

Presentment Date: November 10 at 12:00 p.m. (Eastern Time)

Objection Deadline: November 7 at 4:00 p.m. (Eastern Time)

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*Proposed Counsel to the Official Committee
of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
Benitago Inc., <i>et al.</i> , ¹)	Case No. 23-11394 (SHL)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF PRESENTMENT ON THE APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF BENITAGO INC., ET AL.
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF PROVINCE, LLC AS FINANCIAL ADVISOR, EFFECTIVE
AS OF SEPTEMBER 21, 2023**

PLEASE TAKE NOTICE that on the date hereof, the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Application of the Official Committee of Unsecured Creditors of Benitago*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

Inc., et al. for Order Authorizing the Employment and Retention of Province, LLC as Financial Advisor, Effective as of September 21, 2023 (the “Application”).

PLEASE TAKE FURTHER NOTICE that the Committee hereby submits a proposed order, substantially in the form annexed to the Application as **Exhibit A** (the “Proposed Order”) Authorizing the Official Committee of Unsecured Creditors of Benitago Inc., *et. al.* to Retain and Employ Province, LLC as Financial Advisor Effective as of September 21, 2023 (the “Retention Date”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or Proposed Order must be made in writing and filed with the Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601-4140, and served so as to be actually received by the following parties no later than the **November 7, 2023 at 4:00 p.m (prevailing Eastern Time)** (the “Objection Deadline”).

(i) the Honorable Sean H. Lane, United States Bankruptcy Judge for the Southern District of New York, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, NY 10601-4140;

(ii) proposed counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Kyle J. Ortiz, Esq. (kortiz@teamtogut.com) and Bryan M. Kotliar, Esq. (Bkotliar@teamtogut.com);

(iii) proposed co-counsel to the Acrux Debtors, Klestadt Winters Jureller Southard & Stevens, 200 West 41st Street, 17th Floor, New York, NY 10036 Attn: Fred Stevens, Esq. (FStevens@Klestadt.com) and Sean Southard, Esq. (SSouthard@Klestadt.com);

(iv) the Office of the United States Trustee for Region 2, U.S. Federal Office Building, One Bowling Green, Suite 534, New York, NY 10004, Attn: Richard Morrissey, Esq. (Richard.Morrissey@usdoj.gov) and Annie Wells, Esq. (Annie.Wells@usdoj.gov);

(v) proposed counsel for the Official Committee of Unsecured Creditors, Dechert LLP, 1095 Avenue of the Americas, New York, NY 10036 Attn: Douglas Mannal, Esq. (dmannal@dechert.com) and David A. Herman, Esq. (david.herman@dechert.com);

(vi) counsel to CoVenture – Bento Credit Opportunities GP, LLC and CoVenture – Bento Credit Opportunities SPV, LP (together, “CoVenture”), Greenberg Traurig, LLP, (i) One Vanderbilt Avenue, New York, NY 10017, Attn: Oscar Pinkas, Esq. (pinkasO@gtlaw.com), (ii)

77 Wacker Drive, Suite 3100, Chicago, IL 60601, Attn: Nancy Peterman, Esq. (petermanN@gtlaw.com), Eric Howe, Esq. (HoweE@gtlaw.com) and Danny Duerdoth, Esq. (duerdothD@gtlaw.com);

(vii) counsel to SellersFunding, Maurice Wutscher LLP, (i) 5 Walter E. Foran Blvd., Suite 2007, Flemington, NJ 08822, Attn: Thomas R. Dominczyk, Esq. (tdominczyk@MauriceWutscher.com), (ii) 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122, Attn: Alan C. Hochheiser, Esq. (ahochheiser@MauriceWutscher.com); and

(viii) any parties required to be served under any applicable Bankruptcy Rule or Local Rule.

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Proposed Order by the Objection Deadline, the Committee shall, on or after **November 10, 2023, at 12:00 p.m. (prevailing Eastern Time)** (the “Presentment Date”), submit to the Court the Proposed Order, which the Court may enter without further notice or opportunity to be heard.

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PLEASE TAKE FURTHER NOTICE that copies of the Application, and related filings, can be viewed and/or obtained by (i) accessing the Bankruptcy Court's Website for a fee, (ii) visiting the website for the Debtors' chapter 11 cases at: <https://cases.stretto.com/benitago>, or (iii) by contacting the Office of the Clerk of the United States Bankruptcy Court, Southern District of New York. Please note that a PACER password is required to access documents on the Bankruptcy Court's Website.

Dated: New York, New York
October 27, 2023

DECHERT LLP

/s/ Douglas Mannel

Douglas Mannel

David A. Herman

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*Proposed Counsel to the Official Committee
of Unsecured Creditors*

Presentment Date: November 10 at 12:00 p.m. (Eastern Time)
Objection Deadline: November 7 at 4:00 p.m. (Eastern Time)

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11	
)		
Benitago Inc., <i>et al.</i> , ¹)	Case No. 23-11394 (SHL)	
)		
Debtors.)	Jointly Administered	
)		

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF PROVINCE, LLC AS FINANCIAL ADVISOR,
EFFECTIVE AS OF SEPTEMBER 21, 2023**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

“Debtors”) hereby files this application (this “Application”) for an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Province, LLC (“Province”) as its financial advisor pursuant to sections 327(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”). In support of the Application, the Committee relies upon and incorporates by reference the *Declaration of Sanjuro Kietlinski in Support of the Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Province, LLC as Financial Advisor Effective as of September 21, 2023* (the “Kietlinski Declaration”), attached hereto as **Exhibit B**. In further support of the Application, the Committee respectfully represents:

JURISDICTION

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 327(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and the Local Rules.

BACKGROUND

2. On August 30, 2023 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a)

and 1108 of the Bankruptcy Code. On September 5, 2023, the Court entered an order authorizing the joint administration of the Debtors' chapter 11 cases [ECF No. 25].

3. On September 15, 2023, the Office of the United States Trustee (the "U.S. Trustee") for Region 2 appointed the Committee, consisting of the following members: (i) Stefano Veronica Sticlaru, (ii) CalMyotis (HK) Limited; and (iii) Daniel Simimi.

4. On September 21, 2023 the Committee selected Province, LLC ("Province") as its proposed financial advisor.

5. No trustee or examiner has been appointed in these chapter 11 cases.

RELIEF REQUESTED AND REASONS THEREFOR

6. By this Application, pursuant to sections 327(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee requests entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of Province, effective September 21, 2023, as its financial advisor in connection with these chapter 11 cases.

7. Province has extensive experience representing official creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases, including, as (i) financial advisor to the official committees of unsecured creditors in A.B.C. Carpet, Alex and Ani, Armstrong Flooring, Aruze Gaming, Ascena Group, Avadim Health, BL Restaurants Holding, Carbonlite Holdings, Cherry Man Industries, Cyprus Mines, David's Bridal, DCL Holdings (USA), Destination Maternity, Eastern Outfitters, EHT US1 (Eagle Hospitality), Endo International, Francesca's Holding Corporation, Honx, Insys Therapeutics, Independent Pet Partners, Invacare, J Crew, Lucky's Market, L'Occitane, Mallinckrodt, Mountain Express Oil Company, Nielsen & Bainbridge (NBD Home), Neopharma, One Web, Papyrus, Path Medical, Pier 1, PBS Brand Co. (Punch Bowl), Purdue Pharma, Reverse Mortgage, Revlon, SiO2 Medical

Products, Stimwave Technologies, TECT Aerospace Group, The Rockport Company, True Religion Apparel, Tuesday Morning, Virgin Orbit, Wesco Aircraft and White Stallion Energy matters; (ii) financial advisor to the debtors in 4E Brands, Basic Energy Services, Cherry Man Industries, Cinemex Holdings USA, Codiak BioSciences, Coin Cloud, Frontsight Management, Penthouse Global Media, Superior Linen, True Religion Apparel, Vesta Holdings, and Woodbridge Group of Companies; and (iii) the trustee in Aegean Marine Petroleum, Advance Watch, American Apparel, Borden Dairy, CS Mining, Cycle Force, DCL, EBH Topco, Eclipse Berry Farms, Energy & Exploration (ENXP), Fieldwood, Gump's, Invacare, La Paloma Generating Company, Limetree Bay Services, Mallinckrodt, Maxus Energy, Neogenix, PBS Brand Co. (Punch Bowl), Promise Healthcare Group, RadioShack Corporation, RMIT (Reverse Mortgage), and Samson Resources, Stimwave Technologies, among others. Accordingly, the Committee believes that Province is well-qualified to render the services described below.

8. Pursuant to sections 327(a) and 1103(a) of the Bankruptcy Code, the Committee requests that this Court approve the employment of Province as its financial advisor to, among other things:

- a. becoming familiar with and analyzing the Debtors' cash collateral budget, assets and liabilities, and overall financial condition;
- b. reviewing financial and operational information furnished by the Debtors to the Committee;
- c. analyzing the Debtors' proposed retentions of professionals and reporting to the Committee as necessary;
- d. analyzing the Debtors' proposed business plan and developing alternative scenarios, if necessary;
- e. assessing the Debtors' various pleadings and proposed treatment of unsecured creditor claims therefrom;
- f. preparing, or reviewing as applicable, avoidance action and claim analyses;
- g. assisting the Committee in reviewing the Debtors' financial reports, including, but not limited to, SOFAs, Schedules, cash budgets, and Monthly Operating Reports;
- h. advising the Committee on the current state of these chapter 11 cases;

- i. advising the Committee in negotiations with the Debtors and third parties as necessary;
- j. if necessary, participating as a witness in hearings before the bankruptcy court with respect to matters upon which Province has provided advice; and
- k. other activities as are approved by the Committee, the Committee's counsel, and as agreed to by Province.

9. Province has advised the Committee that it intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, U.S. Trustee Guidelines and any administrative compensation order entered in these cases. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by professionals and paraprofessionals who provide services to the Committee. These hourly rates are subject to periodic adjustment and the Committee has been advised of that fact. Province shall provide the Committee with advance notice and an opportunity to comment on Province's fee applications and requests to be paid any "holdback amounts."

10. Province's standard hourly rates are:

<u>Professional Level</u>	<u>Per Hour (USD)</u>
Managing Directors and Principals	\$860-\$1,350
Vice Presidents, Directors, and Senior Directors	\$580-\$950
Analysts, Associates, and Senior Associates	\$300-\$650
Other / Para-Professional	\$220-\$300

11. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Province intends to provide ten (10) days' notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in Province's rates for professionals working on these chapter 11 cases.

12. In addition, Province will bill for all out-of-pocket expenses reasonably incurred by Province in connection with the matters contemplated by this Application.

13. Based upon the Kietlinski Declaration, filed contemporaneously herewith, the Committee is satisfied that (i) Province represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates, (ii) Province has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee, and (iii) Province has not been paid any retainer against which to bill fees and expenses. To the best of the Committee's knowledge, Province has no connection with creditors or any other party in interest except as otherwise noted in the Kietlinski Declaration.

14. The Committee requests approval of the employment of Province effective to September 21, 2023. Such relief is warranted by the circumstances presented by these cases. The Committee's selection of Province on September 21, 2023 necessitated that Province immediately commence work on time-sensitive matters and promptly devote substantial resources to the Debtors' cases pending submission and approval of this Application.

NOTICE AND PRIOR APPLICATION

15. Notice of the instant Application is being given to (a) counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Kyle J. Ortiz, Esq. (kortiz@teamtogut.com), Bryan M. Kotliar, Esq. (bkotliar@teamtogut.com), and Eitan B. Blander, Esq. (eblander@teamtogut.com); (b) counsel to Acrux and the Acrux Subsidiaries, Klestadt Winters Jureller Southard & Stevens, LLP, 570 Fashion Avenue, New York, NY 10018, Attn: Fred Stevens, Esq. (fstevens@klestadt.com) and Sean Southard, Esq. (ssouthard@klestadt.com); (c) the United States Trustee, One Bowling Green, Suite 511, New York, NY 10004, Attn: Annie Wells, Esq. (annie.wells@usdoj.gov) and Richard C. Morrissey, Esq. (richard.morrissey@usdoj.gov); and (d) counsel to any statutory committee appointed in the

Chapter 11 Cases.

WHEREFORE, the Committee hereby respectfully requests that it be authorized to retain and employ Province, LLC as its financial advisor effective September 21, 2023, and that Province be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Dated: October 27, 2023

Respectfully submitted,

The Official Committee of Unsecured Creditors
of BENITAGO INC., *et al.*

Stefana Veronica Sticlaru, Authorized
Committee Representative

By: /s/ Stefana Veronica Sticlaru
Stefana Veronica Sticlaru

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Benitago Inc., <i>et al.</i> , ¹)	Case No. 23-11394 (SHL)
)	
)	Jointly Administered
Debtors.)	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
PROVINCE, LLC AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE SEPTEMBER 21, 2023**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain Province, LLC (“Province”) as its financial advisor effective September 21, 2023, the date the Committee determined to employ Province as financial advisor in these cases, pursuant to sections 327(a) and 1103(a) of title 11 of the United States Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Southern District of New York; and upon the Declaration of Sanjuro Kietlinski of Province, LLC (the “Kietlinski Declaration”) attached to the Application as **Exhibit B**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application were appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Kietlinski Declaration, that Province does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Province has been and is to be employed, and that Province is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, and, as required under sections 327(a) and 1103(a) of the Bankruptcy Code, neither holds nor represents an interest that is adverse in connection with these cases; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and in the Kim Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. The Committee is authorized to employ and to retain Province, LLC as its financial advisor, effective September 21, 2023, in accordance with the terms and conditions set forth in the Application.
3. Province is authorized to provide services to the Committee, including the following:
 - a. becoming familiar with and analyzing the Debtors’ cash collateral budget, assets and liabilities, and overall financial condition;

- b. reviewing financial and operational information furnished by the Debtors to the Committee;
- c. monitoring the going concern sale processes, interfacing with the Debtors' professionals, and advising the Committee regarding the processes;
- d. analyzing the Debtors' proposed business plan and developing alternative scenarios, if necessary;
- e. assessing the Debtors' various pleadings and proposed treatment of unsecured creditor claims therefrom;
- f. preparing, or reviewing as applicable, avoidance action and claim analyses;
- g. assisting the Committee in reviewing the Debtors' financial reports, including, but not limited to, SOFAs, Schedules, cash budgets, and Monthly Operating Reports;
- h. advising the Committee on the current state of these chapter 11 cases;
- i. advising the Committee in negotiations with the Debtors and third parties as necessary;
- j. if necessary, participating as a witness in hearings before the bankruptcy court with respect to matters upon which Province has provided advice; and
- k. other activities as are approved by the Committee, the Committee's counsel, and as agreed to by Province.

4. Province shall be compensated in accordance with the Application, and will file interim and final fee applications for allowance of its compensation and expenses, and shall be subject to sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 101], and any further order of the Court.

5. This Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. To the extent the Application or the Kietlinski Declaration is inconsistent with this Order, the terms of this Order shall govern.

7. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Province shall provide ten (10) days' notice of any such increases to the Debtors and the United States Trustee, and shall file such notice with the Court. The U.S. Trustee and all

parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. If new or previously undiscovered relevant connections or facts are discovered, Province shall file supplemental disclosures, as required under Bankruptcy Rule 2014.

9. Notice of the Application as provided therein shall be deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

10. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: _____, 2023
New York, New York

JUDGE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Kietlinski Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
Benitago Inc., <i>et al.</i> , ¹)	Case No. 23-11394 (SHL)
)	
Debtors.)	Jointly Administered
)	

**DECLARATION OF SANJURO KIETLINSKI OF PROVINCE, LLC IN SUPPORT OF
APPLICATION TO RETAIN AND EMPLOY PROVINCE, LLC AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
BENITAGO, INC., ET AL., EFFECTIVE SEPTEMBER 21, 2023**

1. I, Sanjuro Kietlinski, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules as follows:

2. I am a principal with Province, LLC (“Province”), which is a financial advisory firm with its principal office located at 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074. Province also has offices in the Baltimore, Greenwich, Los Angeles, Miami and New York metro areas. I am authorized to submit this declaration (the “Declaration”) in support of the Application for Entry of an Order Authorizing and Approving the Employment of Province, LLC

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of September 21, 2023 (the “Application”).

1. Province’s corporate structure, including its parent entities, affiliates, and subsidiaries, is as follows: Province, LLC is a Delaware limited liability company, and Province’s sole subsidiary, which is wholly-owned, is Province Fiduciary Services, LLC, a Nevada limited liability company. All of the membership interests in Province, LLC are held by Province Holdings, Inc., a Delaware corporation (“Holdco”), and Province Management, LLC, a Delaware limited liability company (“Management Holdco”). Neither Holdco, Management Holdco, nor any Province subsidiary (i) has any employees, (ii) has any connection to the Debtors or any person listed on the Entity List (defined below), (iii) has any physical or electronic access to Province’s physical or electronically stored information; (iv) will be involved in this engagement; nor (v) have they been engaged to advise the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), or any other party in interest in connection with these chapter 11 proceedings. Additionally, all Province conflicts checks and related disclosures include any connections of each of Province’s subsidiary, Holdco, and Management Holdco.

2. Neither I, Province, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. This Declaration is submitted pursuant to sections 327 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Delaware (the “Local

Bankruptcy Rules”) in support of the Application for the entry of an order approving the retention of Province as financial advisor to the Committee, effective September 21, 2023.

4. In connection with its proposed retention by the Committee in these chapter 11 cases and in preparing this Declaration, Province used a set of procedures developed to ensure full compliance with the requirements of the Bankruptcy Code and the Federal and Local Bankruptcy Rules regarding the retention of professionals (the “Retention Procedures”). Pursuant to the Retention Procedures, and under my direction and supervision, Province researched its client connections database, which includes all engagements that concluded within the past twenty-four (24) months, to determine whether it has relationships with any of the entities that were identified to Province as creditors or parties-in-interest in these chapter 11 cases (the “Entity List”) a copy which is attached hereto as **Schedule 1**. To the extent such a search indicated that Province has a relationship with any of the entities on the Entity List, the identities of such entities and Province’s relationship with such entities is disclosed in the attached **Schedule 2**.

5. Province sent an email questionnaire to each employee inquiring as to whether each employee or any member(s) of his or her household:

- i. owns any debt or equity securities of the Debtors or their non-debtor affiliates;
- ii. holds a claim against or interest adverse to the Debtors or their non-debtor affiliates;
- iii. is or was an officer, director, or employee of the Debtors or their non-debtor affiliates;
- iv. is related to or has any connections to any Bankruptcy Judge in the United States Bankruptcy Court for the Southern District of New York (Manhattan);
- v. is related to or has any connections to anyone working in the Office of the United States Trustee for the Southern District of New York (Manhattan);
- vi. was an officer, director or employee of the Debtors within two years prior to the Petition Date; or
- vii. has a connection with a party in interest listed on the Entity List.

6. Province did not receive any responses to the above inquiry.

7. Based on the result of that search and employee questionnaire, I have been able to ascertain after diligent inquiry that to the best of my knowledge, Province (i) does not represent any entity having an adverse interest in connection with these chapter 11 cases and (ii) does not represent or hold an interest adverse to the interest of the Debtor or its estate with respect to the matters on which Province is to be employed. Moreover, Province and its subsidiaries are disinterested within the meaning of section 101(14) of the Bankruptcy Code, in that neither I, Province, any Province subsidiary, nor any of their principals, employees (including those working on this engagement) or associates:

- a. are creditors, equity security holders or insiders of the Debtors;
- b. are or were within two years before the Petition Date, a director, officer or employee of the Debtors;
- c. have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors or for any other reason; or
- d. hold any debt or equity securities of the Debtors.

8. As a part of Province's financial advisory practice, Province's clientele includes: debtors, creditors and other statutory committees, institutional creditors, asset purchasers, venture capitalists, secured parties, lessors, contract parties, equity holders, directors and officers, court-appointed fiduciaries, plan sponsors, indenture trustees, and bond insurers. The Debtors have numerous creditors and other parties-in-interest.

9. Except as otherwise set forth herein and in **Schedule 2**, insofar as I have been able to ascertain, the principals, associates and staff members of Province do not have any connection with the Debtors, the Debtors' officers and directors, the Debtors' creditors, the Debtors' equity security holders and other known parties-in-interests or their respective professionals.

10. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor any principal, associate or staff member of Province, insofar as I have been able to ascertain, is related to the bankruptcy judge assigned to the above-captioned chapter 11 cases.

11. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor any principal, associate or staff member of Province, insofar as I have been able to ascertain, has a connection to the United States Trustee or any person employed in the office of the United States Trustee.

12. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties-in-interest in these cases, neither I nor Province is able to conclusively identify all potential relationships or state with absolute certainty that every client representation or other connection of Province has been disclosed. To the extent Province discovers any facts or additional information during the period of Province's retention that requires disclosure, Province will supplement this Declaration to disclose such information.

13. Province has neither received any retainer nor any payment from the Debtors nor the Committee, nor has it received any promise of payment, during the one-year period prior to the filing of the Debtors' petition. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these chapter 11 cases. No promises have been received by Province nor by any advisors or attorneys thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. Province has no agreement with any other entity to share with such entity any compensation received by Province in connection with these chapter 11 cases, except among employees of Province. Neither

the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by Province in its representation of the Committee.

14. Province intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Province.

15. Province's standard hourly rates are:

<u>Professional Level</u>	<u>Per Hour (USD)</u>
Managing Directors and Principals	\$860-\$1,350
Vice Presidents, Directors, and Senior Directors	\$580-\$950
Analysts, Associates, and Senior Associates	\$300-\$650
Other / Para-Professional	\$220-\$300

16. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Province intends to provide notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in Province's rates for professionals working on these chapter 11 cases.

17. In addition to the fees described above, Province will bill for all out-of-pocket expenses reasonably and actually incurred by Province in connection with the matters contemplated by this Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 27, 2023

By: /s/Sanjuero Kietlinski
Sanjuero Kietlinski

SCHEDULE 1
Potential Parties-in-Interest

Bankruptcy Judges for the Southern District
of New York

1. CECELIA G. MORRIS
2. DAVID S. JONES
3. JAMES L. GARRITY, JR.
4. LISA G. BECKERMAN
5. MARTIN GLENN
6. MICHAEL E. WILES
7. SEAN H. LANE
8. JOHN P. MASTANDO III
9. JUDGE PHILIP BENTLEY

Bankruptcy Judge Lane's Chambers' Staff

1. LIZA EBANKS
2. CHRISTINA AZZARO
3. SARAH ROSENTHAL
4. JACQUELINE TRAN

Clerk of Court and Deputy for the Southern
District of New York

1. VITO GENNA
2. MIKE PAEK

Current Board of Directors

1. SANTIAGO NESTARES LAMPO
2. BENEDICT TILLMAN DOHMEN

Current Officers

1. SANTIAGO NESTARES LAMPO
2. BENEDICT TILLMAN DOHMEN
3. WUSANG CHUN
4. QUANG NGUYEN
5. JAMES LU

Debtors

1. BENITAGO INC.
2. ACRUX LLC
3. Aludra Limited
4. Algedi LLC
5. Biham LLC;
6. Canopus LLC
7. Denebola LLC
8. Errai LLC

9. Felis LLC
10. Ginan LLC
11. Hamal LLC
12. Izar LLC
13. Jabbah LLC
14. Kamuy LLC
15. Lich LLC
16. Maasym LLC
17. Nusakan LLC
18. Okab LLC
19. Phact LLC
20. Chechia LLC
21. Dalim LLC
22. Segin LLC
23. Taiyi LLC
24. Veritate LLC
25. Wazn LLC
26. Yildun LLC
27. Bharani LLC
28. Revati LLC
29. Alhena LLC.

Depository/Disbursement Banks

1. First Republic Bank
2. Fire FINANCIAL SERVICES
3. HSBC UK
4. HSBC BANK USA

District Court Judges for the Southern
District of New York

1. ALISON J. NATHAN
2. ALVIN K. HELLERSTEIN
3. ANALISA TORRES
4. ANDREW L. CARTER JR.
5. CATHY SEIBEL
6. CHARLES S. HAIGHT
7. COLLEEN MCMAHON
8. DENISE L. COTE
9. EDGARDO RAMOS
10. GEORGE B. DANIELS
11. GREGORY H. WOODS
12. J. PAUL OETKEN
13. JED S. RAKOFF

14. JESSE M. FURMAN
15. JOHN F. KEENAN
16. JOHN G. KOELTL
17. JOHN P. CRONAN
18. KATHERINE POLK FAILLA
19. KENNETH M. KARAS
20. KEVIN CASTEL
21. KIMBA M. WOOD
22. LAURA TAYLOR SWAIN
23. LEWIS A. KAPLAN
24. LEWIS J. LIMAN
25. LORETTA A. PRESKA
26. LORNA G. SCHOFIELD
27. LOUIS L. STANTON
28. MARY KAY VYSKOCIL
29. NAOMI REICE BUCHWALD
30. NELSON S. ROMAN
31. PAUL A. CROTTY
32. PAUL A. ENGELMAYER
33. PAUL G. GARDEPHE
34. PHILIP M. HALPERN
35. RICHARD J. SULLIVAN CIRCUIT
JUDGE SITTING BY
DESIGNATION
36. RICHARD M. BERMAN
37. RONNIE ABRAMS
38. SIDNEY H. STEIN
39. VALERIE E. CAPRONI
40. VERNON S. BRODERICK
41. VICTOR MARRERO
42. VINCENT L. BRICCETTI

Insurance Providers/Insurance Brokers

1. CNA Hardy
2. Royal & Sun Alliance Insurance
3. Lloyds
4. Arthur J. Gallagher & Co.
5. PIN Insurance Brokers
6. Price Forbes & Partners Limited
7. PIB RISK SERVICES LTD T/A PIB
IB NST CLIENT AC
8. COLOSSUS INSURANCE
AGENCY, LLC

Known Common Stockholders

1. SANTIAGO NESTARES LAMPO

2. BENEDICT TILLMAN DOHMEN
3. Robert Gregory Eisner
4. David Kaplowitz
5. Guido Torrini
6. Margarita Lampo
7. Mother Capital Benitago SPV I

Landlords

1. Convene at Convene at One Liberty
Plaza, LLC
2. ORIGINN OFIS HISZMETLERI
VE ISLETMECILIGI LTD

Largest Creditors

1. AFFILIATE NUTRA LLC
2. AMAZON CAPITAL SERVICES,
INC.
3. ANOMALY PARTNERS LLC
4. CALMYOTIS (HK) LIMITED
5. CHRISTOPH DOHMEN
6. COVENTURE – BENTO CREDIT
OPPORTUNITIES SPV, LP
7. DDK & COMPANY LLP
8. HSBC UK BANK PLC
9. PERPETUA LABS, INC.
10. PHARMATECH ASIA GROUP
LTD
11. PIXIOR LLC
12. QUINN EMANUEL URQUHART
& SULLIVAN LLP
13. SELLER ROCKET
14. SELLERSFUNDING
INTERNATIONAL PORTFOLIO
LTD.
15. STEFANA – VERONICA
STICLARU AND ADRIAN
STICLARU
16. UGLY FEEDBACK-ALAKDOLAK
- DANIEL SAMIMI
17. WANG FANG
18. WANG NAN
19. WAREHOUSEQUOTE LLC
20. ZIHAO HUANG
21. DANIEL SIMIMI

Magistrate Judges for the Southern District
of New York

1. ANDREW E. KRAUSE
2. BARBARA MOSES
3. DEBRA FREEMAN
4. GABRIEL W. GORENSTEIN
5. JAMES L. COTT
6. JUDITH C. MCCARTHY
7. KATHARINE H. PARKER
8. KEVIN N. FOX
9. MARTIN R. GOLDBERG
10. ONA T. WANG
11. PAUL E. DAVISON
12. ROBERT W. LEHRBURGER
13. SARAH L. CAVE
14. SARAH NETBURN
15. STEWART D. AARON

Major Benefits Administrators or Additional
Third-Party Administrators

1. UNITED HEALTHCARE OXFORD
2. PRINCIPAL LIFE INSURANCE
COMPANY
3. BENEFIT MALL
4. WEX

Major Customers

1. AMAZON
2. SHOPIFY INC.
3. WALMART INC.

Contractors

1. Ahmed, Furqan
2. Ahmed, Rameez
3. Ali, Rahat
4. Amaya, Sarah
5. Apaydın Yılmaz, Sevil
6. Arona, Carlotta
7. Asghar, Ali
8. Aslam, Muhammad
9. Avallone, Pasquale
10. Avila, Rommel
11. Baldwin, Frances
12. Bašić, Bruno
13. Bejan, Adrian
14. Berzins, Otto
15. Bilger, Marion
16. Bugayong, Rev

17. Chughtai, Usman
18. Cichy, Jacek
19. Clifton, Charlotte
20. Corredor, Sonia
21. Cvitko Jakimovska, Kristina
22. Denimal, Lea
23. Emmanuel, Castro
24. Erdal Karakoyun
25. Golan, Olivia
26. Gonzales, Felipe
27. Grigoryan, Lusine
28. Guglielmo, Anna
29. Guirado Serrano, Ignacio
30. Gustavo Mezquita Macha
31. Hersey, Chloe
32. Howard, Grace
33. Hristov, Krasimir
34. Hussain, Muhammad
35. Insuratelu, Diana
36. Jennifer Casey
37. Ji, Yoon
38. Joseph, Dania
39. Kalamenios, Michail
40. Kapoor, Manish
41. Karakus, Emre
42. Khan, Imran
43. Kira Charakidou Ramp
44. Kireev, Sergei
45. Kryń, Jagoda
46. Kumar, Amit
47. Kushinska, Milica
48. Magri, Nicola
49. Maksimovska, Elizabeta
50. Mallari, Vernice Rikka
51. Mallari, Virnald Ryan
52. Manderfield, Nicole
53. Memişoğlu, Feyza
54. Mihalcea, Alexandru
55. Muzzachiodi, María
56. Nasser, Tarek
57. Nawara, Anna
58. Nenakhova, Yulia
59. Oliver, Lorylyn
60. Orczyk, Alan
61. Orejola, Mary Chelie
62. PAYROLLBAMBOOHR

63. Pedida, Bjarnye Ysattise
64. Peque, Isabel
65. Petrova, Plamena
66. Pizarro, Carlos
67. Raza, Muhammed
68. Rodriguez, Juan
69. Rojas, Andrea
70. Runas, Kristine Rove
71. Santiago, Sarah Lynn
72. Sasal, Levent
73. Serafin, Sylwia
74. Setyaki, Bramanto
75. Skovran, Adam
76. Smeyatsky, Kiah
77. Stanfield, M. Alejandra
78. Strigl, Judith
79. Sugmawati, Yusnia
80. Tamajusuku, Vinicius
81. Vinicius Tamajusuku design
82. Wagenaar, Fiona
83. Xia, Wenhui

Other Vendors

1. 24Seven LLC
2. ABR Partners LLC
3. Accord Guarantor LLC
4. Adobe Inc
5. Airbase Inc.
6. Airwallex
7. Allison Slater Ray
8. Amazon EU S.à r.l., UK Branch
9. Amazon Freight
10. Amazon Payments
11. Amazon web Services Inc.
12. Amext Customs Brokerage
13. AMPD
14. AMY X. WU
15. AN Deringer Inc
16. Anhui Xinmai Technology Co.,Ltd
17. Anker
18. Anran Import and Export Co Ltd
19. ARJ Forwarding Ltd
20. Arthur J Gallagher Insurance
Brokers Ltd Client NST
21. Atlassian Pty Ltd
22. Backhaus & CO
23. Bai Source Inc
24. Bamboo HR LLC.
25. Bank Charges
26. Beisheng Group Co Limited
27. Benefit Mall
28. Best Bay Logistics Inc
29. BJ Global Supply Chain Co., Ltd
30. Borderfree Trade Limited
31. Brainjolt LLC
32. Breuer Lehman
33. BULLseye Sellers LLC
34. Cahoot Technologies LLC
35. Capsum Inc
36. CARGOBOARD GMBH CO
37. CATIMA FORWARDING GMBH
38. CCS-Express Internationale
Luftfrachtspedition GmbH
39. CHANGSHU WEIDA BUSINESS
DEPARTMENT
40. Cheer Logistics Technology
41. Clearpoint International Express Inc
42. Climate Partner LLC
43. Cogency Global Inc.
44. Colossus Insurance Agency, LLC.
Dba
45. Convene at Convene at One Liberty
Plaza, LLC
46. ConversionXL LLC
47. Core Worldwide Logistics Corp
48. Cosmereg LLC
49. Credit Faire Wholesale
50. Dalu Logistics LLC
51. Data Dive
52. DBeaver Corp
53. Deck99
54. DeepL SE
55. Deliverr, Inc.
56. Deringer
57. Dongguan Xinrui Apparel
Accessories
58. Elkordy Global Strategies Corp
59. Eva Commerce Inc
60. F&L Import - Export
61. FACEBK KRD96TF2U2
62. FedEx

63. FeedBack Whiz
64. Fiverr
65. Flexport
66. Flock Freight INC
67. Fo Shan Shi Wen Rui Mei Fa Qi Cai You
68. Fortis Solutions Group Central LLC
69. Foshan Wenrui Hairdressing Equipment Co.,LTD
70. GETIDA
71. GoDaddy Inc.
72. GOLDEN PHOENIX INT'L IND CO.,LIMITED / Hongkong Vog Cosmetics Co., Limited
73. Google
74. Google Ads
75. Google G Suite
76. GS1
77. Guangzhou Jintian household products Co.,Ltd
78. Guangzhou Pinshang Biological Pharmaceutical
79. Harvard Business Services, Inc.
80. Helium 10
81. Hengye Plastic Products Factory,
82. Hong Kong AQI Service Co., Ltd
83. Hong Kong Junteng Technology Co.,Limited
84. HongKong Bailun Technology Limited
85. HongKong VOG Cosmetics Co Limited
86. HuaJian
87. Hunan SSK Household Co., Ltd
88. Hunan Wye Household Co.,Ltd
89. Hurry HubCo LLC
90. IC Global Nutraceuticals LLC
91. Integrity Ventures LLC
92. J&R Electronic Limited
93. Jiangyin Suofei Electronic Technology Co.,Ltd.
94. Jinyunli (Guangdong) Biotechnology Co., Ltd.
95. Joinbrands
K Rossi Consulting
96. Keepa GmbH
97. Keepa Price Tracker
98. Klaviyo
99. KLAVIYO INC.
100. LastPass
101. Livingston International Inc
102. Loom
103. LTL ATTORNEYS LLP
104. Market Intelligence
105. MARTINTRUX GROUP LTD
106. MICROSOFT Inc
107. Microsoft Store
108. Midjourney
109. Mint Transport Co.,Ltd
110. Nature's Supplement, Inc.
111. NEMOSHIP.COM
112. Neoreason, Inc
113. No Limit Creatives LLC
114. Notion Labs Inc
115. Nutrition Group plc
116. OfficePartners360 LLC
117. OpenAI
118. OpenPhone Technologies, Inc.
119. Oracle America, Inc.
120. Originn Ofis Hizmetleri Ve Isletmeciligi Ltd. Sti.
121. Paddle.com Market Limited
122. PIB Risk Services Ltd t/a PIB IB NST Client AC
123. PickFu
124. PLIC Group EFT
125. Prep and Ship USA Inc
126. Principal Life Insurance Company
127. PROJECT RETAIL L
128. Project Retail LLC
129. QuillBot
130. Rapid Formations Ltd
131. Rased Rayhan
132. Red Rose
133. Roundforest Ltd
134. Salesforce, Inc
- 135.
136. SellCord LLC
137. SELLERBOARD

- 138. Shears Warehouse
- 139. ShenZhen Damai
International Freight Forwarding
Company Ltd.
- 140. Shenzhen Hualixuan
Industrial Co., Ltd.
- 141. SHIPMENT MAKER PRO
- 142. Shipment Maker Pro Inc
- 143. Shopify
- 144. Shutterstock, Inc.
- 145. Signfacility
- 146. Simply VAT
- 147. Slack Technologies, LLC
- 148. Social Kick LLC
- 149. Squarespace Inc.
- 150. SR-Guangdong Migu
Technology Co., Ltd.
- 151. Stamps.com Inc.
- 152.
- 153.
- 154. Superhuman
- 155. Supplier Payment
- 156. SURFER Sp. z o. o
- 157. Teapplix Inc.
- 158. tinyEmail
- 159. T-Mobile
- 160. TODAY INTERNATIONAL
LOGISTICS CO.,LTD
- 161. Tongcheng Huanzhou Plastic
Industry Co., Ltd.
- 162. Track1099 LLC
- 163. Uber
- 164. Uber Eats
- 165. UHS Premium Billing
- 166. UK KLI LOGISTICS CO
LIMITED
- 167. UK Prep Centre Ltd
- 168. Upwork Global Inc.
- 169. VYDEX CORPORATION
LTD
- 170. WEX Health, Inc.
- 171. Wolf, Greenfield & Sacks,
P.C.
- 172. Xero Limited
- 173. XIAMEN SHUNSTONE
IMP. & EXP. CO., LTD.

- 174. Xinrui Apparel Accessories
Co. Ltd.
- 175. XIUSHUN (HK) PRINTING
CO., LIMITED
- 176. Yang Zhou Wei Ba Ti Yu
Yong Ping Co., Ltd.
- 177. ZHEJIANG RED SUN
EDUCATION FACILITIES CO.,
LTD
- 178. Zipify
- 179. Zoom Video
Communications Inc.

Major Competitors

- 1. THRASIO
- 2. BERLIN BRANDS GROUP
- 3. RAZOR GROUP
- 4. PERCH
- 5. HEYDAY

Professionals

- 1. AEGIS LAW
- 2. BECKER, GLYNN, MUFFLY,
CHASSIN & HOSINSKI LLP
- 3. BROWN IMMIGRATION LAW
P.C. L.L.O.
- 4. GUNDERSON DETTMER
STOUGH VILLENEUVE
FRANKLIN & HACHIGIAN, LLP
- 5. HARRISON CLARK RICKERBYS
LIMITED
- 6. KOLKEN & KOLKEN
- 7. LEGAL SCALE LLP
- 8. LL HISTORIC, LLC
- 9. QUINN EMANUEL URQUHART
& SULLIVAN LLP
- 10. STANTON IP LAW FIRM P.A.
- 11. TOGUT, SEGAL & SEGAL LLP
- 12. KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP
- 13. VIK JINDAL
- 14. TRIPLE P RTS, LLC
- 15. WITHUM SMITH+BROWN, PC
- 16. ALVAREZ & MARSAL
- 17. STRETTO INC.
- 18. DECHERT LLP

19. RAYMOND JAMES
20. PROVINCE, LLC

United States Trustee for the Southern
District of New York (and Key Staff
Members)

Other Secured Lenders

1. SellerFunding
2. CoVenture – Bento Credit
Opportunities GP, LLC

Surety Providers/Beneficiaries/Brokers

1. ALTERNATIVE INSURANCE
CORPORATION

Taxing Authorities

1. Internal Revenue Service
2. State of New York Department of
Taxation
3. California Franchise Tax Board
4. Connecticut Department of Revenue
5. District of Columbia, Office of Tax
and Revenue
6. Massachusetts Department of
Revenue
7. New Hampshire Department of
Revenue ADMINISTRATION
8. New Jersey Department of Labor
and Workforce Development
9. New Jersey Department of Treasury,
Division of Unemployment
Insurance
10. New York State Employment
Contributions and Taxes
11. New York Department of Taxation
and Finance
12. New York City Department of
Finance
13. Vermont Department of Taxation
14. Texas Workforce Commission
15. Texas Comptroller of Public
Accounts

1. William Harrington
2. Zeynep Akan
3. Linda A. Riffkin
4. Victor Abriano
5. Susan Arbeit
6. Mark Bruh
7. Shara Cornell
8. Benjamin J. Higgins
9. Nadkarni Joseph
10. Brian S. Masumoto
11. Ercilia A. Mendoza
12. Mary V. Moroney
13. Richard C. Morrissey
14. Alaba Ogunleye
15. Ilusion Rodriguez
16. Andrea B. Schwartz
17. Paul K. Schwartzberg
18. Shannon Scott
19. Sylvester Sharp
20. Tara Tiantian
21. Andy Velez-Rivera
22. Daniel Rudewicz
23. Madeleine Vescovacci
24. Valentina Vlasova
25. Annie Wells
26. Greg M. Zipes
27. Amanda D. Cassara

U.S. Attorney's Office for the Southern
District of New York

1. DAMIAN WILLIAMS

**SCHEDULE 2
Identified Connections**

Connection Party	Core Client	Status	Province Role	Connection Role	Company
Adobe Inc	Stage Stores, Inc.	Complete	FA to UCC	UCC - Member	Adobe Systems, Inc.
ALVAREZ & MARSAL	Ascena Retail Group, Inc.	Complete	FA to UCC	Restructuring Advisor	Alvarez & Marsal North America, LLC
	Boy Scouts of America	Active	FA to Coalition of Abused Scouts for Justice	Debtor Advisor	Alvarez & Marsal Holdings LLC
	Endo International PLC	Active	FA to Committee of Opioid Claimants	Debtor FA	ALVAREZ & MARSAL
	HDL Liquidating Trust	Complete	Liquidating Trust	Other Professional	Alvarez & Marsal North America, LLC
	HDL Liquidating Trust	Active	Liquidating Trust	Other Professional	Alvarez & Marsal North America, LLC
	Lucky's Market	Complete	FA to UCC	Debtor - Financial Advisor	Alvarez & Marsal North America, LLC
	Payless	Complete	FA to UCC	Debtor - Counsel	Alvarez & Marsal North America, LLC
	The Rockport Company, LLC	Complete	FA to UCC	Debtor - Management Services	Alvarez & Marsal North America, LLC

Connection Party	Core Client	Status	Province Role	Connection Role	Company
	Toys “R” Us Propco I	Complete	FA to UCC	Debtor - Advisor - Restructuring	Alvarez & Marsal North America, LLC
	Virgin Orbit Holdings, Inc.	Active	FA to UCC	FA to Debtor	Alvarez & Marsal North America, LLC
	Vista Proppants And Logistics, LLC	Complete	FA to UCC	CRO	Alvarez & Marsal North American, LLC
	Wesco Aircraft Holdings, Inc.	Active	FA to UCC	Restructuring Advisors	Alvarez & Marsal North America, LLC
FedEx	Paper Source, Inc.	Complete	FA to UCC	UCC - Member	FedEx Corporate Services, Inc.
	Sugarfina, Inc.	Complete	FA to UCC	UCC - Member	Fedex Corporate Services, Inc.
PRINCIPAL LIFE INSURANCE COMPANY	Mattress Pal	Complete	FA to UCC	UCC - Member	Principal Life Insurance Company
QUINN EMANUEL URQUHART & SULLIVAN LLP	Cinemex Holdings USA, Inc.	Complete	FA to Company	Debtor - Counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	DCL Holdings (USA), Inc.	Active	FA to UCC	UCC Counsel	Quinn Emanuel Urquhart Oliver Hedges LLP

Connection Party	Core Client	Status	Province Role	Connection Role	Company
	Exide	Active	Liquidating Trust	Other Professional	Quinn Emanuel Urquhart & Sullivan, LLP
	Confidential	Complete	Litigation Support	counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	Confidential	Complete	Litigation Services	Client Counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	Confidential	Complete	Litigation Support	counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	Confidential	Complete	Litigation Support	counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	Confidential	Active	Litigation Services	Counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	New Core Holdings, LLC	Complete	Litigation Trust	Counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	Nu-World Corporation	Complete	FA to Company	Counsel	Quinn Emanuel Urquhart & Sullivan, LLP
	The Greenspun Corporation	Complete	Consulting	opposing counsel	Quinn Emanuel

Connection Party	Core Client	Status	Province Role	Connection Role	Company
	Wesco Aircraft Holdings, Inc.	Active	FA to UCC	Special Litigation and Conflicts Counsel	Quinn Emanuel et al
	MFN Partners LP	Active	Consulting	Client Counsel	Quinn Emanuel
RAYMOND JAMES	Mountain Express Oil Company, et al	Active	FA to UCC	Investment Banker	Raymond James & Associates, Inc.
	Teligent, Inc.	Complete	FA to UCC	Investment Banker	Raymond James & Associates, Inc.
STRETTO INC.	4E Brands NorthAmerica, LLC	Complete	FA to Debtor	Claims Agent	Stretto
	A.B.C. Carpet Co., Inc.	Complete	FA to UCC	Claims Agent	Stretto
	CarbonLITE Industries LLC	Complete	FA to UCC	Claims Agent	Stretto
	CarbonLITE Industries LLC	Active	Liquidating Trustee	other Professional	Stretto
	Cash Cloud Inc d/b/a Coin Cloud	Active	FA to Company	Claims Agent	Stretto
	Codiak BioSciences, Inc.	Active	CRO & FA to Debtor	Claims Agent	Stretto
	Francesca's Holdings Corporation	Complete	FA to UCC	Claims Agent	Stretto
	Front Sight Management, LLC	Complete	FA to Debtor Ch 11	Claims Agent	Stretto
	Furniture Factory Ultimate Holding, LP	Active	FA to Trustee	Other Professional	Stretto
	Furniture Factory Ultimate Holding, LP	Complete	FA to UCC	Claims Agent	Stretto

Connection Party	Core Client	Status	Province Role	Connection Role	Company
	Griddy Energy LLC	Complete	FA to UCC	Claims Agent	Stretto
	Gump's Liquidating Trust	Active	Liquidating Trust	Additional company / debtor name	Stretto
	Honx, Inc.	Active	FA to UCC	Claims, Noticing, and Solicitation Agent	Stretto, Inc.
	L'Occitane, Inc.	Complete	FA to UCC	Claims Agent	Stretto
	Sizmek Inc.	Complete	FA to UCC	Claims Agent	Stretto Claims Agent
	True Religion Apparel, Inc.	Complete	FA to Debtor	Claims Agent	Stretto
	Tuesday Morning Corporation	Active	FA to UCC	Claims	Stretto
	Z Gallerie, LLC	Complete	FA to UCC	Claims Agent	Stretto
	Kidde-Fenwal, Inc.	Active	FA to UCC	Administrative Advisor	Stretto, Inc.
	Whittaker, Clark & Daniels, Inc.	Active	Consultant to the Future Claimants Representative	Administrative Advisor	Stretto Inc.
	Prime Core Technologies, Inc.	Active	FA to UCC	Claims Agent	Stretto Inc.
TOGUT, SEGAL & SEGAL LLP	Cyprus Mines Corporation	Active	FA to Tort Committee	Counsel to FCR	TOGUT SEGAL AND SEGAL LLP
	Endo International PLC	Active	FA to Committee of Opioid Claimants	Debtor Counsel	TOGUT SEGAL AND SEGAL LLP