

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

In re:

SFMB ACQUISITION CORP.,
a Delaware corporation,
Federal Tax I.D. No. 13-4195229,

Debtor.

) Chapter 11
)
) Case No. 03-11524 (PJW)
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THE MUSEUM COMPANY, INC.,
a Delaware corporation,
Federal Tax I.D. No. 02-0579338,

Debtor.

) Chapter 11
)
) Case No. 03-11525 (PJW)
)
)
)
)

SAN FRANCISCO MUSIC BOX COMPANY,
a California corporation,
Federal Tax I.D. No. 94-2625268,

Debtor.

) Chapter 11
)
) Case No. 03-11526 (PJW)
)
)
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)

**NOTICE OF ENTRY OF BAR DATE ORDER FIXING LAST DAY FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTORS**

TO: THE OFFICE OF THE UNITED STATES TRUSTEE; COUNSEL FOR THE COMMITTEE; COUNSEL TO THE DEBTORS' PREPETITION LENDERS; ALL PERSONS OR ENTITIES THAT HAVE FILED A NOTICE OF APPEARANCE IN THIS CASE UNDER FEDERAL RULES OF BANKRUPTCY PROCEDURE RULE 2002; ALL PERSONS OR ENTITIES LISTED ON THE DEBTORS' SCHEDULES; ALL KNOWN PERSONS OR ENTITIES THAT ARE PARTIES TO EXECUTORY CONTRACTS OR UNEXPIRED LEASES; ALL TAXING AUTHORITIES FOR THE JURISDICTIONS IN WHICH THE DEBTORS CONDUCT BUSINESS; ALL HOLDERS OF EQUITY SECURITIES IN THE DEBTORS; AND ALL KNOWN PERSONS OR ENTITIES THAT MIGHT ASSERT CLAIMS AGAINST THE DEBTORS.

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order on **August 8, 2003** (the "Bar Date Order") requiring all persons or entities, except as indicated below, that assert a claim (as defined below) against SFMB Acquisition Corp., The Museum Company, Inc. ("TMC") and San

Francisco Music Box Company ("SFMB") (each a "Debtor," collectively, the "Debtors"), which arose or is deemed to have arisen by virtue of 11 U.S.C. § 501(d) prior to May 16, 2003 (the "Petition Date"), to file a proof of claim with respect to the Debtor with Delaware Claims Agency, LLC ("Delaware Claims"), that substantially conforms to Official Form No. 10, so as to be received no later than **October 3, 2003 at 4:00 p.m. prevailing Eastern Standard Time** (the "Claims Bar Date"). Additionally, with respect to claims of governmental units against the Debtor which arose or are deemed to have arisen by virtue of 11 U.S.C. § 501(d) prior to the Petition Date **November 12, 2003 at 4:00 p.m. prevailing Eastern Standard Time**, was established by the Court for the filing of separate proofs of claim against the Debtor (the "Governmental Units Bar Date" and together with the Claims Bar Date, the "Bar Date"). Such original proofs of claim must be mailed or delivered to the following address:

Delaware Claims Agency, LLC
c/o SFMB Acquisition Corp.
P.O. Box 515
Wilmington, DE 19899

If such original proofs of claim are sent via FedEx or another similar carrier, then such original proofs of claim must be delivered to the following address:

Delaware Claims Agency, LLC
c/o Parcels, Inc.
4 East 7th Street
Wilmington, DE 19801

In order to be **filed**, the proof of claim must be **actually received** by Delaware Claims at the above address on or before the applicable Bar Date. Therefore, the date of a postmark by the U.S. Postal Service or the date of delivery by any other delivery service shall **NOT** constitute a date upon which a proof of claim may be deemed filed. Further, facsimile or email proofs of claim are **NOT** acceptable and will not be valid for any purpose.

Pursuant to the terms of the Bar Date Order, other than those parties listed in the "Exceptions" paragraph below, each person or entity, including, without limitation, individuals, partnerships, joint ventures, corporations, estates, trusts and governmental units, which holds or asserts a claim against or relating to the Debtors, or for reimbursement or contribution allowed under section 502 of title 11 of the United States Code (the "Bankruptcy Code") on account of such a claim, or for any alleged obligation or liability of the Debtors whatsoever, which arose or is deemed to have arisen prior to the Petition Date, must file a proof of claim in substantially the same form as attached hereto. Again, the deadline to file such a proof of claim is **October 3, 2003 at 4:00 p.m. prevailing Eastern Standard Time**, unless you are a governmental unit, in which case, the deadline is **November 12, 2003 at 4:00 p.m. prevailing Eastern Standard Time**.

FOR PURPOSES OF THE BAR DATE ORDER AND THIS NOTICE, THE TERM "CLAIM" MEANS (i) 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 (ii) ANY RIGHT TO AN EQUITABLE REMEDY FOR BREACH OF PERFORMANCE IF SUCH BREACH GIVES RISE TO A RIGHT TO PAYMENT, WHETHER OR NOT SUCH RIGHT TO AN EQUITABLE REMEDY IS REDUCED TO JUDGMENT, FIXED, CONTINGENT, MATURED, UNMATURED, DISPUTED, UNDISPUTED, SECURED, OR UNSECURED.

ACTS OR OMISSIONS, IF ANY, OF THE DEBTORS THAT OCCURRED PREPETITION, INCLUDING THE DEBTORS' INDEMNITY AGREEMENTS, GUARANTEES, OR SERVICES PROVIDED TO OR RENDERED BY THE DEBTOR, MAY GIVE RISE TO CLAIMS AGAINST THE DEBTOR NOTWITHSTANDING THE FACT THAT SUCH CLAIMS (OR INJURIES ON WHICH THEY ARE BASED) MAY BE CONTINGENT OR MAY NOT HAVE OCCURRED, MATURED OR BECOME FIXED OR LIQUIDATED PRIOR TO SUCH DATE. THEREFORE, ANY CREDITOR HAVING A CLAIM OR POTENTIAL CLAIM AGAINST THE DEBTOR, WITH CERTAIN EXCEPTIONS DESCRIBED BELOW, NO MATTER HOW REMOTE OR CONTINGENT, MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE.

Exceptions: A Proof of Claim in respect of a claim or claims in one of the following categories is **NOT** required to be filed on or before the Bar Date:

- a. Claims listed in the Schedules or any amendments thereto, which are not listed therein as "contingent," "unliquidated," or "disputed" and which are not disputed by holders thereof as to amount or classification;
- b. Claims already properly filed with the Clerk of the Court or Delaware Claims and which are in a form which substantially conforms to Official Form No. 10;
- c. Administrative claims of professionals retained by the Debtors or the Committee pursuant to orders of this Court for fees and expenses subject to approval pursuant to sections 330, 331(a) and 503(b) of the Bankruptcy Code;
- d. Claims allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses in this case;
- e. Claims of current officers or directors of the Debtors for indemnification and/or contribution arising as a result of such officer's or director's prepetition or postpetition service to the Debtors;
- f. Claims of any individual Debtor entity against any other Debtor entity;
- g. Claims, pursuant to section 502(h) of the Bankruptcy Code, resulting from the recovery of a voidable transfer shall be filed by the later of: (i) the Bar Date, and (ii) thirty (30) days after the date

on which an order avoiding such transfer is entered by the Court;
and

- h. Claims allowed by order of this Court entered on or before the Bar Date or claims, if any, arising from the rejection of an executory contract or unexpired lease, the Bar Date for which is governed by other orders of the Court.

PLEASE TAKE FURTHER NOTICE that any entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any Entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its Claim is asserted.

PLEASE TAKE FURTHER NOTICE that all persons and entities except those holding claims prescribed in paragraphs (a) through (h) above **MUST** file a proof of claim on or before **October 3, 2003 at 4:00 p.m. prevailing Eastern Standard Time** or with respect to governmental units, on or before **November 12, 2003 at 4:00 p.m. prevailing Eastern Standard Time**. There are severe consequences if you do not timely or properly file your proof of claim. Any holder of any claim against the Debtors who fails to file a proof of claim on or before the applicable Bar Date shall be **FOREVER BARRED** from asserting that claim against the Debtors or their property, and shall not be treated as the holder of a claim for purposes of voting on, or participating in, any distribution under any plan confirmed in these cases.

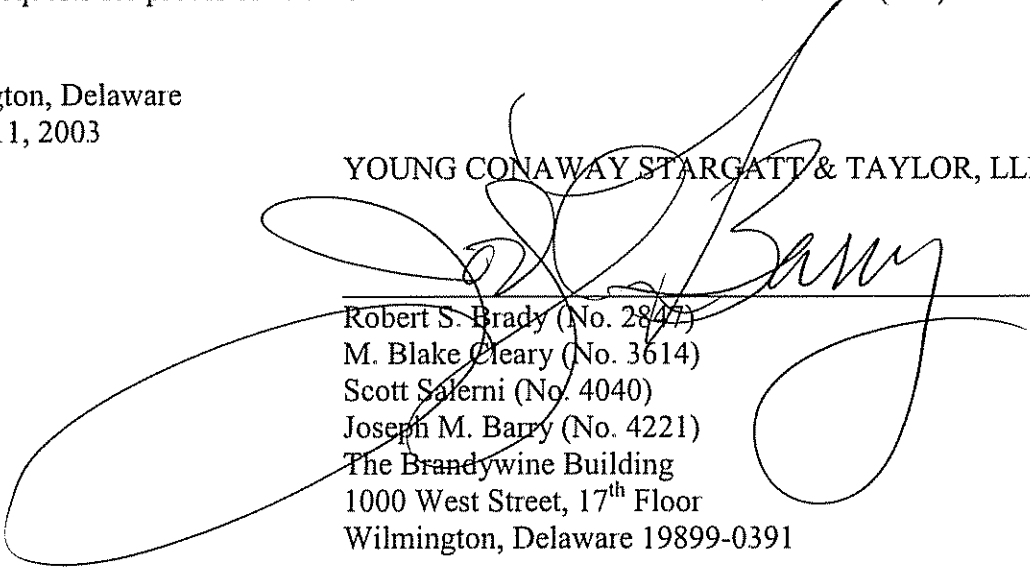
PLEASE TAKE FURTHER NOTICE that if you hold a claim that is not listed on the Debtors' schedules of assets and liabilities (collectively, the "Schedules") filed with the United States Bankruptcy Court for the District of Delaware, or listed on the Schedules as contingent, unliquidated, or disputed, you **MUST** file a proof of claim.

PLEASE TAKE FURTHER NOTICE that copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Bankruptcy Court, 5th Floor, 824 Market Street, Wilmington, DE 19801. In addition, copies of such documents may also be viewed on the Internet at the Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such site. Should you have any questions concerning the completion or filing of your proof of claim, you should consult your own attorney for assistance.

PLEASE TAKE FURTHER NOTICE that questions concerning the content of this notice and requests for proofs of claim should be directed to Delaware Claims at (800) 838-6773.

Dated: Wilmington, Delaware
August 11, 2003

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