

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Meier's Wine Cellars Acquisition, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 24-11575 (MFW)

(Joint Administration Requested)

**MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION
FOR AN ORDER (I) APPROVING MASTER SERVICE LIST,
(II) APPROVING THE FORM, MANNER AND PROPOSED SERVICE OF THE
NOTICE OF COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES,
(III) MODIFYING THE REQUIREMENTS TO FILE EQUITY LIST AND
PROVIDE NOTICE TO EQUITY SECURITY HOLDERS, (IV) APPROVING
THE REDACTION OF CERTAIN PERSONALLY IDENTIFIABLE
INFORMATION FOR INDIVIDUAL CREDITORS AND INTEREST HOLDERS
AND (V) APPROVING THE PROPOSED ELECTRONIC NOTICING PROCEDURES**

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105, 107, 342 and 521 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 1007, 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 1007-1, 1007-2 and 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), hereby move (the "Motion") for the entry of an order in substantially the form attached hereto as Exhibit A (the "Proposed Order"): (i) approving the Debtors' master service list (the "Master Service List"),² (ii) approving the form and manner of

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. (CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

² The Master Service List is attached as Annex 1 to the Proposed Order.

the notice of commencement of the Debtors' chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the "Case Commencement Notice"),³ (iii) modifying the requirements to file equity list and provide notice to equity security holders, (iv) authorizing the Debtors to redact certain personally identifiable information for the Debtors' individual creditors and interest holders and (v) approving the proposed electronic noticing procedures. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On the Petition Date,⁴ each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors comprise a leading vintner in the United States, producing, bottling and selling wines and hard ciders through wholesale, direct-to-consumer and business-to-business sales. The Debtors' current portfolio consists of more than 30 brands, including luxury and lifestyle wines, and the Debtors own and lease approximately 1,850 acres in premium

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

⁴ Capitalized terms otherwise undefined herein shall have the meanings ascribed to them in the First Day Declaration (as defined below).

wine-growing regions of the United States, operating 11 wineries that support nine tasting rooms. The Debtors employ more than 400 employees in 15 states.

4. Concurrently with the filing of this Motion, the Debtors have also filed the Bidding Procedures Motion, by which they plan to sell substantially all of their assets to one or multiple bidders through a multi-stage sale process.

5. Also concurrently with the filing of this Motion, the Debtors have filed the DIP Financing Motion, seeking approval of post-petition financing, the proceeds of which the Debtors will utilize to continue to operate as debtors in possession.

6. A comprehensive description of the Debtors' businesses and operations, capital structure, and the events leading to the commencement of the Chapter 11 Cases can be found in the *Declaration of Seth Kaufman, the President and Chief Executive Officer of Debtor Vintage Wine Estates, Inc., in Support of First Day Motions of Debtors and Debtors in Possession* (the "First Day Declaration"), which was filed contemporaneously therewith and which is incorporated by reference.

Basis for Relief Requested

I. The Requested Noticing and Other Administrative Modifications Are Appropriate in the Instant Case

A. The Court Should Approve the Master Service List

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

- (a) the Debtors and their counsel;
- (b) the U.S. Trustee for the District of Delaware;
- (c) those creditors holding the 30 largest unsecured claims against the Debtors' estates on a consolidated basis;

- (d) the Internal Revenue Service;
- (e) the Securities and Exchange Commission; and
- (f) counsel to the Debtors' proposed DIP Agent and DIP Lenders.

8. In accordance with Bankruptcy Rule 2002 and Local Rule 2002-1, the claims and noticing agent, Epiq Corporate Restructuring, LLC (the "Claims and Noticing Agent"),⁵ will maintain the Master Service List and update it monthly. An updated Master Service List will be available by (i) accessing the Debtors' restructuring website at <https://dm.epiq11.com/VintageWine> (the "Case Website"), (ii) contacting the Claims and Noticing Agent or (iii) contacting Debtors' counsel. The Debtors submit that the Master Service List is in substantial compliance with the Bankruptcy Rules and Local Rules and thus should be approved by the Court.

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

9. The Debtors request approval of their proposed form of the Case Commencement Notice, which includes notice of the Section 341 Meeting and is attached as Annex 2 to the Proposed Order. The proposed form of the Case Commencement Notice is substantially in the form of Official Bankruptcy Form 309F1 and would be subject to any further revisions agreed to by the U.S. Trustee.⁶

⁵ Concurrently with this Motion, the Debtors have filed an application to appoint Epiq Corporate Restructuring, LLC as its Claims and Noticing Agent under Local Rule 2002-1(f) and 28 U.S.C. § 156(c).

⁶ See Fed. R. Bank. P. 9009(a) ("The Official Forms prescribed by the Judicial Conference of the United States shall be used without alteration, except as otherwise provided in these rules, in a particular Official Form, or in the national instructions for a particular Official Form. Official Forms may be modified to permit minor changes not affecting wording or the order presenting information, including changes that: (1) expand the prescribed areas for responses in order to permit complete responses...."); Instructions, Form 309(A-I) ("Courts, or, in the event that the noticing function has been delegated, the individual or entity providing notice, may modify this form by adding additional information....").

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

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

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

C. The Court Should Approve the Form and Manner of the List of Equity Holders and Notice to Equity Holders

13. Bankruptcy Rule 1007(a)(3) requires a debtor to file, within fourteen (14) days after the petition date, a list of the debtor's equity security holders. See Fed. R. Bankr. P. 1007(a)(3). Bankruptcy Rule 2002(d), in turn, requires that equity security holders be provided notice of, among other things, the commencement of the bankruptcy case. See Fed. R. Bankr. P.

2002(d). Bankruptcy courts have authority to modify or waive the requirements under both rules. See Fed. R. Bankr. P. 1007(a)(3) ("[U]nless the court orders otherwise, the debtor shall file . . . a list of the debtor's equity security holders . . ."); Fed. R. Bankr. P. 2002(d) ("[U]nless otherwise ordered by the court, the clerk . . . shall in the manner and form directed by the court give notice to all equity security holders . . ."); see also 11 U.S.C. § 105(a) ("The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title."); Fed. R. Bankr. P. 9007 ("When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.").

14. The Debtors submit that the requirements to file a list of, and to provide notice directly to, equity holders should be modified in these Chapter 11 Cases. As an initial matter, Debtor Vintage Wine Estates, Inc. (NV) is a publicly held company registered with the Nasdaq Capital Market under the trading symbols "VWE" and "VWEW." As of March 31, 2024, Debtor Vintage Wine Estates, Inc. (NV) has approximately 62,814,389 shares of common stock issued and 59,942,495 outstanding. Debtor Vintage Wine Estates, Inc. (NV) does not maintain a list of its equity security holders and, therefore, must obtain the names and addresses of its shareholders from a securities agent. For this reason, preparing a list of equity holders with accurate names and last known addresses, and providing notices directly to all such parties, would create undue expense for and impose an administrative burden on the Debtors without a corresponding benefit to the estates or parties in interest. The Debtors instead propose to file a list of all known registered holders of Debtor Vintage Wine Estates, Inc. (NV) common stock as of the Petition Date and provide notice to such parties as described below.

15. The Debtors intend to provide notice to their equity security holders by: (i) publishing the Case Commencement Notice on the Debtors' Case Website, (ii) filing a Form 8-K with the Securities and Exchange Commission (the "SEC") within four (4) business days following the Petition Date, notifying investors and other parties of, among other things, the commencement of these Chapter 11 Cases, as well as any other filings with the SEC, as necessary, and (iii) serving notice by first class mail on all known registered holders of Debtor Vintage Wine Estates, Inc. (NV) common stock as soon as practicable after the entry of the Proposed Order. In addition, the Proposed Order provides that all registered holders of Debtor Vintage Wine Estates, Inc. (NV) common stock served with the Case Commencement Notice in these Chapter 11 Cases shall be required to serve such Case Commencement Notice on any holder for whose benefit such shares are registered.

16. Accordingly, the Debtors respectfully request that the requirements to file a list of and to provide notice directly to holders of the Debtors' equity securities be modified. Courts in this District have approved similar relief in other chapter 11 cases. See, e.g., In re Lannett Co., No. 23-10559 (JKS) (Bankr. D. Del. Aug. 11, 2023) (waiving requirement to file list of equity holders and waiving certain notice requirements); In re iMedia Brands, Inc., No. 23-10852 (KBO) (Bankr. D. Del. July 3, 2023) (modifying requirements to file list of equity holders to known registered holders and modifying notice requirements thereto); In re PhaseBio Pharms., Inc., No. 22-10995 (LSS) (Bankr. D. Del. Nov. 15, 2022) (same); In re Fred's, Inc., No. 19-11984 (CSS) (Bankr. D. Del. Sept. 10, 2019) (waiving requirements to file list of equity holders and serve notice of the orders for relief on such parties).⁷

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

II. Cause Exists to Redact Certain Personally Identifiable Information for Individual Creditors and Interest Holders

17. Section 107(c) of the Bankruptcy Code provides:

The bankruptcy court, for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual's property: ... [a]ny means of identification ... contained in a paper filed, or to be filed, in a case under [the Bankruptcy Code].

11 U.S.C. § 107(c)(1)(A).

18. The Debtors respectfully submit that it is appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Court in these Chapter 11 Cases the home addresses of the Debtors' individual creditors and interest holders because such information could be used, among other things, to perpetrate identity theft or locate survivors of domestic violence or stalking who have otherwise taken steps to conceal their whereabouts.

19. Due to the large number of individual creditors and interest holders (and, in particular, employees) of the Debtors, it is not feasible for the Debtors to determine if such risks exist on a creditor-by-creditor basis. Instead, the Debtors seek to redact all such information for individual creditors and interest holders and make such information available to (i) the Court, the U.S. Trustee, any subsequently appointed trustee and counsel to an official committee of unsecured creditors appointed in these Chapter 11 Cases (if any) upon request and (ii) any other party in interest upon reasonable request.

20. Courts in this jurisdiction and others have granted the relief requested herein in comparable chapter 11 cases. See, e.g., In re Number Holdings, Inc., No. 24-10719 (JKS) (Bankr. D. Del. Apr. 10, 2024) (authorizing the debtors to redact certain personal identification information on the creditor matrix); In re ICON Aircraft, Inc., Case No 24-10703 (CTG) (Bankr. D. Del. Apr. 5, 2024) (authorizing the debtors to redact certain personally

identifiable information on the creditor matrix); In re Proterra Inc, No. 23- 11120 (BLS) (Bankr. D. Del. Aug. 10, 2023) (authorizing the debtors to redact certain personal information on the creditor matrix); In re Shiloh Indus., Inc., No. 20-12024 (LSS) (Bankr. D. Del. Sept. 2, 2020) (authorizing the debtors to redact the personal information of the debtors' individual creditors and equity holders); In re Anna Holdings, Inc., No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (authorizing the debtors to redact personal identification information of the debtors' employees); In re Loot Crate, Inc., No. 19-11791 (BLS) (Bankr. D. Del. Oct. 1, 2019) (authorizing the debtors to file lists of customer creditors under seal); In re THG Holdings, LLC, No. 19-11689 (JTD) (Bankr. D. Del. Aug. 22, 2019) (authorizing the debtors to redact personal identification information of the debtors' employees); In re Charming Charlie Holdings Inc., No. 19-11534 (CSS) (Bankr. D. Del. Jul. 12, 2019) (authorizing the debtors to redact personally identifiable information of their employees and former employees on the creditor matrix).

21. Accordingly, the Debtors respectfully submit that cause exists to authorize the Debtors to redact, pursuant to 11 U.S.C. § 107(c)(1), personally identifiable information – including home addresses – of the Debtors' individual creditors and interest holders who are listed on the creditor matrix or any other document filed with the Court. Absent such relief, the Debtors would unnecessarily expose individual creditors and interest holders to the risk of becoming victims of identity theft and could jeopardize the safety of individuals who, unbeknownst to the Debtors, are survivors of domestic violence or stalking by publishing their home addresses without any advance notice or opportunity to opt out or take protective measures.

III. Proposed Electronic Noticing Procedures

22. Bankruptcy Rule 2002 establishes the general rule for notifying creditors in chapter 11 cases. Specifically, Bankruptcy Rule 2002(a) states that "the clerk, or some other

person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 21 days' notice *by mail* of: (1) the meeting of creditors under § 341 or § 1104(b) of the [Bankruptcy] Code." Fed. R. Bankr. P. 2002(a) (emphasis added). Bankruptcy Rule 2002(f) provides that such notice of the order for relief shall be sent by mail to all creditors. See Fed. R. Bankr. P. 2002(f).

23. As part of their businesses, the Debtors operate an e-commerce platform and sell directly to consumers in the Debtors' tasting rooms. As a result, there are many customers for which the Debtors only have email addresses available for noticing. Those customers have not provided mailing addresses to the Debtors and would only expect to receive email communications from the Debtors.

24. Among other things, the Debtors' e-commerce platform stores and processes information from thousands of customers (the "Customers"). The Debtors do not believe that many, if any, of the Customers are creditors of the Debtors, but it is possible that some may have unused gift cards, have unredeemed reward points, seek to return products or otherwise be interested in receiving notice of the Chapter 11 Cases.

25. For those Customers that the Debtors do have physical mailing addresses for, if the Debtors were required to provide actual notice by mail of pleadings and hearings to the potentially tens of thousands of past Customers, the costs would be astronomical and to the detriment of the Debtors' estates and stakeholders. In addition to postage, the Debtors would also have to pay for copying charges, printing charges, overhead costs and hourly fees for professionals. In fact, in the ordinary course of business, the Debtors did not regularly communicate with the Customers during order or return processing, but, if they did, the primary method of communication with the Customers was through email.

26. Accordingly, given the excessive costs of mailing notices to the Customers, by this Motion, the Debtors are seeking authority to provide the Customers with email service in these Chapter 11 Cases in keeping with their ordinary business practices, as outlined below, and to continue to offer the Customers the option of electing to instead receive notices by first class or other physical mail delivery if they desire.⁸

- The Debtors will serve the Case Commencement Notice via electronic mail on any Customer with an account that has at least one valid email address on file in the Debtors' books and records, provided that the Debtors will serve the Case Commencement Notice on any Customer that the Debtors reasonably believe to be a creditor by first-class mail directed to the last known physical address of the Customer, if available.
- To the extent the Debtors do not have an email address on file for a Customer, or to the extent the Debtors receive a "bounce-back" or similar error message in response to the electronic service of the Case Commencement Notice, the Debtors will serve the Case Commencement Notice via first-class mail directed to the last known physical address, if available, maintained in their books and records for such Customer.
- The Debtors will include with the Case Commencement Notice: (a) information for accessing the Case Website, where the recipient can obtain additional information about these cases; and (b) instructions indicating that all future notices will be provided to the recipient by email, if available, unless the recipient designates, either in writing or via the Case Website, that it wishes to receive physical notices in connection with the Chapter 11 Cases. Customers who do not have an email address on file or who previously elected to receive physical notices will also be given an opportunity to provide a current email address and to elect to receive electronic service in connection with these Chapter 11 Cases. This information (the "Electronic Noticing Instructions") will be provided substantially in the form of the language below:

⁸

For the avoidance of doubt, the proposed electronic noticing procedures shall apply to all notices and mailings that the Customers are entitled to receive in the Chapter 11 Cases, including, without limitation, the notice of the hearing on approval of a disclosure statement; provided, however, that these electronic noticing procedures shall not apply to service of the notice of confirmation of any chapter 11 plan and any notices or documents relating to solicitation of a plan and the Debtors shall seek separate relief with respect to the service of such notices and documents.

NOTICE TO CUSTOMERS

MEIER'S WINE CELLARS ACQUISITION, LLC. AND ITS DEBTOR AFFILIATES (THE "DEBTORS") COMMENCED BANKRUPTCY CASES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE IN THE UNITED STATES BANKRUPTCY COURT OF THE DISTRICT OF DELAWARE.

ELECTRONIC SERVICE NOTICE

IF THE DEBTORS HAVE A VALID E-MAIL ADDRESS FOR YOUR ACCOUNT IN THEIR RECORDS, ALL FUTURE NOTICES TO YOU IN CONNECTION WITH THESE CHAPTER 11 CASES WILL BE DELIVERED ONLY TO THAT E-MAIL ADDRESS UNLESS YOU INDICATE THAT YOU WISH TO RECEIVE FUTURE NOTICES BY PHYSICAL MAIL BY SENDING A WRITTEN REQUEST, TOGETHER WITH YOUR MAILING ADDRESS, TO THE DEBTORS AT THE FOLLOWING ADDRESS OR BY SUBMITTING YOUR REQUEST VIA THE DEBTORS CASE MANAGEMENT WEBSITE AT:

**Meier's Wine Cellars Acquisition, LLC
Claims Processing
c/o Epiq Corporate Restructuring, LLC
P.O. Box 4421
Beaverton, OR 97076-4421**

<https://dm.epiq11.com/VintageWine> (the "Case Website")

CORRESPONDENCE SENT BY HAND DELIVERY OR OVERNIGHT MAIL SHOULD BE SENT TO:

**Meier's Wine Cellars Acquisition, LLC
Claims Processing
c/o Epiq Corporate Restructuring, LLC.
10300 SW Allen Blvd.
Beaverton, OR 97005**

IF YOU DO NOT WISH TO RECEIVE CORRESPONDENCE VIA THE EMAIL ADDRESS YOU HAVE BEEN REACHED AT AND WISH TO PROVIDE A CURRENT EMAIL ADDRESS IN ORDER TO RECEIVE ELECTRONIC SERVICE IN THESE CASES, YOU MAY ALSO DO SO BY WRITING TO THE DEBTORS AT THE ABOVE ADDRESS OR UTILIZING THEIR CASE MANAGEMENT WEBSITE.

ADDITIONAL INFORMATION

YOU MAY ALSO ACCESS INFORMATION ABOUT THE CASES AT THE DEBTORS' CASE MANAGEMENT WEBSITE OR YOU MAY VIEW ALL DOCUMENTS FILED IN THE CASES THROUGH PACER (PUBLIC ACCESS TO COURT ELECTRONIC RECORDS) AT WWW.PACER.GOV.

27. The Debtors submit that email service of the Case Commencement Notice is the most practical method by which to notify the Customers of the commencement of these Chapter 11 Cases and constitutes an efficient use of the estates' resources. The Debtors further submit that the procedures outlined above are also consistent with other procedures previously

approved by this district. See, e.g., In re Kabbage Inc., No. 22-109151 (CTG) (Bankr. D. Del. Oct. 6, 2022) (authorizing electronic mail service on loan borrowers in accordance with the debtors' typical communication practices with loan borrowers); In re Renovate America, Inc., (LSS) (Bankr. D. Del. Dec. 21, 2020) (authorizing notice of commencement of the case to be provided to homeowners by email, and to the extent the Debtors received a "bounce-back," via first-class mail); In re 24 Hour Fitness Worldwide, Inc., (KBO) (Bankr. D. Del. June 25, 2020) (authorizing notice of commencement of the case to be provided to members and guests by, among other things, (i) email notice, to the extent available, and (ii) notice by mail, to the extent an email address was unavailable). Further, any party in interest, including the Customers, may file a proper notice request pursuant to Bankruptcy Rule 2002.

Compliance With Local Rule 9018-1(d)(iv)

28. To the best of the knowledge, information, and belief of the undersigned proposed counsel to the Debtors, the documents that the Debtors are requesting to seal pursuant to the relief requested in this Motion do not contain information subject to the Confidentiality Rights of another Holder of Confidentiality Rights (each as defined in Local Rule 9018-1(d)(iii)).

Consent to Jurisdiction

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

Notice

30. Notice of this Motion shall be provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (iii) counsel to the proposed DIP Agent and DIP Lenders; (iv) the Internal Revenue Service; and (v) the U.S. Securities and

Exchange Commission. As this Motion is seeking first-day relief, notice of this Motion and any order entered hereon will be served on all parties entitled to notice pursuant to Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

No Prior Request

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

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

[Remainder of page intentionally left blank.]

Dated: July 24, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Zachary I. Shapiro (No. 5103)
Matthew P. Milana (No. 6681)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 N. King Street
Wilmington, Delaware 19801
Telephone: 302.651.7700
Facsimile: 302.651.7701
Email: defranceschi@rlf.com
merchant@rlf.com
shapiro@rlf.com
milana@rlf.com

- and -

Heather Lennox (*pro hac vice* pending)
Carl E. Black (*pro hac vice* pending)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: 216.586.3939
Facsimile: 216.579.0212
Email: hlennox@jonesday.com
ceblack@jonesday.com

*Proposed Counsel for the Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Meier's Wine Cellars Acquisition, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 24-11575 (MFW)

(Jointly Administered)

**ORDER (I) APPROVING MASTER
SERVICE LIST, (II) APPROVING THE FORM, MANNER AND
PROPOSED SERVICE OF THE NOTICE OF COMMENCEMENT OF THE
DEBTORS' CHAPTER 11 CASES, (III) MODIFYING THE REQUIREMENTS
TO FILE EQUITY LIST AND PROVIDE NOTICE TO EQUITY SECURITY
HOLDERS, (IV) APPROVING THE REDACTION OF CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION FOR INDIVIDUAL CREDITORS AND
INTEREST HOLDERS AND (V) APPROVING THE PROPOSED ELECTRONIC
NOTICING PROCEDURES**

This matter coming before the Court on the *Motion of the Debtors and Debtors in Possession for Entry of an Order (I) Approving Master Service List, (II) Approving the Form, Manner and Proposed Service of the Notice of Commencement of the Debtors' Chapter 11 Cases, (III) Modifying the Requirements to File Equity List and Provide Notice to Equity Security Holders, (IV) Approving the Redaction of Certain Personally Identifiable Information for Individual Creditors and Interest Holders and (V) Approving the Proposed Electronic Noticing Procedures* (the "Motion"),² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion and the First Day

¹ The Debtors are the following twelve entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Meier's Wine Cellars Acquisition, LLC (5557); California Cider Co., Inc. (0443); Girard Winery LLC (5076); Grove Acquisition, LLC (9465); Meier's Wine Cellars, Inc. (2300); Mildara Blass Inc. (1491); Sabotage Wine Company, LLC (8393); Splinter Group Napa, LLC (1417); Thames America Trading Company Ltd. (0696); Vinesse, LLC (3139); Vintage Wine Estates, Inc. (CA) (2279); and Vintage Wine Estates, Inc. (NV) (5902). The Debtors' noticing address in these chapter 11 cases is 205 Concourse Boulevard, Santa Rosa, California 95403.

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

Declaration and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012, (ii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Master Service List, attached hereto as Annex 1, is hereby approved.

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

3. The form of the Case Commencement Notice, attached hereto as Annex 2, which conforms substantially with Official Bankruptcy Form 309F1, is hereby approved. The Debtors may, but are not required to, modify the Case Commencement Notice upon consultation with the U.S. Trustee. Any modifications to the Case Commencement Notice agreed to by the Debtors and the U.S. Trustee are hereby authorized and do not require further approval of this Court.

4. The Claims and Noticing Agent is authorized and directed to serve the Case Commencement Notice, substantially in the form attached hereto as Annex 2, subject to any revisions agreed to by the U.S. Trustee, no later than five business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting and have agreed on the form and substance of the Case Commencement Notice with the U.S. Trustee, or such later date that is as soon as reasonably practicable. Subject to Paragraphs 5 and 6 of this Order, the Claims and Noticing Agent shall serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive the Case Commencement Notice pursuant to Bankruptcy Rule 2002(a) and Local Rule 2002-1. Service of the Case Commencement Notice in accordance with this paragraph is approved in all respects and shall be deemed sufficient notice of the commencement of these Chapter 11 Cases and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

5. If the Case Commencement Notice or any other mail served in these Chapter 11 Cases is returned to the Claims and Noticing Agent as undeliverable with a forwarding address, the Claims and Noticing Agent shall re-mail the document to the forwarding address and update its mailing database accordingly. If any mail is returned to the Claims and Noticing Agent as undeliverable with no forwarding address, the Claims and Noticing Agent will make a reasonable search for the creditor's or the party's address. If after such search, the Claims and Noticing Agent is unable to locate such address, the Claims and Noticing Agent is under no further obligation to mail any additional notices or other pleadings to that address for the duration of these Chapter 11 Cases, unless the applicable creditor or party contacts the Claims and Noticing Agent to update its contact information, or files a change of address notice with the Court.

6. The Claims and Noticing Agent is authorized and directed to: (i) serve the Case Commencement Notice via electronic mail to those Customers for which the Debtors do not have a physical address on file in their books and records; and (ii) to include with the Case Commencement Notice: (a) information for accessing the Case Website and (b) instructions indicating that all future notices will be provided to the recipient by email, if available, unless the recipient designates, either in writing or via the Case Website, that it wishes to receive physical notices in connection with the Chapter 11 Cases.

7. The Claims and Noticing is authorized and directed to provide the Electronic Noticing Instructions to all Customers who do not have an email address on file or who previously elected to receive physical notices.

8. The requirement set forth in Bankruptcy Rule 1007(a)(3) to file a list of equity security holders is hereby modified such that the requirement has been satisfied by filing the list of all known registered holders of Vintage Wine Estates, Inc. (NV) common stock as of the Petition Date.

9. The requirement set forth in Bankruptcy Rule 2002(d) to provide the Case Commencement Notice to all of the holders of Vintage Wine Estates, Inc. (NV) common stock is hereby modified, such that the Debtors shall: (i) publish the Case Commencement Notice on the Debtors' case website located at <https://dm.epiq11.com/VintageWine>, (ii) file a Form 8-K with the Securities and Exchange Commission (the "SEC") within four (4) business days following the Petition Date, notifying their investors and other parties of, among other things, the commencement of these Chapter 11 Cases, as well as any other filings with the SEC, as necessary, and (iii) serve notice by first class mail on all known registered holders of Debtor Vintage Wine Estates, Inc. (NV) common stock as soon as practicable after the entry of the this

Order. All registered holders (including brokers, transfer agents and all nominees that hold stock in "street name" for the beneficial holders) of Debtor Vintage Wine Estates, Inc. (NV) common stock served with the Case Commencement Notice in these Chapter 11 Cases shall be required to serve such Case Commencement Notice on any holder for whose benefit such shares are registered.

10. The Debtors are authorized to redact home address information of the Debtors' creditors and interest holders who are individuals listed on the creditor matrix or any other document filed with the Court. The Debtors shall provide an unredacted version of the creditor matrix and any other applicable filed document to (i) the Court, the U.S. Trustee, any subsequently appointed trustee and counsel to any official committee appointed in these Chapter 11 Cases upon request and (ii) any other party in interest upon reasonable request. Any party in interest that is not provided with an unredacted version of the applicable document upon request may file a motion with the Court to obtain such document. Each party receiving an unredacted copy of the creditor matrix or any other applicable document shall keep such personally identifiable information confidential unless otherwise required to be disclosed by law or court order.

11. Nothing in this Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any individual whose personally identifiable information is sealed or redacted pursuant to this Order. Service of all documents and notice upon individuals whose personally identifiable information is sealed or redacted pursuant to this Order shall be confirmed in the corresponding certificate or affidavit of service.

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

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

ANNEX 1

Master Service List

DESCRIPTION	NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY	EMAIL ADDRESS	PHONE	FAX
DEBTOR	MEIER'S WINE CELLARS ACQUISITION, LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	CALIFORNIA CIDER CO., INC.	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	GIRARD WINERY LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	GROVE ACQUISITION, LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	MEIER'S WINE CELLARS, INC.	6955 PLAINFIELD RD			CINCINNATI	OH	45236				
DEBTOR	MILDARA BLOSS INC.	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	SABOTAGE WINE COMPANY, LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	SPLINTER GROUP NAPA, LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	THAMES AMERICA TRADING COMPANY LTD.	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	VINESSE, LLC	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	VINTAGE WINE ESTATES, INC. (CA)	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
DEBTOR	VINTAGE WINE ESTATES, INC. (NV)	205 CONCOURSE BLVD			SANTA ROSA	CA	95403				
PROPOSED COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION	JONES DAY	ATTN: HEATHER LENNOX, CARL E. BLACK	NORTH POINT	901 LAKESIDE AVENUE	CLEVELAND	OH	44114		hlennox@jonesday.com; ceblack@jonesday.com	216-586-3939	216-579-0212
PROPOSED COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION	RICHARDS, LAYTON & FINGER, P.A.	ATTN: DANIEL J. DEFRANCESCHI, MICHAEL J. MERCHANT, ZACHARY I. SHAPIRO, MATTHEW P. MILANA	ONE RODNEY SQUARE	920 N. KING STREET	WILMINGTON	DE	19801		defranceschi@rlf.com; merchant@rlf.com; shapiro@rlf.com; milana@rlf.com	302-651-7700	302-651-7701
OFFICE OF THE UNITED STATES TRUSTEE	OFFICE OF THE UNITED STATES TRUSTEE	DISTRICT OF DELAWARE	ATTN: JANE LEAMY	844 KING ST, STE 2207, LOCKBOX 35	WILMINGTON	DE	19801		USTP.Region03@usdoj.gov; Jane.M.Leamy@usdoj.gov	302-573-6485	302-573-6497
COUNSEL TO LENDERS AND DIP AGENT	BUCHALTER	COUNSEL TO LENDERS AND DIP AGENT	ATTN: ROBERT MILLER, ESQ.	15279 N. SCOTTSDALE ROAD, SUITE 400	SCOTTSDALE	AZ	85254		rmiller@buchalter.com		
THE UNITED STATES AND ITS AGENCIES	INTERNAL REVENUE SERVICE	P.O. BOX 7346			PHILADELPHIA	PA	19101-7346		revenue@phila.gov		
THE UNITED STATES AND ITS AGENCIES	INTERNAL REVENUE SERVICE	1111 CONSTITUTION AVE, NW			WASHINGTON	DC	20220-0001		charles.messing@irs.gov; dennis.moody@irs.gov		
THE UNITED STATES AND ITS AGENCIES	SECURITIES & EXCHANGE COMMISSION	100 F STREET, NE			WASHINGTON	DC	20549		COMMISSIONERLEE@SEC.GOV	202-551-2800	
THE UNITED STATES AND ITS AGENCIES	U.S ATTORNEY'S OFFICE	DISTRICT OF DELAWARE	HERCULES BUILDING	1313 N. MARKET STREET, SUITE 400	WILMINGTON	DE	19801		usade.ecfbankruptcy@usdoj.gov; ellen.slights@usdoj.gov		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	ALTERNATIVE RISK UNDERWRITING, LLC	1834 WALDEN OFFICE SQUARE	SUITE 550		SCHAUMBURG	IL	60173		WACHTLER@ARU111.COM	847-577-4186	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	ARDAGH GLASS INC.	10194 CROSSPOINT BLVD., SUITE 410			INDIANAPOLIS	IN	46256		TRACY.PEMBERTON@ARDAGHGROUP.COM	707-200-9344	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	BARTOW ETHANOL OF FLORIDA LC	1705 E MANN RD			BARTOW	FL	33830		MDUNBAR@BARTOWETHANOL.COM	863-533-2498	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	BODEGA & VINEDOS RIO DULCE S.A.	DORREGO 4901	COQUIMBITO, MAIPU		MENDOZA			ARGENTINA	FEDERICO@DOMICIANO.COM.AR		+54 9261 4155977
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	CHEROKEE FREIGHT LINES	3655 CHEROKEE RD			STOCKTON	CA	95205		SHEREE@GOCFL.COM	209-931-3570	(209) 931-1207
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	CHERRY BEKAERT LLP	3800 GLENWOOD AVENUE	SUITE 200		RALEIGH	NC	27612		MCOOTER@CBH.COM	919-782-1040	919-783-00976
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	COASTAL VINEYARD CARE ASSOCIATES	224 EAST HIGHWAY 246, SUITE A			BUELLTON	CA	93427		VINEYARD@COASTALVINEYARDCARE.COM	805-693-4720	805-688-1861
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	DIRT FARMER AND COMPANY	9725 LOS GUILICOS AVE			KENWOOD	CA	95452-0638		STACY@DIRTFARMERANDCO.COM	707-833-2054	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	DISTILLED SPIRITS EPICENTER	801 SOUTH 8TH ST			LOUISVILLE	KY	40203		CINDYA@FLAVORMAN.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	EMBARK INTERMEDIATE HOLDINGS, LLC	333 1ST AVE			DALLAS	TX	75226		HELLO@EMBARKWITHUS.COM	214-225-0148	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	FEDERAL EXPRESS CORP.	3965 AIRWAYS BLVD MODULE G 3RD FL			MEMPHIS	TN	38116-50107		BANKRUPTCY@FEDEX.COM	901-252-6173	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	FERMENTED VISION	8958 E HIGHWAY 12 UNIT 776			VICTOR	CA	95253-2016			209-400-7994	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	FRUITSMART, INC.	506 6TH ST	PO BOX 177		PROSSER	WA	99350		INFO@FRUITSMART.COM	509-882-9956	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS)	G3 ENTERPRISES INC	5174 SONOMA MOUNTAIN ROAD			SANTA ROSA	CA	95404		ETHAN.JONES@G3ENTERPRISES.COM	805-674-7145	

DESCRIPTION	NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY	EMAIL ADDRESS	PHONE	FAX
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	GALLO GLASS COMPANY	605 S SANTA CRUZ AVE			MODESTO	CA	95354		DSHAFFER@GALLOGLASS.COM	209-341-4527	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	GUALA CLOSURES NORTH AMERICA INC	2300 S WATNEY WAY SUITE A			FAIRFIELD	CA	94533		NEY@GUALACLOSURESNA.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	MHV, LLC	5537 SOLANO AVE			NAPA	CA	94558		ANTONIO@BETTINELLIVINEYARDS.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	MICROSTAR KEG MANAGEMENT LLC	6400 S FIDDLERS GREEN CIR			ENGLEWOOD	CO	80111		ACCOUNTSRECEIVABLE@MICROSTARKEGS.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	MONVERA GLASS DECOR	1414 HARBOUR WAY SOUTH STE 1400			RICHMOND	CA	94804		INFO@MONVERA.COM; NARGUESS@MONVERA.COM	877-792-1150	(707) 271-6455
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	MULTI-COLOR CORPORATION	C/O WS PACKAGING GROUP INC	4053 CLOUGH WOODS DR		BATAVIA	OH	45103		KRISTI.NELSON@MCCLABEL.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	NORTH ANDRE JUICE	39 ENCHANTED			IRVINE	CA	92620		SALES@NORTHANDRE.COM; ANDREHK@NORTHANDRE.COM	949-888-8692	714-386 5353
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	OPPENHEIMER & CO. INC.	85 BROAD ST	4TH FL		NEW YORK	NY	10004		INFO@OPCO.COM;	212-668-8000	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	PRICEWATERHOUSECOOPERS LLP	PWC US TAX LLP	300 MADISON AVE		NEW YORK	NY	10017		ROBERT.MORITZ@US.PWC.COM	646-471-3000	813-286-6000
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	RAMONDIN CAPSULAS	541 TECHNOLOGY WAY			NAPA	CA	94558-7589		AR.USA@CREALISGROUP.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	SAXCO INTERNATIONAL LLC	1855 GATEWAY BLVD SUITE 400			CONCORD	CA	94520		CASHAPP@SAXCO.COM	877-641-4003	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	SC WAREHOUSES, LLC	360A INDUSTRIAL CT			BENICIA	CA	94510		HEIDI@EAGLE-REDWOOD.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	SHANNON RANCHES, INC.	12601 E. HIGHWAY 20			CLEARLAKE OAKS	CA	95423		NATALIE@SHANNONRANCHES.COM	916-775-2203	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	SONOMA BRANDS PARTNERS II, LLC	117 W. NAPA STREET, STE. C			SONOMA	CA	95476		HELLO@SONOMABRANDS.COM	707-656-2015	
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	VINTNERS 1904, INC.	10815 MINNESOTA AVE			PENNGROVE	CA	94951		PPETERSON2222@HOTMAIL.COM		
HOLDERS OF THE THIRTY (30 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES ON A CONSOLIDATED BASIS	WITHERS ROAD NAPA CA, LP	GLADSTONE LAND CORPORATION	1521 WESTBRANCH DRIVE, STE 100		MCLEAN	VA	22102		COMMERCIAL@GLADSTONECOMPANIES.COM	703-287-5893	

ANNEX 2

Case Commencement Notice

Information to identify the case:

Debtors Meier's Wine Cellars Acquisition, LLC, et al. EIN: 87-4305557
 Name

United States Bankruptcy Court for the District of Delaware Date case filed for chapter 11 July 24, 2024
 (State) MM / DD / YYYY

Lead Case Number: 24-11575 (MFW)

Official Form 309F1 (For Corporations or Partnerships)

Notice of Chapter 11 Bankruptcy Case

10/20

For the debtors listed above, cases have been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

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

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

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

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

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

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

1. Debtors' full name(s) (List of Jointly Administered Debtors)		See below chart	
Name of Debtors	Other Names Used by the Debtors in the last 8 years	EIN	Case Numbers
Meier's Wine Cellars Acquisition, LLC	N/A	87-4305557	24-11575 (MFW)
California Cider Co., Inc.	N/A	68-0310443	24-11581 (MFW)
Girard Winery LLC	N/A	94-3385076	24-11576 (MFW)
Grove Acquisition, LLC	N/A	26-1639465	24-11578 (MFW)
Meier's Wine Cellars, Inc.	N/A	31-0372300	24-11580 (MFW)
Mildara Blass Inc.	N/A	94-3261491	24-11577 (MFW)
Sabotage Wine Company, LLC	N/A	32-0558393	24-11579 (MFW)
Splinter Group Napa, LLC	N/A	46-5621417	24-11587 (MFW)
Thames America Trading Company Ltd.	N/A	68-0280696	24-11582 (MFW)
Vinesse, LLC	N/A	77-0463139	24-11583 (MFW)
Vintage Wine Estates, Inc. (CA)	N/A	20-8782279	24-11584 (MFW)
Vintage Wine Estates, Inc. (NV)	N/A	87-1005902	24-11585 (MFW)
2. All other names used in the last 8 years	See above chart		
3. Address	Meier's Wine Cellars Acquisition, LLC 205 Concourse Boulevard Santa Rosa, CA 95403		

Debtor Meier's Wine Cellars Acquisition, LLC, et al.
Name

Case number (if known) 24-11575 (MFW)

<p>4. Debtors' attorneys Name and address</p>	<p>JONES DAY Heather Lennox Carl E. Black North Point 901 Lakeside Avenue Cleveland, Ohio 44114 Telephone: (216) 586-3939 Facsimile: (216) 579-0212 Email: hlennox@jonesday.com ceblack@jonesday.com</p> <p>- and -</p> <p>RICHARDS, LAYTON & FINGER, P.A. Daniel J. DeFranceschi Michael J. Merchant Zachary I. Shapiro Matthew P. Milana One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701 Email: defranceschi@rlf.com merchant@rlf.com shapiro@rlf.com milana@rlf.com</p>	<p>Debtors' Claims and Noticing Agent (for Court Documents and Case Information Inquiries):</p> <p>Epiq Corporate Restructuring, LLC</p> <p>US/Canada Toll-Free Number: 888-850-7237</p> <p>International Toll Number: +1 (971) 606-5465</p> <p>Case website: https://dm.epiq11.com/vintagewine</p> <p>Creditor Inquiries: VintageWine@epiqglobal.com</p>
<p>5. Bankruptcy clerk's office Documents in this case may be filed at this address.</p> <p>You may inspect all records filed in this case at this office or online at https://pacer.uscourts.gov</p>	<p>Clerk of the U.S. Bankruptcy Court for the District of Delaware 824 Market St. N., 3rd Floor Wilmington, Delaware 19801</p>	<p><u>Hours:</u> Monday to Friday – 8:00 a.m. to 4:00 p.m. (Prevailing Eastern Time)</p> <p><u>Telephone:</u> (302) 252-2900</p>
<p>6. Meeting of creditors The Debtors' representative must attend the meeting to be questioned under oath.</p> <p>Creditors may attend, but are not required to do so.</p>	<p>____, 2024 at ____ p.m. / a.m. (ET)</p> <p>The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.</p>	<p>Location:</p> <p>J. Caleb Boggs Federal Building 844 King Street 3rd Floor, Suite 3209 Wilmington, Delaware 19801</p> <p>The meeting of creditors is scheduled to be held by telephone. Please call:</p> <p>Telephone: Passcode:</p>

Debtor

Meier's Wine Cellars Acquisition, LLC, et al.
Name

Case number (if known)

24-11575 (MFW)

<p>7. Proof of claim deadline</p>	<p><u>Deadline for filing proof of claim:</u></p> <p><u>Not yet set. If a deadline is set, the court will send you another notice.</u></p> <hr/> <p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> ■ your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; ■ you file a proof of claim in a different amount; or ■ you receive another notice. <p>If your claim is not scheduled or if your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the bankruptcy clerk's office or online at https://pacer.uscourts.gov.</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>
<p>8. Exception to discharge deadline</p> <p>The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.</p>	<p>If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below</p> <p>Deadline for filing the complaint: <u>To be determined</u></p>
<p>9. Creditors with a foreign address</p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.</p>
<p>10. Filing a Chapter 11 bankruptcy case</p>	<p>Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtors will remain in possession of the property and may continue to operate their business.</p>
<p>11. Discharge of debts</p>	<p>Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtors except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.</p>