No. 24-90061 (MI)
Debtors.	)	
	)	(Jointly Administered)

**NOTICE OF DEADLINES FOR THE FILING OF
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT
PURSUANT TO SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160

DEBTOR	CASE NO.
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083
Statue of Liberty V, LLC	24-90090
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

PLEASE TAKE NOTICE THAT:

On February 21, 2024, (the “Petition Date”), Hornblower Holdings LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), each filed a voluntary petition

for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On [●], 2024 the Court entered an order [Docket No. [●]] the (“Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) 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.

Holders of AQV Customer Deposit Claims (as defined herein) should review this Notice, including Sections II and III, to determine whether such holder should file a Proof of Claim by the applicable Bar Date(s).

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, ***including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time.*** Except as expressly set forth in this Notice and the Bar Date Order, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, ***all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date (i.e., by Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time).*** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date,

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. ***The Rejection Damages Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by the Rejection Damages Bar Date, (i.e., by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the rejection of the applicable executory contract or unexpired lease*** of the Debtors).
- d. ***Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims affected by the amendment to the Debtors' Schedules are required to file Proofs of Claim by the Amended Schedules Bar Date (i.e., by the date that is ***the later of (a) the Claims Bar Date or the Governmental Bar Date***, as applicable, and ***(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the Schedules***).

II. WHO MUST FILE A PROOF OF CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to share in any distribution in any of these chapter 11 cases;
- b. any 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 (for holders of AQP Customer Deposit Claims, see footnote 3 below);³
- c. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any grievance, including claims for wrongful

³ The Schedules include all claims, based on the Debtors' books and records, with respect to payments made by persons or entities on account of cruises that were scheduled to be operated by American Queen Steamboat Operating Company, LLC ("AQSOC") or Victory Operating Company, LLC ("VOC"), each doing business as American Queen Voyages™, that were subsequently cancelled (collectively, the "AQP Customer Deposit Claims"). The Debtors have listed the AQP Customer Deposit Claims on the Schedules as neither "contingent", nor "unliquidated", nor "disputed". To the extent that an AQP Customer Deposit Claim is held by an individual person, the Debtors have also indicated the portion of the AQP Customer Deposit Claim that is entitled to priority under section 507(a)(7) of the Bankruptcy Code. Any AQP customer who disagrees with the amount of the priority claim set forth in the Debtors' Schedules must file a Proof of Claim asserting the priority amount they allege is correct. The Debtors reserve all rights, defenses and remedies with respect to all AQP Customer Deposit Claims, including with respect to the extent and timing of distributions, if any, under the Plan related thereto.

termination, discrimination, harassment, hostile work environment, and/or retaliation, prior to the Claims Bar Date to the extent grounds for such grievances arose on or prior to the Petition Date; *provided* that current employees of the Debtors are not required to file a Proof of Claim for wages, commissions, or benefits;

- d. any entity that believes its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates, in the capacities described below, need **not** file Proofs of Claims:

- a. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any entity that already has filed a signed Proof of Claim against the applicable Debtor or submitted a signed Proof of Claim with the Claims and Noticing Agent in a form substantially similar to Official Form 410 against the applicable Debtor, but only with respect to the particular claim that was properly filed against the correct Debtor(s);
- c. any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided*, that, for the avoidance of doubt, the foregoing subsections (i) - (iii) apply to holders of AQV Customer Deposit Claims, as provided in footnote 3 of this Notice;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any person or entity asserting an unsecured non-priority AQV Customer Deposit Claim who has submitted a claim form via the AQV Refund Website;
- f. any Debtor or non-Debtor affiliate, parent, or subsidiary (whether direct or indirect and whether wholly owned or not) having a claim against a Debtor;
- g. any entity whose claim is solely against any non-Debtor affiliates;

- h. any entity whose claim has been paid in full by a Debtor pursuant to the Bankruptcy Code or in accordance with a Court order;
- i. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by the Court;
- l. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, including any professionals retained by the Debtors or the Committee, or any other statutory committee, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 330 and 331 of the Bankruptcy Code, but in each case, solely to the extent of such administrative claim(s); *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claim by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- m. any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the Court in these chapter 11 cases, including, without limitation, pursuant to the DIP Order, including, for the avoidance of doubt, the DIP Agents, DIP Secured Parties, Prepetition First Lien Loan Parties, Prepetition Revolving Loan Parties, and the Prepetition Agents (each as defined in the DIP Order), as set forth in the DIP Order; *provided* that (i) each applicable Agent and DIP Agent (as defined in the DIP Order) is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims arising under the applicable DIP Credit Agreement or Prepetition Credit Agreement, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the applicable holder of a claim for any fees, expenses, or other obligations arising or payable under the DIP Order or Prepetition Credit Agreement, as applicable, which instruments, agreements or other documents will be provided upon written request to counsel to the applicable Agent or DIP Agent;
- n. any holder of a JBIH Claim for any Claims arising under or in connection with the JBIH Credit Agreement; *provided* that (i) the JBIH Agent is authorized but not directed to file a single master Proof of Claim in the Debtors' lead case by the Claims Bar Date with regard to all of the claims thereunder, which shall be deemed to have been filed against each applicable Debtor, and (ii) any such master Proof of Claim shall not be required to include any instruments, agreements or other documents evidencing the obligations owing by each applicable Debtor to the

applicable holder of JBIH Claims, which instruments, agreements or other documents will be provided upon written request to counsel to the JBIH Agent;

- o. any entity holding an equity interest in any Debtor; and
- p. any counterparty to an executory contract or unexpired lease whose contract or lease is assumed or assumed and assigned by the Debtors, solely with respect to claims arising under such contract or lease or any related agreements.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically or in ink by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 24-90061 (MI)), or otherwise without identifying a specific Debtor, may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Hornblower Group, Inc. or American

Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that (i) the Proof of Claim contains current contact information for the creditor or its designated representative from whom the Debtors may request the full supporting documentation and (ii) such party shall be required to transmit such documentation to Debtors' counsel no later than ten (10) days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC
MAIL WILL NOT BE ACCEPTED.**

- h. **Receipt of Service.** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);

- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://omniagentsolutions.com/Hornblower>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://ecf.txsb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk, Houston, Texas 77002.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' restructuring hotline at: (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties).

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Exhibit 3

Proposed Publication Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Jointly Administered)
)

**NOTICE OF DEADLINES FOR THE FILING
OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR
PAYMENTS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

THE CLAIMS BAR DATE IS:

Thursday, May 23, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

THE GOVERNMENTAL CLAIMS BAR DATE IS:

Monday, August 19, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On [●], 2024, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, “Proofs of Claim”), in these chapter 11 cases of the following debtors and debtors in possession (collectively, the “Debtors”):

DEBTOR	CASE NO.
Hornblower Holdings LLC	24-90061
Alcatraz Cruises, LLC	24-90062
Alcatraz Fleet, LLC	24-90063
Alcatraz Freedom, LLC	24-90066
Alcatraz Island Services, LLC	24-90075
American Countess, LLC	24-90080
American Duchess, LLC	24-90082

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

DEBTOR	CASE NO.
American Queen HoldCo, LLC	24-90086
American Queen Holdings, LLC	24-90095
American Queen Steamboat Operating Company, LLC	24-90100
American Queen Sub, LLC	24-90104
Anchor Mexico Holdings, LLC	24-90108
Anchor Operating System, LLC	24-90113
ASG Advisors, LLC	24-90119
Babarusa, LLC	24-90124
Bay State, LLC	24-90126
Booth Primary, LLC	24-90132
Boston Harbor Cruises, LLC	24-90137
Choi Advisory, LLC	24-90138
City Cruises Ltd.	24-90072
City Cruises Café, LLC	24-90064
City Ferry Transportation Services, LLC	24-90081
Colugo Liner, LLC	24-90085
Cruising Excursions Ltd.	24-90089
Cruising Excursions Transport, Ltd.	24-90094
Eon Partners, LLC	24-90099
Falls Mer, LLC	24-90105
Ferryboat Santa Rosa, LLC	24-90109
Gharian Holdings, LLC	24-90112
Gourd Management, LLC	24-90118
HBAQ Holdings, LLC	24-90122
HBAQ Holdings, LP	24-90125
HMS American Queen Steamboat Company, LLC	24-90131
HMS Ferries, Inc.	24-90141
HMS Ferries – Puerto Rico, LLC	24-90136
HMS Global Maritime, Inc.	24-90144
HMS Global Maritime, LLC	24-90101
HMS Vessel Holdings, LLC	24-90106
HMS-Alabama, Inc.	24-90115
HMS-Oklahoma, Inc.	24-90120
HMS-WestPac, Inc.	24-90130
HNY Ferry, LLC	24-90146
HNY Ferry II, LLC	24-90142
HNY Ferry Fleet, LLC	24-90134
Hornblower Cable Cars, Inc.	24-90151
Hornblower Canada Co.	24-90068
Hornblower Canada Entertainment Ltd.	24-90071
Hornblower Canadian Holdings, Inc.	24-90078
Hornblower Consulting, LLC	24-90155

DEBTOR	CASE NO.
Hornblower Cruise Holdings, LLC	24-90154
Hornblower Cruises and Events Canada Ltd.	24-90092
Hornblower Cruises and Events, Inc.	24-90087
Hornblower Cruises and Events, LLC	24-90149
Hornblower Development, LLC	24-90076
Hornblower Energy, LLC	24-90088
Hornblower Facility Operations, LLC	24-90097
Hornblower Ferry Holdings, LLC	24-90117
Hornblower Ferry Holdings II, LLC	24-90107
Hornblower Fleet, LLC	24-90127
Hornblower Freedom, LLC	24-90140
Hornblower Group, Inc.	24-90067
Hornblower Group, LLC	24-90157
Hornblower Group Holdco, LLC	24-90147
Hornblower Holdco, LLC	24-90160
Hornblower Holdings LP	24-90162
Hornblower Hospitality Services, LLC	24-90163
Hornblower India Holdings, LLC	24-90161
Hornblower Metro Ferry, LLC	24-90159
Hornblower Metro Fleet, LLC	24-90158
Hornblower Metro Holdings, LLC	24-90156
Hornblower Municipal Operations, LLC	24-90069
Hornblower New York, LLC	24-90074
Hornblower Shipyard, LLC	24-90079
Hornblower Sub, LLC	24-90084
Hornblower UK Holdings Ltd.	24-90091
Hornblower Yachts, LLC	24-90096
JJ Audobon, LLC	24-90102
Journey Beyond Holdings, LLC	24-90110
Liberty Cruises, LLC	24-90114
Liberty Fleet, LLC	24-90121
Liberty Hospitality, LLC	24-90128
Liberty Landing Ferries, LLC	24-90133
Lyman Partners, LLC	24-90139
Madison Union, LLC	24-90143
Mission Bay Water Transit, LLC	24-90153
Mission Bay Water Transit Fleet, LLC	24-90148
Orane Partners, LLC	24-90150
San Francisco Pier 33, LLC	24-90065
Sea Operating Company, LLC	24-90070
Seaward Services, Inc.	24-90073
Statue Cruises, LLC	24-90077
Statue of Liberty IV, LLC	24-90083

DEBTOR	CASE NO.
Statue of Liberty V, LLC	24-90090
Statue of Liberty VI, LLC	24-90093
TCB Consulting, LLC	24-90098
Venture Ashore, LLC	24-90098
Victory Holdings I, LLC	24-90111
Victory Holdings II, LLC	24-90116
Victory Operating Company, LLC	24-90123
Walks, LLC (Del.)	24-90135
Walks, LLC (Tex.)	24-90060
Walks of New York Tours, LLC	24-90129
Yardarm Club (the) Ltd.	24-90145
York River Boat Cruises Limited	24-90152

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, *including* requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before ***Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”).*** Governmental entities that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before ***Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time (the “Governmental Bar Date”).*** All entities holding claims arising from the Debtors’ rejection of executory contracts and unexpired leases are required to file Proofs of Claim by ***the date that is (a) the later of the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease (the “Rejection Damages Bar Date”).*** All entities holding claims affected by an amendment to the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”) are required to file Proofs of Claim, by ***the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment of the Schedules, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claims against any Debtor (the “Amended Schedules Bar Date”).***

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface

available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Hornblower Holdings LLC Claims Processing Center
c/o Omni Agent Solutions, Inc.
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367

Contents of Proofs of Claim. Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (3) clearly identify the Debtor against which the claim is asserted; (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink; and (6) include as attachments any and all supporting documentation on which the claim is based. **Please note** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

Section 503(b)(9) Requests for Payment. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); and/or (ii) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>.

Appendix 12

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90061 (MI)

(Jointly Administered)

PROOF OF PUBLICATION

Attached hereto as Exhibit A and Exhibit B are the Proofs of Publication for the *Notice of Deadlines for the Filing of Proofs of Claim, Including Requests for Payments Under Section 503(b)(9) of the Bankruptcy Code* as follows:

Publication	Publication Date	Exhibit
San Francisco Chronicle	April 30, 2024	Exhibit A
The New York Times	April 30, 2024	Exhibit B

/s/ Randy Lowry

Randy Lowry

Omni Agent Solutions, Inc.

5955 DeSoto Avenue, Suite 100

Woodland Hills, California 91367

(818) 906-8300

Claims, Noticing, and Administrative Agent for the Debtors

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

EXHIBIT A

DECLARATION OF PUBLICATION OF SAN FRANCISCO CHRONICLE

Amir Rezaee

declares that:

The annexed advertisement has been regularly published
in the

SAN FRANCISCO CHRONICLE

which is and was at all times herein mentioned
established as newspaper of general circulation in the
City and County of San Francisco, State of California, as
that term is defined by Section 6000 of the Government
Code.

SAN FRANCISCO CHRONICLE

(Name of Newspaper)

901 Mission Street

San Francisco, CA 94103

From April 30,2024

To April 30,2024

Namely, on April 30,2024

(Dates of Publication)

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

Executed on April 30,2024

at San Francisco, California.

Amir Rezaee

Amir Rezaee

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:) Chapter 11
HORNBLOWER HOLDINGS LLC, et al.,¹) Case No. 24-90061 (MI)
Debtors.) (Jointly Administered)

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF
CLAIM, INCLUDING REQUESTS FOR PAYMENTS UNDER
SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**THE CLAIMS BAR DATE IS: Thursday, May 23, 2024, AT 5:00
P.M. (PREVAILING CENTRAL TIME)**

**THE GOVERNMENTAL CLAIMS BAR DATE IS: Monday,
August 19, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)
PLEASE TAKE NOTICE OF THE FOLLOWING:**

Deadlines for Filing Proofs of Claim. On April 23, 2024, the United States Bankruptcy Court for the Southern District of Texas (the "Court") entered an order [Docket No. 798] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, "Proofs of Claim"), in these chapter 11 cases of the following debtors and debtors in possession (collectively, the "Debtors"): **DEBTOR, CASE NO.:** Hornblower Holdings LLC, 24-90061; Alcatraz Cruises, LLC, 24-90062; Alcatraz Fleet, LLC, 24-90063; Alcatraz Freedom, LLC, 24-90066; Alcatraz Island Services, LLC, 24-90075; American Countess, LLC, 24-90080; American Duchess, LLC, 24-90082; American Queen HoldCo, LLC, 24-90086; American Queen Holdings, LLC, 24-90095; American Queen Steamboat Operating Company, LLC, 24-90100; American Queen Sub, LLC, 24-90104; Anchor Mexico Holdings, LLC, 24-90108; Anchor Operating System, LLC, 24-90113; ASG Advisors, LLC, 24-90119; Babarusa, LLC, 24-90124; Bay State, LLC, 24-90126; Booth Primary, LLC, 24-90132; Boston Harbor Cruises, LLC, 24-90137; Choi Advisory, LLC, 24-90138; City Cruises Ltd., 24-90072; City Cruises Café, LLC, 24-90064; City Ferry Transportation Services, LLC, 24-90081; Colugo Liner, LLC, 24-90085; Cruising Excursions Ltd., 24-90089; Cruising Excursions Transport, Ltd., 24-90094; Eon Partners, LLC, 24-90099; Falls Mer, LLC, 24-90105; Ferryboat Santa Rosa, LLC, 24-90109; Gharian Holdings, LLC, 24-90112; Gourd Management, LLC, 24-90118; HBAQ Holdings, LLC, 24-90122; HBAQ Holdings, LP, 24-90125; HMS American Queen Steamboat Company, LLC, 24-90131; HMS Ferries, Inc., 24-90141; HMS Ferries - Puerto Rico, LLC, 24-90136; HMS Global Maritime, Inc., 24-90144; HMS Global Maritime, LLC, 24-90101; HMS Vessel Holdings, LLC, 24-90106; HMS-Alabama, Inc., 24-90115; HMS-Oklahoma, Inc., 24-90120; HMS-WestPac, Inc., 24-90130; HNY Ferry, LLC, 24-90146; HNY Ferry II, LLC, 24-90142; HNY Ferry Fleet, LLC, 24-90134; Hornblower Cable Cars, Inc., 24-90151; Hornblower Canada Co., 24-90068; Hornblower Canada Entertainment Ltd., 24-90071; Hornblower Canadian Holdings, Inc., 24-90078; Hornblower Consulting, LLC, 24-90155; Hornblower Cruise Holdings, LLC, 24-90154; Hornblower Cruises and Events Canada Ltd., 24-90092; Hornblower Cruises and Events, Inc., 24-90087; Hornblower Cruises and Events, LLC, 24-90149; Hornblower Development, LLC, 24-90076; Hornblower Energy, LLC, 24-90088; Hornblower Facility Operations, LLC, 24-90097; Hornblower Ferry Holdings, LLC, 24-90117; Hornblower Ferry Holdings II, LLC, 24-90107; Hornblower Fleet, LLC, 24-90127; Hornblower Freedom, LLC, 24-90140; Hornblower Group, Inc., 24-90067; Hornblower Group, LLC, 24-90157; Hornblower Group HoldCo, LLC, 24-90147; Hornblower HoldCo, LLC, 24-90160; Hornblower Holdings LP, 24-90162; Hornblower Hospitality Services, LLC, 24-90163; Hornblower India Holdings, LLC, 24-90161; Hornblower Metro Ferry, LLC, 24-90159; Hornblower Metro Fleet, LLC, 24-90158; Hornblower Metro Holdings, LLC, 24-90156; Hornblower Municipal Operations, LLC, 24-90069; Hornblower New York, LLC, 24-90074; Hornblower Shipyard, LLC, 24-90079; Hornblower Sub, LLC, 24-90084; Hornblower UK Holdings Ltd., 24-90091; Hornblower Yachts, LLC, 24-90096; JJ Audobon, LLC, 24-90102; Journey Beyond Holdings, LLC, 24-90110; Liberty Cruises, LLC, 24-90114; Liberty Fleet, LLC, 24-90121; Liberty Hospitality, LLC, 24-90128; Liberty Landing Ferries, LLC, 24-90133; Lyman Partners, LLC, 24-90139; Madison Union, LLC, 24-90143; Mission Bay Water Transit, LLC, 24-90153; Mission Bay Water Transit Fleet, LLC, 24-90148; Orane Partners, LLC, 24-90150; San Francisco Pier 33, LLC, 24-90065; Sea Operating Company, LLC, 24-90070; Seaward Services, Inc., 24-90073; Statue Cruises, LLC, 24-90077; Statue of Liberty IV, LLC, 24-90083; Statue of Liberty V, LLC, 24-90090; Statue of Liberty VI, LLC, 24-90093; TCB Consulting, LLC, 24-90098; Venture Ashore, LLC, 24-90098; Victory Holdings I, LLC, 24-90111; Victory Holdings II, LLC, 24-90116; Victory Operating Company, LLC, 24-90123; Walks, LLC (Del.), 24-90135; Walks, LLC (Tex.), 24-90060; Walks of New York Tours, LLC, 24-90129; Yardarm Club (the) Ltd., 24-90145; York River Boat Cruises Limited, 24-90152.

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, **including** requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before **Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the "Claims Bar Date")**. Governmental entities that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment

or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time (the "Governmental Bar Date")**. All entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by **the date that is (a) the later of the Claims Bar Date or the Governmental Bar Date**, as applicable, and **(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the Debtors' rejection of the applicable executory contract or unexpired lease (the "Rejection Damages Bar Date")**. All entities holding claims affected by an amendment to the Debtors' schedules of assets and liabilities filed in these cases (the "Schedules") are required to file Proofs of Claim, by **the later of (a) the Claims Bar Date or the Governmental Bar Date**, as applicable, and **(b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment of the Schedules**, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claims against any Debtor **(the "Amended Schedules Bar Date")**.

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B) (9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://omniagentsolutions.com/Hornblower>, or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses: **If by First-Class Mail, Hand Delivery, or Overnight Mail:** Hornblower Holdings LLC Claims Processing Center, c/o Omni Agent Solutions, Inc., 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367.

Contents of Proofs of Claim. Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (3) clearly identify the Debtor against which the claim is asserted; (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; and (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink. **Please note** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.

Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

Section 503(b)(9) Requests for Payment. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); and/or (ii) visiting the Debtors' restructuring website at: <https://omniagentsolutions.com/Hornblower>.

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

Award recognizes environmental activist

By Julie Johnson

An industry promising next-day shipping seemed to be taking over California's Inland Empire, replacing residential blocks with warehouses and drowning neighborhoods in diesel fumes.

San Bernardino County activist Andrea Vidaurre knew working-class communities were suffering most from poor air quality, and she launched a multiyear campaign that in 2023 led California to pass groundbreaking emissions limits for the trucking and rail industries.

"No amount of diesel air pollution is OK to breathe," Vidaurre, 29, said. "Yet we're exposed to it every day, around the clock."

Vidaurre is among seven grassroots activists from around the globe to be honored Monday as 2024 Goldman Environmental Prize recipients. Founded in 1989 by San Francisco philanthropists Rhoda and Richard Goldman, the prize recognizes people from the world's

six inhabited continents who are taking extraordinary actions to protect the planet.

Other 2024 winners included Nonhle Mbuthuma and Sinegugu Zukulu of South Africa, who stopped destructive seismic testing for oil and gas off South Africa's Eastern Cape; Alok Shukla of India, who led a campaign to save 445,000 acres of forests from 21 planned coal mines; Teresa Vicente of Spain, who fought to protect Europe's largest salt-water lagoon; Australian citizen Murrawah Maroochy Johnson, whose work against the coal industry led to new rights for indigenous Australians when challenging coal projects; and Marcel Gomes, a Brazilian credited with linking the world's largest meatpacking company, JBS, with deforestation in threatened ecosystems.

Prize winners receive a \$200,000 award and are eligible to apply for additional grants to support their work.

John Goldman, president of the Goldman Environmental Foundation,



Goldman Environmental Prize

Inland Empire activist Andrea Vidaurre, 29, is among this year's Goldman prize recipients.

said in a news release that the awardees "demonstrated endless reserves of bravery, ingenuity, grit, and determination to do good."

"These seven leaders refused to be complacent amidst adversity, or to be cowed by powerful corporations and governments," Goldman said.

Vidaurre began pushing California air regulators to tighten standards for heavy industries in 2018, organizing warehouse and trucking labor unions together with en-

vironmental groups to lobby the issue in Sacramento.

Vidaurre brought Spanish-speaking workers and residents to the podium before state groups, including the California Air Resources Board, and interpreted so their concerns were heard. She and her colleagues brought state leaders on tours throughout their communities to see the impact of industry up close.

Her work was having an impact. The air re-

sources board created its first advanced clean trucks rule in 2020, which cemented the state's goals that trucks and locomotives would someday run without emitting harmful pollutants and greenhouse gases.

In 2020, Vidaurre founded the People's Collective for Environmental Justice, a community-based organization fighting environmental racism in the Inland Empire. That year, Vidaurre said the COVID-19 pandemic highlighted the growing impact of freight industries: while commuter traffic slowed dramatically, freight traffic increased.

Meanwhile, working-class communities like those throughout the Inland Empire had higher rates of underlying respiratory conditions and suffered greater impacts from COVID-19.

"We normalized next-day shipping, but that has come at a cost for certain communities," Vidaurre said.

In April 2023, the air resources board adopted

new rules for trucking and rail industries that essentially would ban the sale of new heavy-duty trucks that run on diesel by 2036 and require new locomotives to be zero-emission by 2045.

The rules, which must be approved by the U.S. Environmental Protection Agency, are facing legal challenges from the trucking and rail industries.

Vidaurre said she was shocked and honored to have been considered among environmental activists doing impressive work across the country. Going forward, she and her colleagues will continue to push back against the impact of heavy industry on the Inland Empire.

"Everyone benefits from things in their stores and things in their shopping carts," Vidaurre said. "But only certain communities have to pay the price."

Reach Julie Johnson:

julie.johnson

@sfchronicle.com;

Twitter: @juliejohnson

California Democrats backing drug-free housing programs

By Sophia Bollag

In the face of persistent homelessness, Democrats are embracing more drug-free housing policies even though such ideas have often been viewed as antithetical to "housing first," long the bedrock concept of liberal homeless policy.

The dynamic was on display at the Capitol on Wednesday morning, when lawmakers voted to advance a bill by Assembly Member Matt Haney, D-San Francisco, that would allow drug-free housing programs to compete for state funding.

Under the state's current "housing first" rules, drug-free or sober housing facilities can't receive state funds. The rules are intended to prevent people from being denied housing because of a drug addiction, but Haney said they limit housing options for homeless people who are trying to avoid drugs.

"Many people want to get as far away from drug use as possible, they shouldn't be forced into an environment where their neighbors are using," he told the Chronicle.

Haney noted that drug-free housing doesn't work for everyone and that he doesn't think people should be forced into sober housing. But he said it's important for people to have options, including those battling addiction and trying to stay off drugs.

"Right now we have a one-size-fits-all approach to supportive housing, and it's not working," he said, referring to housing programs that provide services to homeless people to help them stay off the streets. "In the midst of the worst drug epidemic our state has ever seen, we need more options."

Haney pointed to Delancey Street and the Salvation Army, organizations that operate sober living programs in San Francisco, as models that work for some people. He noted that his bill has protections to ensure that if people relapse they aren't automatically evicted, as long as they then "work towards a path of recovery." It also would cap the percentage of state funding that can be used for such facilities at 25%. The bill is sponsored by the Salvation Army, a religious organization, and is supported by San Francisco Mayor London Breed.

Haney's bill, AB2479, passed out of a policy committee a day after a similar measure by Assembly

Member Chris Ward, D-San Diego, that would create a process for abstinence-focused housing programs to earn state certification, also advanced. Both bills still need approval from the full Legislature and Gov. Gavin Newsom to become law.

The bills are progressing as Breed, also a Democrat, has been pushing to convert a hotel in the Tenderloin into a sober living facility for formerly homeless people. She also successfully campaigned for a local ballot measure to require people to undergo drug screening before they

can receive cash assistance from the city, a more controversial move that Haney and some other more liberal city leaders opposed.

"The rationale for housing first was to provide people with the kinds of housing and support that they are interested in and need. For most people, that's having an apartment without people telling you what to do," said Benjamin Henwood, director of the Center for Homelessness, Housing and Health Equity Research at the University of Southern California. "For some people it

makes total sense that they would choose an environment that is a drug-free environment."

But Henwood said he would be surprised based on his own research if that number were as high as 25%. He noted a survey he and other researchers conducted of nearly 300 homeless people in Los Angeles that found just 6% of respondents said they would be interested in sober or recovery housing.

He said it's important for communities to have housing available that homeless people are able to stay in and that meets

their needs.

The issue is particularly salient in light of a homelessness case argued this week before the Supreme Court, which could change the standards for what type of shelter is considered adequate for local governments to provide for homeless people.

"Inevitably, if you're not

accommodating what people need and want, it will just become criminalized and we're back to the jails being the way of handling homelessness," Henwood said.

Reach Sophia Bollag:

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@SophiaBollag

LEGAL NOTICES

Probate Notice

Probate Notice

NOTICE OF PROBATE

Mark A. Ruiz (SBN 276395)
Law Offices of Mark Ruiz
5650 Marconi Avenue, Suite 3
Carmichael, CA 95608
Telephone: 650-771-0376
Email: markruizlaw@yahoo.com
Petitioner: Reginald B. Jackson

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN FRANCISCO
400 McAllister Street
San Francisco, CA 94102
PROBATE

ESTATE OF Clarence E. Jackson, Jr., DECEDENT

NOTICE OF PETITION TO ADMINISTER
ESTATE OF:
Clarence E. Jackson, Jr.
CASE NO: PES-23-306473

To all heirs, beneficiaries, creditors, contingent creditors, and persons who may otherwise be interested in the will or estate, or both, of Clarence E. Jackson, Jr.,

A Petition for Probate has been filed by Reginald B. Jackson in the Superior Court of California, County of SAN FRANCISCO.

The Petition for Probate requests that Reginald B. Jackson be appointed as personal representative to administer the estate of the decedent.

The petition requests authority to administer the estate under the Independent Administration of Estates Act. (This authority will allow the personal representative to take many actions without obtaining court approval. Before taking certain very important actions, however, the personal representative will be required to give notice to interested persons unless they have waived notice or consented to the proposed action.) The independent administration authority will be granted unless an interested person files an objection to the petition and shows good cause why the court should not grant the authority. A hearing on the petition will be held as follows: Date: May 8, 2024 at 9:00 A.M., Dept. 204, SUPERIOR COURT OF CALIFORNIA, COUNTY OF SAN FRANCISCO, 400 McAllister Street, San Francisco, CA 94102. If you object to the granting of the petition, you should appear at the hearing and state your objections or file written objections with the court before the hearing. Your appearance may be in person or by your attorney.

If you are a creditor or a contingent creditor of the decedent, you must file your claim with the court and mail a copy to the personal representative appointed by the court within the later of either (1) four months from the date of first issuance of letters a general personal representative, as defined in section 58(b) of the California Probate Code, or (2) 60 days from the date of mailing a personal delivery to you of a notice under section 9052 of the California Probate Code. Other California statutes and legal authority may affect your rights as a creditor. You may want to consult with an attorney knowledgeable in California law.

You may examine the file kept by the court. If you are a person interested in the estate, you may file with the court a Request for Special Notice (form DE-154) of the filing of an inventory and appraisal of estate assets of any petition or account as provided in Probate Code section 1250. A Requestor Special Notice form is available from the court clerk.

Attorney for petitioner:
Mark A. Ruiz
Law Offices of Mark Ruiz
5650 Marconi Avenue, Suite 3
Carmichael, CA 95608
Telephone: 650-771-0376

Publication dates:
Apr. 23, 30, May 1, 2024

Legals/Public Notices

Legals/Public Notices

**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
NOTICE OF PUBLIC HEARING ON THE FY25 AND FY26 TWO-YEAR ANNUAL BUDGET: 9:00 a.m. Thursday, May 23, 2024**

NOTICE IS HEREBY GIVEN THAT:

On Thursday, May 23, 2024, at 9:00 a.m. in the Board Room, 2150 Webster St., First Floor, Oakland, CA 94612, pursuant to the direction of the Board of Directors, the District will convene a hearing for the purpose of hearing comments regarding the fixing of the final FY25 and FY26 two-year annual budget.

*The FY25 and FY26 Two-Year Annual Budget

Budget information relating to the San Francisco Bay Area Rapid Transit District's Two-Year Annual Budget for fiscal years July 1, 2024 to June 30, 2025, and July 1, 2025 to June 30, 2026, will be made available beginning April 1, 2024 to persons requesting them at the office of the District Secretary, Tenth Floor, 2150 Webster Street, Oakland, California, or to view on the BART website (www.bart.gov/financials). The full Board of Directors will be asked to take action at a future meeting to approve the budget. For more information about the budget, contact Pamela Herhold at 510-464-6168.

Comments may be made at the hearing or should be sent to:

April Quintanilla, District Secretary
San Francisco Bay Area Rapid Transit District
2150 Webster Street, 10th Floor
Oakland, California 94612
board.meeting@bart.gov
Dated at Oakland, California, this __ 16th __ day of April, 2024.
4/30, 5/8, 5/16/24
CNS-3804859#

REQUEST FOR QUOTES FROM DBE/LBE SUBCONTRACTORS AND SUPPLIERS FOR: WW-747 SFPUC Seacraft Avenue Pump Station & Force Main Upgrade and Seacraft 1 Pump Station Demolition. Owner: SFPUC. Bid Date: May 30th, 2024 @ 2pm. Fontenoy Engineering is soliciting quotations for the following: Electric & Instrumentation; Plumbing; Concrete; Paving; Sawcutting; Trucking; Survey; Chain Link Fencing; Traffic Control; Supply of construction materials. Plans & specs are available for review at our office or by contacting project estimator rkane@fontenoyeng.com or available online @ www.sfpuc.org. Please contact our office for assistance with bonding, insurance and lines of credit. FONTENOY Engineering, 3450 3rd Street, Unit 4d, San Francisco, CA 94124. Phone: (415) 559-7638

PLEASE TAKE NOTICE that on April 7th, 2024, Artichoke Joe's Casino issued new chips for use at its table games and that as of August 7th, 2024 (120 days later) Artichoke Joe's will discontinue redemption of any and all previously issued chips. Redemption of all chips can be made at Artichoke Joe's Casino at 659 Huntington Avenue, San Bruno, California.

Newsletters
SFChronicle.com/
Newsletters

EXHIBIT B

Appendix 13

“RETAIL SALES HIT AN ALL-TIME HIGH OF \$66.9 BILLION IN DECEMBER BEFORE FALLING IN BOTH JANUARY AND FEBRUARY ... THE TWO BANKS’ ESTIMATES SUGGEST THAT THIS PERIOD OF SOFTER SALES FOR RETAILERS HAS EXTENDED.

RETAIL

TD, RBC data point to slowing household spending

CONSUMER TRACKERS

JAY ZHAO-MURRAY

Consumer spending in Canada has continued to show signs of weakness over the past two months, according to fresh data from the country's two largest banks. Toronto-Dominion Bank and Royal Bank of Canada use their proprietary credit and debit card data to estimate retail sales growth in Canada. TD's data, released

Tuesday, show March sales jumping 0.8 per cent before dropping 0.9 per cent in April. RBC's figures arrive at roughly the same conclusion for the two-month period, via a different path: the bank says spending by its customers dropped in March, then rebounded last month. After combining March and April growth rates, TD's figures point to a 0.1 per cent decrease in sales over the two-month period, while RBC's show a 0.2 per cent decline, according to

Bloomberg calculations. Retail sales hit an all-time high of \$66.9 billion in December before falling in both January and February, according to the latest final data from Statistics Canada. The two banks' estimates suggest that this period of softer sales for retailers has extended. Retail spending per person has been falling for almost two years, but a big wave of newcomers helped keep overall sales growing until recently. That support may soon be gone, consid-

ering population growth fell by about half in the first quarter of 2024 from the previous quarter, and Prime Minister Justin Trudeau's government plans to slash the numbers of temporary residents and international students. TD and RBC are the only two of Canada's big five banks that have recently published consumer spending trackers. The TD tracker has broadly matched Statistics Canada's retail data on a yearly basis. Combined, debit and



PETER J THOMPSON / NATIONAL POST

Retail spending per person has been falling for almost two years, but a big wave of newcomers helped keep overall sales growing until recently.

credit cards accounted for 92 per cent of the value of point-of-sale transactions in 2022, according to a Pay-

ments Canada report from last fall. Bloomberg, with additional reporting from Erik Hertzberg.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION		DEBTOR	CASE NO.
In re:	Chapter 11	Hornblower Group Holdco, LLC	24-90147
HORNBLOWER HOLDINGS LLC, et al., ¹	Case No. 24-90061 (MI)	Hornblower Holdco, LLC	24-90160
Debtors.	(Jointly Administered)	Hornblower Holdings LP	24-90162
NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENTS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE		Hornblower Hospitality Services, LLC	24-90163
THE CLAIMS BAR DATE IS: Thursday, May 23, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)		Hornblower India Holdings, LLC	24-90161
THE GOVERNMENTAL CLAIMS BAR DATE IS: Monday, August 19, 2024, AT 5:00 P.M. (PREVAILING CENTRAL TIME)		Hornblower Metro Ferry, LLC	24-90159
PLEASE TAKE NOTICE OF THE FOLLOWING:		Hornblower Metro Fleet, LLC	24-90158
Deadlines for Filing Proofs of Claim. On April 23, 2024, the United States Bankruptcy Court for the Southern District of Texas (the "Court") entered an order [Docket No. 798] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, "Proofs of Claim"), in these chapter 11 cases of the following debtors and debtors in possession (collectively, the "Debtors"):		Hornblower Metro Holdings, LLC	24-90156
		Hornblower Municipal Operations, LLC	24-90069
		Hornblower New York, LLC	24-90074
		Hornblower Shipyard, LLC	24-90079
		Hornblower Sub, LLC	24-90084
		Hornblower UK Holdings Ltd.	24-90091
		Hornblower Yachts, LLC	24-90096
		JJ Audobon, LLC	24-90102
		Journey Beyond Holdings, LLC	24-90110
		Liberty Cruises, LLC	24-90114
		Liberty Fleet, LLC	24-90121
		Liberty Hospitality, LLC	24-90128
		Liberty Landing Ferries, LLC	24-90133
		Lyman Partners, LLC	24-90139
		Madison Union, LLC	24-90143
		Mission Bay Water Transit, LLC	24-90153
		Mission Bay Water Transit Fleet, LLC	24-90148
		Orane Partners, LLC	24-90150
		San Francisco Pier 33, LLC	24-90065
		Sea Operating Company, LLC	24-90070
		Seaward Services, Inc.	24-90073
		Statue Cruises, LLC	24-90077
		Statue of Liberty IV, LLC	24-90083
		Statue of Liberty V, LLC	24-90090
		Statue of Liberty VI, LLC	24-90093
		TCB Consulting, LLC	24-90098
		Venture Ashore, LLC	24-90098
		Victory Holdings I, LLC	24-90111
		Victory Holdings II, LLC	24-90116
		Victory Operating Company, LLC	24-90123
		Walks, LLC (Del.)	24-90135
		Walks, LLC (Tex.)	24-90060
		Walks of New York Tours, LLC	24-90129
		Yardarm Club (the) Ltd.	24-90145
		York River Boat Cruises Limited	24-90152
		The Bar Dates. Pursuant to the Bar Date Order, <i>all</i> entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, including requests for payment under section 503(b)(9) of the Bankruptcy Code, MUST FILE A PROOF OF CLAIM on or before Thursday, May 23, 2024, at 5:00 p.m., prevailing Central Time (the "Claims Bar Date"). Governmental entities that have a claim or potential claim against the Debtors that arose prior to February 21, 2024, no matter how remote or contingent such right to payment or equitable remedy may be, MUST FILE A PROOF OF CLAIM on or before Monday, August 19, 2024, at 5:00 p.m., prevailing Central Time (the "Governmental Bar Date"). All entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by the date that is (a) the later of the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the Debtors' rejection of the applicable executory contract or unexpired lease (the "Rejection Damages Bar Date"). All entities holding claims affected by an amendment to the Debtors' schedules of assets and liabilities filed in these cases (the "Schedules") are required to file Proofs of Claim, by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment of the Schedules, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claims against any Debtor (the "Amended Schedules Bar Date").	
		ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.	
		Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at http://ecf.txsb.uscourts.gov), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at https://omniagentsolutions.com/Hornblower , or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be actually received by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses: If by First-Class Mail, Hand Delivery, or Overnight Mail: Hornblower Holdings LLC Claims Processing Center c/o Omni Agent Solutions, Inc. 5955 De Soto Avenue, Suite 100 Woodland Hills, CA 91367	
		Contents of Proofs of Claim. Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. prevailing Central Time, on the Petition Date (and, to the extent such claim is converted to United States dollars, state the rate used in such conversion); (3) clearly identify the Debtor against which the claim is asserted; (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; and (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink. Please note that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim may be treated as if filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as applicable, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Hornblower Group, Inc. or American Queen Holdings, LLC, as determined by which is most likely to be the correct Debtor against which the claim is properly asserted, based on the substance of the asserted claim, in each case as determined by the Debtors in good faith.	
		Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant are acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.	
		Section 503(b)(9) Requests for Payment. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach documentation identifying the particular invoices for which such claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).	
		Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (888) 504-8055 (Toll Free U.S.) or +1 (747) 263-0163 (Non-U.S. Parties); and/or (ii) visiting the Debtors' restructuring website at: https://omniagentsolutions.com/Hornblower .	
		¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases which are being jointly administered, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at https://omniagentsolutions.com/Hornblower . The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.	
		Hornblower Holdings LLC	24-90061
		Alcatraz Cruises, LLC	24-90062
		Alcatraz Fleet, LLC	24-90063
		Alcatraz Freedom, LLC	24-90066
		Alcatraz Island Services, LLC	24-90075
		American Countess, LLC	24-90080
		American Duchess, LLC	24-90082
		American Queen HoldCo, LLC	24-90086
		American Queen Holdings, LLC	24-90095
		American Queen Steamboat Operating Company, LLC	24-90100
		American Queen Sub, LLC	24-90104
		Anchor Mexico Holdings, LLC	24-90108
		Anchor Operating System, LLC	24-90113
		ASG Advisors, LLC	24-90119
		Babarus, LLC	24-90124
		Bay State, LLC	24-90126
		Booth Primary, LLC	24-90132
		Boston Harbor Cruises, LLC	24-90137
		Choi Advisory, LLC	24-90138
		City Cruises Ltd.	24-90072
		City Cruises Café, LLC	24-90064
		City Ferry Transportation Services, LLC	24-90081
		Colugo Liner, LLC	24-90085
		Cruising Excursions Ltd.	24-90089
		Cruising Excursions Transport, Ltd.	24-90094
		Eon Partners, LLC	24-90099
		Falls Mer, LLC	24-90105
		Ferryboat Santa Rosa, LLC	24-90109
		Gharian Holdings, LLC	24-90112
		Gourd Management, LLC	24-90118
		HBAQ Holdings, LLC	24-90122
		HBAQ Holdings, LP	24-90125
		HMS American Queen Steamboat Company, LLC	24-90131
		HMS Ferries, Inc.	24-90141
		HMS Ferries – Puerto Rico, LLC	24-90136
		HMS Global Maritime, Inc.	24-90144
		HMS Global Maritime, LLC	24-90101
		HMS Vessel Holdings, LLC	24-90106
		HMS-Alabama, Inc.	24-90115
		HMS-Oklahoma, Inc.	24-90120
		HMS-WestPac, Inc.	24-90130
		HNy Ferry, LLC	24-90146
		HNy Ferry II, LLC	24-90142
		HNy Ferry Fleet, LLC	24-90134
		Hornblower Cable Cars, Inc.	24-90151
		Hornblower Canada Co.	24-90068
		Hornblower Canada Entertainment Ltd.	24-90071
		Hornblower Canadian Holdings, Inc.	24-90078
		Hornblower Consulting, LLC	24-90155
		Hornblower Cruise Holdings, LLC	24-90154
		Hornblower Cruises and Events Canada Ltd.	24-90092
		Hornblower Cruises and Events, Inc.	24-90087
		Hornblower Cruises and Events, LLC	24-90149
		Hornblower Development, LLC	24-90076
		Hornblower Energy, LLC	24-90088
		Hornblower Facility Operations, LLC	24-90097
		Hornblower Ferry Holdings, LLC	24-90117
		Hornblower Ferry Holdings II, LLC	24-90107
		Hornblower Fleet, LLC	24-90127
		Hornblower Freedom, LLC	24-90140
		Hornblower Group, Inc.	24-90067
		Hornblower Group, LLC	24-90157