

Holland N. O'Neil (TX 14864700)
Stephen A. Jones (TX 24101270)
Mary Rofaail (TX 24119467)
Zachary C. Zahn (TX 24137675)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
sajones@foley.com
mary.rofaail@foley.com
zzahn@foley.com

Ann Marie Uetz (admitted *pro hac vice*)
FOLEY & LARDNER LLP
500 Woodward Avenue, Suite 2700
Detroit, MI 48226-3489
Telephone: (313) 234-7100
Facsimile: (313) 234-2800
auetz@foley.com

Michael J. Small (admitted *pro hac vice*)
FOLEY & LARDNER LLP
321 North Clark Street, Suite 3000
Chicago, IL 60654-4762
Telephone: (312) 832-4500
Facsimile: (312) 832-4700
msmall@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
Stoli Group (USA), LLC, <i>et al.</i> , ¹	§	
	§	Case No.: 24-80146-swe11
Debtors.	§	
	§	(Jointly Administered)
	§	

WITNESS AND EXHIBIT LIST FOR DECEMBER 30, 2024 HEARING

Stoli Group (USA) LLC (“**Stoli USA**”) and Kentucky Owl, LLC (“**KO**”), as debtors and debtors in possession (collectively, the “**Debtors**”), hereby file their Witness and Exhibit List for the hearing scheduled for **December 30, 2024, at 10:00 a.m. (CT)** (the “**Hearing**”)

WITNESSES

1. The Debtors may call any of the following as a witness at the Hearing.

A. Chris Caldwell;

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors’ address is 135 East 57th Street, 9th Floor, New York City, New York.

- B. Steven Wybo;
- C. Harve Light;
- D. Eric Kaup;
- E. Chuck Morton;
- F. Any witness necessary to authenticate a document;
- G. Any witness called or designated by any other party in interest; and
- H. Any witness necessary to impeach or rebut the testimony of witnesses called or designated by any other party.

2. The Debtors may offer any one or more of the following exhibits at the Hearing:

EX.	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T
1	<i>Declaration of Chris Caldwell in Support of First Day Motions</i> [Docket No. 11]				
2	Engagement Agreement between Hilco Valuation Services, LLC and the Debtors dated December 11, 2024 [Ex. B to Docket No. 85, filed at Docket No. 85-2]				
3	<i>Declaration of Eric Kaup in Support of Debtors' Emergency Application for Entry of an Order (I) Authorizing the Employment and Retention of Hilco Valuation, LLC as Appraisal Agent to the Debtors Effective as of December 11, 2024, and (II) Granting Related Relief</i> [Ex. C to Docket No. 85, filed at Docket No. 85-3]				
4	Engagement Agreement between Whiskey Advisors, LLC and the Debtors dated December 13, 2024 [Ex. B to Docket No. 87, filed at Docket No. 87-2]				
5	<i>Declaration of Chuck Morton in Support of Debtors' Emergency Application for Entry of an Order (I) Authorizing the Employment and Retention of Whiskey Advisors, LLC as Valuation Expert to the Debtors Effective as of December 13, 2024, and (II) Granting Related Relief</i> [Ex. C to Docket No. 87, filed at Docket No. 87-3]				

EX.	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T
6	Vendor Trade Agreement between Stoli Group (USA), LLC, The Belt's Corporation, and Belt's Intermodal Corporation, dated December 23, 2024 [Ex. B to Docket No. 89, filed at Docket No. 97-2]				
7	<i>Declaration of Chris Caldwell in Support of Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Enter Vendor Trade Agreement with the Belt's Corporation and Belt's Intermodal Corporation; (II) Authorizing the Debtors to Pay Certain Prepetition Claims in Connection with Vendor Trade Agreement; (III) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (IV) Granting Related Relief</i> [Docket No. 98]				
8	Certificate of Service re: Docket Nos. 10, 11 [Docket No. 22]				
9	Certificate of Service re: Docket No. 38 [Docket No. 56]				
10	Certificate of Service re: Docket No. 85 [Docket No. 86]				
11	Certificate of Service re: Docket Nos. 87, 88 [Docket No. 89]				
12	Cash Collateral Budget for First Interim Cash Collateral Order [Ex. A to Docket No. 38, filed at Docket No. 38]				
13	Cash Collateral Budget for Second Interim Cash Collateral Order (to be filed prior to the Hearing)				
	OTHER DOCUMENTS				
	Any document or pleading filed in the above-captioned case(s).				
	Any exhibit necessary for impeachment and/or rebuttal purposes.				
	Any exhibit identified or offered by any other party.				

The Debtors reserve the right to supplement or amend this *Witness and Exhibit List* at any time prior to the Hearing.

DATED: December 26, 2024

Respectfully submitted by:

/s/ Stephen A. Jones

Holland N. O'Neil (TX 14864700)

Stephen A. Jones (TX 24101270)

Mary Rofaeil (TX 24119467)

Zachary C. Zahn (TX 24137675)

FOLEY & LARDNER LLP

2021 McKinney Avenue, Suite 1600

Dallas, TX 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

honeil@foley.com

sajones@foley.com

mary.rofaeil@foley.com

zzahn@foley.com

-and-

Ann Marie Uetz (admitted *pro hac vice*)

FOLEY & LARDNER LLP

500 Woodward Avenue, Suite 2700

Detroit, MI 48226-3489

Telephone: (313) 234-7100

Facsimile: (313) 234-2800

auetz@foley.com

-and-

Michael J. Small (admitted *pro hac vice*)

FOLEY & LARDNER LLP

321 North Clark Street, Suite 3000

Chicago, IL 60654-4762

Telephone: (312) 832-4500

Facsimile: (312) 832-4700

msmall@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that, on December 26, 2024, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/s/ Stephen A. Jones

Stephen A. Jones

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
Stoli Group (USA), LLC, <i>et al.</i> , ¹	§	Case No.: 24-80146-swe11
Debtors.	§	(Joint Administration Requested)
	§	

**DECLARATION OF CHRIS CALDWELL
IN SUPPORT OF FIRST DAY MOTIONS**

I, Chris Caldwell, hereby declare under penalty of perjury:

1. I am the President and Global Chief Executive Officer (“CEO”) of Stoli Group (USA), LLC (“**Stoli USA**”) and Kentucky Owl, LLC (“**KO**”), as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). I also serve as the CEO and leader of the executive management team for the international Stoli Group (defined below), and I have served in these positions since July 2023. I have over thirty (30) years of executive-level experience in the food, beverage, and consumer goods industry, working with numerous companies across the globe.

2. Prior to being appointed to my current role as CEO, I served as the Stoli Group’s Global Chief Financial Officer from July 2020 to May 2023. Throughout my career, I have held numerous executive leadership roles in private equity and publicly traded companies and have developed significant experience in restructuring, turn-around, and similar situations aimed at improving organizational performance, streamlining operations, increasing profitability, and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors’ address is 135 East 57th Street, 9th Floor, New York City, New York.

creating stakeholder value. My experience in the food, beverage, and consumer goods industry includes serving in executive-level positions with Enotria & Coe, Americana Foods, Fonterra Co-Operative Group, and Diageo PLC. I hold a Bachelor of Science from Liverpool John Moores University, and a Certificate in Company Direction from the Institute of Directors, New Zealand, and I am an associate member of the Chartered Institute of Management Accountants.

3. In my respective roles with the Debtors, I am responsible for overseeing the Debtors' operations and financial activities, including overseeing the teams monitoring cash flow, business relationships, workforce issues, and financial planning. As a result of my tenure with the Debtors and my discussions with other members of the Debtors' management team, I am familiar with the Debtors' business, financial condition, policies and procedures, day-to-day operations, and books and records. Except as otherwise noted, I have personal knowledge of the matters set forth herein or have gained knowledge of such matters from the Debtors' employees or retained advisors that report to me in the ordinary course of my responsibilities.

4. I am responsible for overseeing the Debtors' restructuring efforts, including the progress of the Chapter 11 Cases, providing leadership to the daily operation of the Debtors during the pendency of these Chapter 11 Cases, and, as necessary, assisting the Debtors' counsel, financial advisors, and other retained professionals throughout this process.

5. I am over the age of 18, and I am authorized to submit this declaration on behalf of the Debtors. References to the Bankruptcy Code (as defined herein), the chapter 11 process, and related legal matters are based on my understanding of such as explained to me by counsel. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Debtors, their business operations, history, industry, books and records, and information supplied to me by other members of the Debtors' management and/or their advisors.

6. On November 27, 2024 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the U.S. Bankruptcy Court for the Northern District of Texas (the “**Court**”). To minimize adverse effects on the business and contemporaneously herewith, the Debtors have filed motions and pleadings seeking various types of immediate relief (collectively, the “**First Day Motions**”). I submit this Declaration to assist the Court in understanding the circumstances that led to the filing of these Chapter 11 Cases and in support of the First Day Motions filed by the Debtors contemporaneously with their bankruptcy petitions.

I. **BACKGROUND**

A. Corporate Formation and Equity

7. Stoli USA is a limited liability company organized under the laws of the State of Delaware and was formed on or about February 1, 2013. KO is a limited liability company organized under the laws of the State of Delaware and was formed on or about January 18, 2017. Stoli USA and KO maintain offices and operations in New York, New York, but are also managed and overseen by the executive leadership of the Stoli Group (defined below), which is based and headquartered in Luxembourg. The following charts illustrate the Debtors’ organizational structure as of the Petition Date.

NAME	JURISDICTION	TYPE OF EQUITY INTERESTS	PERCENTAGE OF EQUITY INTERESTS	RECORD OWNER
Stoli Group (USA), LLC	Delaware	Membership Interests	100%	S.P.I. Spirits (Cyprus) Limited
Kentucky Owl, LLC	Delaware	Membership Interests	100%	SPI Worldwide Trade Limited

including the United States. The Stoli Group has been forced to spend dozens of millions of dollars on this long-term court battle across the globe with the Russian authorities.

11. In connection with that ongoing litigation and his criticism of the Putin regime, the founder and beneficial owner of the Stoli Group, Mr. Yuri Shefler, has been the subject of personal persecution by the Putin regime. Mr. Shefler was forced to leave Russia in 2002 and has been unable to return since then due to fabricated criminal charges (all of which were eventually dropped). In the 2010s, Russia made extradition requests to the United Kingdom and Switzerland concerning Mr. Shefler, both of which were rejected as unjustified and politically motivated. Mr. Shefler was subsequently granted asylum by Switzerland and UK nationality by the UK government.

12. In July 2024, in relation to the ongoing war between Russia and Ukraine, Mr. Shefler and the two main holding companies of the Stoli Group, Stoli Group Holding S.à r.l. and Amber Beverage Group Holding S.à r.l., were designated “extremists” by the Tambov District Court of the Tambov Oblast of Russia due to their providing humanitarian aid and engaging in marketing activities in support of refugees from Ukraine. In connection with those court proceedings in Russia, two of the Stoli Group’s distilleries that were the last assets of the Stoli Group remaining in Russia upon the start of the Russia-Ukraine (valued at approximately \$100 million) were confiscated by the Russian government.

13. In August 2024, the Stoli Group’s IT infrastructure suffered severe disruption in the wake of a data breach and ransomware attack. The attack caused substantial operational issues throughout all companies within the Stoli Group, including Stoli USA and KO, due to the Stoli Group’s enterprise resource planning (ERP) system being disabled and most of the Stoli Group’s

internal processes (including accounting functions) being forced into a manual entry mode. These systems will be fully restored no earlier than in the first quarter of 2025.

D. Background and Operations of Stoli USA

14. Stoli USA is a wholly owned subsidiary of S.P.I. Spirits (Cyprus) Limited—a limited company formed under the laws of Cyprus and an entity within the Stoli Group. Stoli USA was formed in February 2013 to serve as the Stoli Group’s sole and exclusive purchaser, importer, and distributor of finished Stoli Products in the United States market. Prior to the formation and establishment of Stoli USA, the Stoli Group imported and supplied Stoli Products to the United States market but did not have an independent distribution and marketing presence within the United States.

15. To carry out its designated role within the Stoli Group as the exclusive purchaser, importer, and distributor of finished Stoli Products in the United States, Stoli USA is party to certain exclusive contracts and agreements with other entities in the Stoli Group. Those entities largely serve as the manufacturers and producers of finished Stoli Products and own and hold the intellectual property, marketing, and branding rights associated with the Stoli Products sold and distributed by Stoli USA. Stoli USA’s contracts and agreements with its affiliates, including licenses and agreements allowing Stoli USA to utilize trademarks, copyrights, images, and other marketing materials associated with Stoli Products, provide Stoli USA with the exclusive right to sell and distribute finished Stoli Products in the United States and utilize associated intellectual property, marketing, and branding rights and materials to do so.

16. The vast majority of finished Stoli Products that are shipped from overseas and supplied to the United States market are imported and sold by Stoli USA directly to regional United States distributors for resale in “open” and “franchise” states (such as Arizona, California, Colorado, Illinois, and Texas). A smaller portion of finished Stoli Products is imported by Stoli

USA and stored at a third-party distribution center in Baltimore, Maryland, from which deliveries and sales are later made to “control” states (such as Alabama, Michigan, Ohio, Utah, etc.), likewise through regional distributors.

E. Background and Operations of KO

17. KO is a wholly owned subsidiary of SPI Worldwide Trade Limited—a limited company formed under the laws of Cyprus and another entity within the Stoli Group. KO was established in January 2017 as part of the Stoli Group’s desire to enter a new segment of the spirits industry and initiative aimed at reviving the Kentucky Owl® brand of rye and bourbon whiskeys, which has roots in the United States dating back to the 1800s. KO produces various batches and iterations of its ultra-premium whiskeys, including “Batch #11,” “Batch #12,” “Confiscated,” and “The Wiseman™” and also rolls out limited releases, including “Mardi Gras XO Cask,” St. Patrick’s Edition,” “Takumi Edition,” and “Maighstir Edition.” KO’s fine whiskeys are included in the vast array of Stoli Products offered and sold by the Stoli Group in the global marketplace, including Stoli USA in the United States.

18. Operationally, KO serves as a holding company for the raw materials used to produce its lines of whiskey. KO has no direct employees and does not own or operate any production or storage facilities directly. Instead, KO uses the services of a non-debtor affiliate in Bardstown, Kentucky, to distill whiskey in bulk barrels in accordance with KO’s desired specifications. Once the product is distilled, the barrels are stored at the third party’s Kentucky facility to age for an extended period of time until the whiskey within the barrels has fully matured. For example, as of the filing of this Declaration, KO has approximately 29,000 barrels of raw materials in the aging stage that will eventually be transformed into finished and sellable goods—those raw materials at a third-party-owned storage facility in Bardstown, Kentucky.

19. Once the aging process is complete, and as requested by KO, barrels are shipped from the Kentucky storage facility to KO's non-debtor affiliate, Louisiana Spirits LLC, where the aged whiskey is mixed, bottled, and transformed from raw product into finished ready-to-be-sold goods. Pursuant to various exclusive rights contracts and agreements with its affiliates, KO then sells its finished goods solely to companies within the Stoli Group, which, in turn, distribute and sell KO's ultra-premium whiskey products across the world. Notably, though, Stoli USA is the largest purchaser and distributor of KO's finished goods.

II.

PREPETITION CAPITAL STRUCTURE

A. Secured Debt

20. Collectively, the Debtors' principal assets consist of cash, accounts receivable, inventory, equipment, intellectual property rights, various rights under contracts and agreements, and certain other fixed non-fixed assets. The Debtors' prepetition debt structure primarily consists of (i) amounts owed under the Prepetition Loan Documents (defined below) and (ii) unsecured debt consisting of, among other things, amounts owed to vendors and trade creditors.

21. Prior to the Petition Date, each of the Debtors entered into and obtained separate senior secured revolving credit facilities from Fifth Third Bank, National Association, a national banking association (the "**Lender**").

22. Via that certain Credit Agreement dated October 28, 2022, by and between Debtor Stoli USA and the Lender (the "**Stoli Credit Agreement**"), and, together with related loan documents, agreements, or instruments executed in connection with the Stoli Credit Agreement, and as amended, restated, modified, or supplemented, the "**Stoli Loan Documents**"), Debtor Stoli was provided a revolving credit facility in an aggregate amount of \$50,000,000 (the "**Stoli Revolver**").

23. Pursuant to that certain Amended and Restated Credit Agreement dated as of February 3, 2023, by and between Debtor KO and the Lender (the “**KO Credit Agreement**”), and, together with related loan documents, agreements, or instruments executed in connection with the Stoli Credit Agreement, and as amended, restated, modified, or supplemented, the “**KO Loan Documents**,” and collectively with the Stoli Loan Documents, the “**Prepetition Loan Documents**”), Debtor KO was provided a revolving credit facility in an aggregate amount of \$40,000,000 (the “**KO Revolver**,” collectively with the Stoli Revolver, the “**Revolver Commitment**”).

24. The amounts owed under the Prepetition Loan Documents are secured by a first-priority lien on substantially all of the Debtors’ assets, respectively. However, the Lender alleges that the Debtors’ collective obligations under the Prepetition Loan Documents are further secured via cross-collateralization and that the Debtors are purportedly guarantors of each other’s obligations under the Prepetition Loan Documents pursuant to (a) that certain Joinder Agreement dated February 15, 2023, by and between Debtor Stoli USA and the Lender (the “**Stoli Joinder**”) and (b) that certain Joinder Agreement dated February 15, 2023, by and between Debtor KO and the Lender (the “**KO Joinder**,” and collectively with the Stoli Joinder, the “**Joinder Agreements**”).

25. Beginning on July 17, 2024, and subsequently on August 7, 2024, September 26, 2024, and October 21, 2024, the Lender served each of the Debtors with notices of default and reservation of rights letters, alleging and asserting ongoing defaults under the Stoli Loan Documents and KO Loan Documents, respectively (collectively, the “**Notices of Default**”). Following the Lender’s serving the Debtors with the Notices of Default, the Debtors and the Lender engaged in extensive negotiations and discussions, both directly and through counsel.

26. Additionally, on October 29, 2024, the Lender sent a total of ten (10) letters (the “**KO Vendor Letters**”) to various trade vendors, suppliers, and storage providers utilized by KO (collectively, the “**KO Vendors**”), among other things, (a) informing the KO Vendors, that KO was in default under the KO Loan Documents and that the Lender did not consent to any of KO’s inventory currently held by the KO Vendors being sold, removed, transported, or otherwise disposed of by KO or anyone else without the Lender’s prior written consent; and (b) demanding that the KO Vendors not acknowledge, facilitate, or undertake any further sales, removal, transportation or other disposition of any KO inventory held by the KO Vendors without the Lender’s prior written consent. The Lender’s service of the KO Vendor Letters was extremely disruptive and put a significant strain on the Debtors’ operations and effectively accelerated the necessity of the Debtors’ bankruptcy filings.

27. Thereafter, on November 13, 2024, the Lender served each of the Debtors with notices of default, acceleration, demand for repayment, and reservation of rights letters, alleging and asserting additional ongoing defaults and demanding repayment of all amounts owed by each of the Debtors, respectively, under the Stoli Loan Documents and KO Loan Documents (collectively, the “**Acceleration Notices**”).

28. The Debtors continued to engage in negotiations and discussions with the Lender, both directly and through counsel. In November 2024, the Debtors (1) retained Riveron Consulting, LLC (“**Riveron**”) as the Debtors’ restructuring and financial advisor and (2) appointed Steven Wybo of Riveron as the Debtors’ Chief Restructuring Officer (“**CRO**”). The Debtors continued their negotiations and discussions with the Lender following Riveron’s engagement and the CRO’s appointment. However, the Debtors and the Lender were unable to reach a mutually

agreeable resolution that would allow the Debtors to sustain their operations and provide the Debtors with sufficient time to secure financing from an alternative lender.

29. As of the Petition Date, the Debtors' aggregate principal outstanding funded debt obligations under the Prepetition Loan Documents total approximately \$78,374,334.30 (the "**Prepetition Indebtedness**"), comprised of (i) \$41,033,893.58 under the Stoli Revolver and (ii) \$37,340,440.72 under the KO Revolver, all of which is due and owing under the Prepetition Loan Documents.

B. Unsecured Debt

30. Debtor KO is also a borrower under that certain Loan Agreement, dated November 29, 2017, by and between Debtor KO and SPI Worldwide Trade Limited, as successor to SPI Group S.a.r.l. (the "**Subordinate Lender**"), as from time to time amended, supplemented, restated, or otherwise modified (the "**Subordinate Loan Documents**"), providing for a delayed draw term loan of up to \$25,000,000 (the "**Subordinate Loan**"). The Subordinate Loan is unsecured, bears interest at a rate of 3% per annum, and all amounts borrowed under the Subordinate Loan mature on December 31, 2027. As of the Petition Date, the Debtors owe \$6,151,299.00 under the Subordinate Loan Documents.

31. Debtor KO, the Lender, and the Subordinate Lender entered into that certain Amended and Restated Subordination Agreement on February 3, 2024 (the "**Subordination Agreement**"), thereby subordinating the Subordinate Loan to the amounts owed by Debtor KO under the KO Loan Documents.

32. In addition to the Debtors' outstanding obligations under the Prepetition Loan Documents and the Subordinate Loan Documents, the Debtors also have unsecured debt obligations, including amounts owed to, among others, trade creditors, vendors, shippers, and contract counterparties, which are subject in all respects to the Debtors' rights to dispute.

III. EVENTS LEADING TO CHAPTER 11 CASES

33. Despite the Debtors' long history of being a leader in the United States and globally in the alcohol and spirits industry, the Debtors are currently facing significant balance sheet and liquidity challenges caused by a range of factors. Indeed, over the past several years, numerous atypical events have put a great strain on the Debtors' financial condition, including (1) a decline and softening of demand for alcohol and spirits products post-COVID and especially beginning in 2023 and continuing into 2024, (2) increased cost and inflation stemming from the overall global economy, (3) the aforementioned severe operational disruption caused by a data breach and ransomware attack in August 2024 (including issues with compliance by the Debtors with the reporting requirements of the Lender), and (4) the dispute with the Lender (as explained above), which not only caused liquidity issues, but has also caused the Debtors to shift their time, energy, and focus on placating the Lender in lieu of focusing exclusively on right-sizing and improving their operations.

34. The Debtors' current leadership and management teams have acted diligently and aggressively and have done everything they can to address the Debtors' collective operational and liquidity challenges. However, despite management's efforts to address operational issues and implement cost savings initiatives, the Debtors' financial situation has continued to worsen, and the Debtors are now severely delinquent on their obligations with numerous key vendors and trade creditors. The Debtors' liquidity challenges have been further exasperated by the erosion of their relationship with the Lender and its refusal to allow the Debtors to make any further draws or extend any additional funds under the Revolver Commitment.

35. With all of those challenges accumulating simultaneously, on November 27, 2024, the Debtors elected to file voluntary petitions for relief under chapter 11 of the Bankruptcy Code,

thereby initiating the Chapter 11 Cases. The Debtors determined that the filing of these Chapter 11 Cases was necessary to maximize value for the benefit of all creditors.

36. I believe that the Chapter 11 Cases will provide the Debtors with the best opportunity to preserve the business as a going concern through value preservation efforts, including, without limitation, making any necessary changes to the Debtors' business plan and eliminating any burdensome contracts and related obligations. In that vein, the purpose of these Chapter 11 Cases is to provide the Debtors with a breathing spell and reprieve and the runway for a chapter 11 plan process that will allow the Debtors to restructure their balance sheets and emerge from bankruptcy as leaner, stronger entities. In the coming months, the Debtors intend to file a joint plan of reorganization, combined with a disclosure statement in support thereof, that the Debtors believe will preserve employee jobs and allow the Debtors to continue as a going concern.

IV. OVERVIEW AND SUPPORT FOR THE FIRST DAY MOTIONS

37. Contemporaneously herewith, it is my understanding that the Debtors have filed a number of First Day Motions seeking orders granting various forms of relief intended to stabilize their business operations, facilitate the efficient administration of these Chapter 11 Cases, and expedite a swift and smooth plan process. In consulting with the Debtors' counsel and advisors, including the Debtors' CRO and Riveron, it is my understanding and belief that the relief sought in the First Day Motion is intended to be as narrowly tailored as possible under the circumstances and allow the Debtors to achieve those goals under the careful supervision of the Bankruptcy Court. The First Day Motions include the following

- a. *Debtors' Emergency Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* (the "**Joint Administration Motion**");
- b. *Notice of Designation as Complex Chapter 11 Bankruptcy Case* (the "**Complex Case Notice**");

- c. *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Serve a Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personal Identification Information, (III) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtors' Chapter 11 Cases and Bar Dates, and (IV) Granting Related Relief (the "Bar Date Motion");*
- d. *Debtors' Emergency Application for Entry of an Order (A) Authorizing the Employment and Retention of Stretto as Claims, Noticing and Solicitation Agent and (B) Granting Related Relief (the "Stretto Retention Application");*
- e. *Debtors' Emergency Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules Extension Motion");*
- f. *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Continue to Operate Their Cash Management System and (II) Granting Related Relief (the "Cash Management Motion");*
- g. *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Employee Benefit Programs, and (II) Granting Related Relief (this "Wages Motion"); and*
- h. *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief (the "Cash Collateral Motion").*

38. I am familiar with the content and substance contained in each First Day Motion and believe that the relief sought in each motion (a) is necessary to enable the Debtors to operate in chapter 11 with minimal disruption or loss of productivity and value, (b) constitutes a critical element in the Debtors achieving a successful reorganization, and (c) best serves the Debtors' estates and creditors' interests. I have reviewed each of the First Day Motions, and the facts set forth therein are true and correct to the best of my knowledge and are incorporated herein in their entirety by reference. If asked to testify as to the facts supporting each of the First Day Motions, I would testify to the facts as set forth in such motions. The First Day Motions can be divided into three (3) categories: Administrative, Operational, and Financing, as follows.

A. Administrative Motions—the Joint Administration Motion, Complex Case Notice, Bar Date Motion, Schedules Extension Motion, and Stretto Retention Application.

39. It is my understanding that these pleadings are designed to streamline the administration of the Debtors' Chapter 11 Cases by, among other things: (1) jointly administering the Debtors' bankruptcy cases into one case and granting related relief; (2) approving typical complex case treatment for these Chapter 11 Cases, including relief related to the filing of a master service list; (3) establishing a general bar date for the filing of claims by non-governmental parties and allowing the Debtors to redact confidential information of creditors; (4) extending the deadline by which the Debtors must file required Schedules and Statements of Financial Affairs by twenty-one (21) days for a total of twenty-eight (35) days from the Petition Date; and (5) approving the retention of Stretto as claims and noticing agent for the Debtors.

40. It is my opinion that the relief sought in the Administrative Motions will streamline the administration of these Chapter 11 Cases through procedural consolidation, facilitate the noticing process to interested parties, reduce the administrative expenses ultimately incurred by the Debtors, and reduce confusion. It is my understanding that the Administrative Motions seek non-substantive relief that is routinely granted in larger chapter 11 cases in this District and that is necessary and appropriate under the circumstances.

B. Operational Motion—the Wages Motion.

41. The Wages Motion seeks relief intended to stabilize the Debtors' operations in bankruptcy by, among other things, allowing the Debtors to pay the prepetition claims to their employees and essential personnel (the "**Employees**" or the "**Workforce**"). As of the Petition Date, Debtor Stoli USA employs approximately fifty (50) Employees, of which forty-nine (49) are

employed on a full-time basis, and one (1) is employed on a part-time basis.² All Employees are paid a salary (the “**Salaried Employees**”). The Employees are neither represented by a union nor employed pursuant to a collective bargaining agreement or similar agreement.

42. In the ordinary course of business, the Debtors (a) pay standard wage compensation and paid time off to their Workforce, (b) maintain reimbursement programs, and (c) maintain certain benefits for their Workforce (collectively, the “**Workforce Programs**”), as provided below and detailed in the Wages Motion. As of the Petition Date, the Debtors estimate the total amount outstanding on account of the Workforce Programs is approximately \$366,672.93 (the “**Workforce Obligations**”). The Workforce Obligations consist of the following:

Workforce Obligations Compensation and Benefit Obligations	Estimated Prepetition Amount Outstanding Per Pay Period
Unpaid Wages	\$282,830.00
Withholding Taxes and Obligations (i.e., Deductions)	\$20,471.00
Employee Reimbursements	\$36,267.00
Medical, Vision, Dental	\$19,090.00
Other Plan Benefits (Life, AD&D, Disability, Accident & Illness, etc.)	\$2,484.00
401K Plan (Principal)	\$3,812.00
Workers Compensation Obligations	\$1,719.67
TOTAL	\$366,672.93

43. It is my understanding that Federal Rule of Bankruptcy Procedure 6003 provides, in relevant part, that the Court shall not consider motion to pay prepetition claims during the first twenty days following the filing of a chapter 11 petition “except to the extent relief is necessary to avoid immediate and irreparable harm.” During the process of preparing for these Chapter 11

² Debtor KO has no Employees or Workforce.

Cases, the Debtors narrowly tailored their requests for immediate authority to pay certain prepetition claims to those circumstances where the failure to pay such claims would cause immediate and irreparable harm to the Debtors and their estates.

44. In order to maintain the continuity of their business and to preserve the morale of their vital labor force, it is essential that the Debtors be permitted to pay the funds requested through the Wages Motion. Any delay or disruption in providing Workforce compensation and associated benefits will destroy the Debtors' relationship with their Workforce and irreparably impair workforce morale at the very time when the dedication, confidence, and cooperation of these individuals are most critical. The Debtors face the risk that their operations may be severely impaired if authority is not granted for the Debtors to make the payments described in the Wages Motion.

45. Because the amounts described in the Wages Motion are needed to enable the Debtors' Workforce to meet their own personal obligations, absent the relief requested herein, they will suffer undue hardship and, in many instances, serious financial difficulties. Moreover, without the requested relief, the stability of the Debtors will be undermined by the potential threat that the otherwise loyal Workforce will seek other employment.

46. I believe that the relief requested in the Wages Motion is in the best interests of the Debtors' estates, the creditors, and all other parties in interest and will enable the Debtors to continue to operate the business in chapter 11 without disruption. Accordingly, on behalf of the Debtors, I respectfully submit that the Wages Motion should be approved.

C. Operational Motion—the Cash Management Motion.

47. It is my understanding that the Cash Management Motion seeks authority for the Debtors to continue using existing bank accounts at Origin Bank and related relief. Specifically, the Debtors seek entry of an order (i) authorizing the Debtors to continue using existing business

forms and records; (ii) authorizing the Debtors to maintain the Bank Accounts and Cash Management System (as permitted under any interim and final orders authorizing the Debtors to use cash collateral (collectively, the “**Cash Collateral Orders**”) and in accordance with any budget(s) approved in connection therewith (the “**Budget**”)); and (iii) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee to the extent that such requirements are inconsistent with (a) the Debtors’ existing practices under their Cash Management System or (b) any action taken by the Debtors in accordance with any order granting the Cash Management Motion or any other order entered in the Chapter 11 Cases.

48. The Debtors maintain an integrated, centralized cash management system (the “**Cash Management System**”) comparable to the cash management systems used by similarly situated companies to manage the cash of operating units in a cost-effective, efficient manner. The Debtors use the Cash Management System in the ordinary course of business to collect, transfer, and distribute funds generated from their operations and to facilitate cash monitoring, forecasting, and reporting. The Cash Management System allows the Debtors to control funds, ensure cash availability for each operating entity, and reduce administrative costs by facilitating the movement of funds among multiple entities. The Debtors’ treasury department maintains daily oversight over the Cash Management System and implements cash management controls for entering, processing, and releasing funds. The Debtors’ accounting department regularly reconciles the Debtors’ books and records to ensure that all transfers are accounted for properly.

49. As detailed in the chart below, the Cash Management System includes twelve (12) bank accounts. The Cash Management System is arranged to organize and monitor cash flows and to centralize procurement for general administrative and operating expenses.

BANK ACCOUNTS	
<u>Account Holder and Bank Account</u>	<u>Bank Account Description</u>
Stoli Group (USA), LLC Operating Account Fifth Third Bank # 7884	Stoli USA uses this account as its master operating account that holds its daily balances of cash after daily sweeps are made from three other zero balance accounts Stoli USA holds with Fifth Third. This account is allowed a \$120,000.00 daily balance, and any amount over that threshold is swept to Fifth Third to pay down the Debtors' indebtedness to Fifth Third. If there is a negative balance at the end of the day, monies are swept from Stoli USA's loan account with Fifth Third to cover the deficiency.
Stoli Group (USA), LLC Master Collections Account Fifth Third Bank # 7892	Stoli USA uses this account as its collections account for payments received from its customers. Customer payments are either made via ACH or live checks to Stoli USA's lockbox, which Fifth Third then deposits into this account. This is a zero-balance account, and the daily deposits are swept on a daily basis to Stoli USA's operating account with Fifth Third.
Stoli Group (USA), LLC Disbursement Account Fifth Third Bank # 7900	Stoli USA uses this account as its disbursement account for all non-payroll-related expenses. All disbursements are made via ACH or wire. This account has not been used since October 2024. This is a zero-balance account, and any funds are swept on a daily basis to Stoli USA's operating account with Fifth Third.
Stoli Group (USA), LLC Payroll Account Fifth Third Bank # 8049	Stoli USA uses this account as its disbursement account for only payroll-related expenses. All disbursements are via ACH or wire. This account has not been used since October 2024. This is a zero-balance account, and any funds are swept daily to Stoli USA's operating account with Fifth Third.
Stoli Group (USA), LLC Master Operating Account Wells Fargo # 8284	Stoli USA uses this account as its master operating account that holds the daily balances after the daily sweeps from its daily balances of cash after daily sweeps are made from Stoli USA's three other zero balance accounts with Wells Fargo.
Stoli Group (USA), LLC Depository Account Wells Fargo # 8300	Stoli USA uses this account as its collections account for payments received from its customers. Customer payments are either made via ACH or live checks to Stoli USA's lockbox, which Wells Fargo then deposits into this account. This is a zero-balance account, and the daily deposits are swept daily to Stoli USA's operating account with Wells Fargo.
Stoli Group (USA), LLC Disbursement Account Wells Fargo # 8292	Stoli USA uses this account as its disbursement account for all non-payroll-related expenses. All disbursements are made via ACH or wire. This account has not been used since October 2024. This is a zero-balance account, and any funds are swept daily to Stoli USA's operating account with Wells Fargo.
Stoli Group (USA), LLC Payroll Account Wells Fargo # 8318	Stoli USA previously used this account as a disbursement account for only payroll-related expenses. All disbursements are via ACH or wire. This account was unused from 2018 through October 2024. However, Stoli USA intends to start using this account again starting in November 2024. This is a zero-balance account, and any funds are swept daily to Stoli USA's operating account with Wells Fargo.
Kentucky Owl, LLC Stand Alone Account Fifth Third Bank # 2904	KO uses this account to pay for new bourbon barrels for its inventory and monthly interest expenses to Fifth Third related to KO's loan with Fifth Third.
Kentucky Owl, LLC Depository Account Wells Fargo # 6282	KO uses this account as an intercompany collections account. This is the account where KO deposits funds to pay KO for KO products that KO produces and sells to Stoli USA. This is a zero-balance account, and any funds are swept daily to KO's operating account with Wells Fargo.

BANK ACCOUNTS	
<u>Account Holder and Bank Account</u>	<u>Bank Account Description</u>
Kentucky Owl, LLC Disbursement Account Wells Fargo # 6274	KO uses this account as a disbursement account for its expenses. All disbursements are made via ACH, wire, or, in limited cases, checks. This is a zero-balance account, and any funds are swept daily to KO's operating account with Wells Fargo.
Kentucky Owl, LLC Operating Account Wells Fargo # 1178	KO uses this account as a master operating account to hold the daily balances after daily sweeps are made from KO's zero balance accounts with Wells Fargo.

50. The Debtors pay fees to the Cash Management Bank on a monthly basis incurred in connection with the Bank Accounts (the “**Bank Fees**”). The Bank Fees total approximately \$12,000.00 per month. The Debtors do not believe that they owe any Bank Fees as of the Petition Date, but in the event such Bank Fees are owing, the Debtors seek authority, but not direction, to pay the prepetition Bank Fees and continue paying the Bank Fees in the ordinary course on a post-petition basis, consistent with historical practice.

51. In the ordinary course of business, the Debtors maintain business relationships with each other that have historically resulted in intercompany receivables and payables (“**Intercompany Transactions**”). The Debtors settle Intercompany Transactions as journal-entry receivables and payables, from time to time, to document transactions between the Debtors and certain of their non-Debtor affiliates, including other entities within the Stoli Group. The Debtors then make appropriate credits and debits within their accounting system to reflect these Intercompany Transactions. The Intercompany Transactions are essential to the Debtors’ operations and centralized Cash Management System. Any disruption of the Intercompany Transactions would severely disrupt the Debtors’ operations and result in great harm to the Debtors’ estates and their stakeholders.

52. I believe that the Debtors' ability to maintain their existing Bank Accounts and Cash Management System is vital to ensuring the Debtors' seamless transition into bankruptcy. In light of the other significant strains on the Debtors' personnel and resources during the coming weeks, I am concerned about unnecessary delay and disruption to the Debtors' business and a delay in receipt of funds needed for the Debtors' operations if the Debtors are required to make changes to the Cash Management System. In order to conduct their post-petition business, the Debtors need to be able to issue checks to vendors, service providers, employees, and others. Opening new accounts and obtaining checks for those accounts will cause delays and disruptions to the debtor's business and delay the receipt of funds needed for the Debtors' operations. Conversely, all parties in interest will be best served, and the benefit to the Debtors' estates will be considerable by preserving business continuity and avoiding operational and administrative paralysis that closing the existing Bank Accounts and opening new ones would necessarily create.

53. To the best of my knowledge, the Bank Accounts are in financially stable institutions that are insured by the Federal Deposit Insurance Corporation up to the applicable limit.

54. The Debtors will add the designation "Debtors in Possession" or "DIP" to any checks in their possession and instruct the Banks to add the designation to current and any future Accounts. No checks issued prior to the Petition Date will be honored, except as otherwise provided by separate order of this Court. The Debtors will continue to maintain records respecting all transfers between and among the Bank Accounts so that all transactions can be ascertained after they have occurred.

55. The Debtors' Cash Management System constitutes an ordinary course, essential business practice providing significant benefits to the Debtors, including, among other things, the

ability to (i) control funds, (ii) ensure the availability of funds when necessary, and (iii) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. Any disruption of the Cash Management System could have a severe and adverse impact upon the Debtors' reorganization efforts.

56. I believe that the relief requested in the Cash Management Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest and will enable the Debtors to continue to operate their business in Chapter 11 without disruption. Accordingly, on behalf of the Debtors, I respectfully submit that the Cash Management Motion should be approved.

D. Financing Motions—the Cash Collateral Motion

57. The Cash Collateral Motion seeks entry of an order (i) authorizing the Debtors' use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code ("**Cash Collateral**") and other collateral on an interim basis in accordance with the budget attached to the proposed interim order as **Exhibit 1** (the "**Budget**"); (ii) granting adequate protection described herein for the use of the pre-petition collateral, including Cash Collateral; (iii) modifying the automatic stay imposed by section 362 of the Bankruptcy Code to the extent necessary to implement and effectuate the terms and provisions of the Interim Order and the Final Order; (iv) scheduling a final hearing on the Cash Collateral Motion within 21 days of the entry of the interim order; and (v) granting related relief.

58. The Debtors require immediate access to Cash Collateral to satisfy the day-to-day financing needs of the Debtors' business operations. The Debtors must have operating liquidity to procure goods and services from vendors, pay their employees, meet overhead costs, and make all other payments that are essential for the continued management, operation, and preservation of the Debtors' businesses. The ability to satisfy these expenses as and when due is essential to the Debtors' continued operation of their businesses during the pendency of these Chapter 11 Cases.

In such circumstances, the terms of the relief provided in the proposed order attached to the Cash Collateral Motion are appropriate, reasonable, and, in the Debtors' business judgment, essential to enable it to continue operating. I believe that the inability to use Cash Collateral during the Chapter 11 Cases would cripple the Debtors' business operations, causing immediate and irreparable harm to the Debtors and their estates.

59. The Debtors request authority to provide the Lender with adequate protection as set forth in the Cash Collateral Motion and in accordance with the Budget attached thereto. I have reviewed the Budget attached to the Cash Collateral Motion and believe it is reasonable and necessary under the circumstances to support the Debtors' continued operations. I believe that the relief requested in the Cash Collateral Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest and will enable the Debtors to continue to operate their business in chapter 11 without disruption. Absent access to cash collateral, the Debtors could not operate and bridge to a value-maximizing plan that provides for greater recoveries for all creditors than a liquidation. Accordingly, on behalf of the Debtors, I respectfully submit that the Cash Collateral Motion should be approved.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

DATED: November 29, 2024

/s/ Chris Caldwell
Chris Caldwell

EXHIBIT 2



December 11, 2024

Foley & Lardner LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201-3340
Attention: Holland N. O'Neil
Partner

**RE: Inventory Evaluation and Appraisal – Stoli Group (USA), LLC
and Kentucky Owl, LLC**

Hilco Valuation Services, LLC (“Hilco”) is pleased to submit its proposal to Foley & Lardner LLP (“Foley & Lardner”), a Wisconsin limited liability partnership, concerning the Inventory Appraisal. Foley & Lardner has requested Hilco to undertake with respect to Stoli Group (USA), LLC, a Delaware limited liability corporation, and Kentucky Owl, LLC, a Delaware limited liability corporation (collectively, the “Company”).

The proposal is organized in the following four sections:

- ◆ **Form of Opinion and Objective**
- ◆ **Approach and Scope**
- ◆ **Timing**
- ◆ **Fees and Costs**

INVENTORY APPRAISAL:

Form of Opinion and Objective

Hilco will appraise the inventory of Company. Hilco will provide Foley & Lardner with a report of the projection of gross and net liquidation value (the “Report”) based upon an Orderly Liquidation Value (“NOLV”) scenario which will include delineated values for bottled and bulk inventory.

Net Orderly Liquidation Value (“NOLV”) is herein defined as: A professional opinion of the estimated most probable price, expressed in terms of currency, which the subject inventory typically could realize at a privately negotiated sale, properly advertised and professionally managed, by a seller obligated to sell over a reasonable period of time, net of occupancy and liquidation costs, as of the effective date of the appraisal report. Further, the ability of certain asset groupings to draw sufficient prospective buyers to ensure competitive offers is considered. All inventory is to be sold on an “as is, where is” basis, with purchasers responsible for removal of assets at their own risk and expense. Any deletions or additions to the total assets appraised could change the psychological and/or monetary appeal necessary to gain the value indicated.

Hilco Valuation Services, LLC • 5 Revere Drive Suite 300 • Northbrook • IL • 60062 • phone: 847.313.4720 • fax: 847.897.0820

ATLANTA • BOSTON • CHICAGO • CHARLOTTE • DETROIT • LOS ANGELES • NEW YORK
OAKLAND • TORONTO • LONDON (UK)

Approach and Scope

Hilco plans to address the objectives through analysis of inventory reports; walkthrough of existing inventory, management reports and systems; and an on-site visit and inspection of representative distribution center facilities. As appropriate and during visits and analysis of the financial and operating data, Hilco will conduct management discussions with key Company executives.

The inventory valuations will be based upon certain criteria including but not limited to:

- ◆ Inventory turnover by product type;
- ◆ Maintained gross margin by product type;
- ◆ Relationship of inventory ownership to sales volume;
- ◆ Balance of assortment of inventory;
- ◆ Review of condition of inventory;
- ◆ Review of current market conditions; and
- ◆ Analysis of the Company's existing customer base.

Timing

The Report will be delivered within twenty (20) business days from both the execution of this letter and receipt of all requested information from the Company, provided however, Hilco must be paid all fees and costs as detailed below before providing the Report or the contents thereof to any party.

Fees and Costs

Hilco's fee for the Report of the inventory evaluation and appraisal described above is \$70,000 (the "Fee") plus reasonable travel expenses (collectively, the "Expenses"). Hilco's Fee is payable as follows: \$35,000 ("Work Fee") shall be paid to Hilco by the Company upon execution of this letter and the balance of the Fee, together with any Expenses incurred by Hilco to date shall be paid to Hilco by the Company upon completion of the Report but prior to Hilco's mailing or the release of the Report or any verbal or written indication of value to any party. Wiring instructions are attached for your convenience. Hilco understands that the costs and fees of this valuation will be the full responsibility of the Company.

The Report is intended only for use by Foley & Lardner in asset-based financing and for bankruptcy decision making purposes (collectively, the "Purpose"). The appraisal may be invalid if used for any other purpose or by any other party.

The Report will conform to the guidelines established by the Uniform Standards of Professional Appraisal Practice. The Report will be subject to Hilco's standard limitations and statement of conditions. The contents of the Report are to be considered confidential and for the use of Foley & Lardner only. Neither the Report, nor the contents of the Report shall be transmitted by

Company or Foley & Lardner or any other party to any third party without the express written consent of Foley & Lardner and Hilco.

To the extent permitted by law, the maximum aggregate liability of Hilco, its members, affiliates, officers, managers, directors, employees and agents to Foley & Lardner and/or Company arising out of or relating to the Report, this Agreement or the engagement or services to be provided hereunder, whether based upon or arising in tort, contract, statute strict liability or otherwise, shall be limited to the amount of fees paid by Company to Hilco under this engagement letter for the services contracted. Neither Hilco nor its members, managers, affiliates, officers, directors, employees, or agents shall be liable to Foley & Lardner and/or Company for any incidental, consequential, indirect, special, or punitive damages relating to this engagement.

Each of Company, Hilco and Foley & Lardner hereby waives any right to a trial by jury in any action or proceeding to enforce or defend any rights under this agreement and any amendment, instrument, document or agreement delivered or which may in the future be delivered in connection herewith or therewith or arising from any relationship existing in connection with any of the foregoing, and agrees that any such action or proceeding shall be tried before a court and not before a jury.

In the event the Company commences a case under Chapter 11 of title 11, United States Code (the “Bankruptcy Code”), with a bankruptcy court (the “Bankruptcy Court”), the Company shall promptly file a motion under section 327 and 328 of the Bankruptcy Code, in form and substance reasonably acceptable to Hilco, authorizing the Company’s entry into this Agreement, which the Company agrees to use its reasonable efforts to obtain (the “Retention Order”). The Company will use its reasonable efforts to ensure that such order shall specifically provide that: (i) Hilco is being retained pursuant to sections 327 and 328 of the Bankruptcy Code by the Company; (ii) the payment of all fees and reimbursement of Expenses hereunder to Hilco shall be free and clear of all liens, claims and encumbrances; (iii) all such payments of fees and reimbursement of Expenses hereunder shall be the Company’s responsibility and be made without further order of the Bankruptcy Court; (iv) notwithstanding the liens or claims of the Company’s secured lenders, including any debtor in possession financing lender, any amounts paid to Hilco hereunder, will not be reduced or capped by the terms or conditions of any DIP Credit Agreement or related order; (v) all such fees and expenses due and owing to Hilco hereunder shall be included in any carve-out provided in any DIP Credit Agreement and Bankruptcy Court order approving such DIP Credit Agreement and; (vi) Hilco is not required to maintain time records or file interim or final fee applications.

A final signed copy of the Report will be sent to Foley & Lardner.

If the terms and conditions of this proposal are acceptable, kindly indicate your acceptance at the bottom of this page and return it via e-mail to ezimmerlin@hilcoglobal.com.

We look forward to working with you towards the successful completion of this project.

Sincerely,



Edward A. Zimmerlin
Executive Vice President
Hilco Valuation Services, LLC

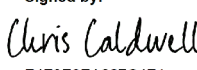
Accepted and Agreed:

Foley & Lardner LLP

By: _____
Holland N. O'Neil,
Partner
Date: _____

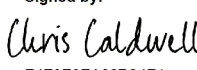
Accepted and Agreed:

Stoli Group (USA) LLC

Signed by: _____
By: 
E4F0E0EA227C4F4...
Name/Title: Chris Caldwell, Global CEO
Date: 12/13/2024

Accepted and Agreed:

Kentucky Owl LLC

Signed by: _____
By: 
E4F0E0EA227C4F4...
Name/Title: Chris Caldwell, Global CEO
Date: 12/13/2024

Page 4 of 5

If the terms and conditions of this proposal are acceptable, kindly indicate your acceptance at the bottom of this page and return it via e-mail to ezimmerlin@hilcoglobal.com.

We look forward to working with you towards the successful completion of this project.

Sincerely,



Edward A. Zimmerlin
Executive Vice President
Hilco Valuation Services, LLC

Accepted and Agreed:

Foley & Lardner LLP

By: 

Holland N. O'Neil,
Partner

Date: 12/13/2024

Accepted and Agreed:

Stoli Group (USA), LLC

By: 

Name/Title: Chris Caldwell, Global CEO
Date: 12/13/2024

Accepted and Agreed:

Kentucky Owl, LLC

By: 

Name/Title: Chris Caldwell, Global CEO
Date: 12/13/2024

Hilco Valuation Services, LLC

Wiring instructions

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

EXHIBIT 3

Holland N. O’Neil (TX 14864700)
Stephen A. Jones (TX 24101270)
Mary Rofaail (TX 24119467)
Zachary C. Zahn (TX 24137675)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
sajones@foley.com
mary.rofaail@foley.com
zzahn@foley.com

Ann Marie Uetz (admitted *pro hac vice*)
FOLEY & LARDNER LLP
500 Woodward Avenue, Suite 2700
Detroit, MI 48226-3489
Telephone: (313) 234-7100
Facsimile: (313) 234-2800
auetz@foley.com

Michael J. Small (admitted *pro hac vice*)
FOLEY & LARDNER LLP
321 North Clark Street, Suite 3000
Chicago, IL 60654-4762
Telephone: (312) 832-4500
Facsimile: (312) 832-4700
msmall@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Stoli Group (USA), LLC, <i>et al.</i> , ¹	§	Case No.: 24-80146-swe11
	§	
Debtors.	§	(Jointly Administered)
	§	

**DECLARATION OF ERIC KAUP IN SUPPORT OF
DEBTORS’ EMERGENCY APPLICATION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF HILCO
VALUATION SERVICES, LLC AS APPRAISAL AGENT TO THE DEBTORS
EFFECTIVE AS OF DECEMBER 11, 2024, AND (II) GRANTING RELATED
RELIEF**

I, Eric Kaup, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I am Vice President, Chief Commercial Officer & Special Counsel of Hilco Trading, LLC (“**Hilco Trading**”), the ultimate parent company of Hilco Valuation Services,

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors’ address is 135 East 57th Street, 9th Floor, New York City, New York.

LLC (“**Hilco**”), which maintains an office at 5 Revere Drive, Suite 206, Northbrook, Illinois 60062.

2. I am authorized to execute this Declaration on behalf of Hilco and in support of the *Debtors’ Emergency Application for Entry of an Order (I) Authorizing the Employment and Retention of Hilco Valuation Services, LLC as Appraisal Agent to the Debtors Effective as of December 11, 2024, and (II) Granting Related Relief* (the “**Application**”).² The following is based upon the best of my knowledge, information and belief.³ I know each of the following facts to be true of my own personal knowledge, except as otherwise stated, and if called as a witness, I could and would competently testify with respect thereto.

3. Hilco is one of the world’s largest and most diversified business asset appraisers and valuation advisors and has significant experience in the valuation, appraisal, and sale of a variety of asset classes. Hilco has been retained as a valuation expert in numerous cases including, among others: *see In re Kidde-Fenwal, Inc.*, Case No. 23-10638 (LSS) (Bankr. D. Del. Jan. 23, 2024); *In re Bolta US Ltd.*, Case No. 23-70042 (JHH) (Bankr. N.D. Ala. Feb. 24, 2023); *In re Murray Metallurgical Coal Holdings, LLC*, Case No. 20-10390 (JEH) (Bankr. S.D. Ohio Oct. 20, 2020); *In re LSC Communications, Inc.*, Case No. 20-10950 (SHL) (Bankr. D. Del. May 7, 2020); *In re Lockwood Holdings, Inc.*, Case No. 18-30197 (DRJ) (Bankr. S.D. Tex. June 12, 2018); *In re Verso Corporation*, Case No. 16-10163 (KG) (Bankr. D. Del. Apr. 19, 2016); *In re Magnetation LLC*, Case No. 15-50307 (GFK) (Bankr. D. Minn. Mar. 16, 2016); and *In re Reichhold Holdings UC, Inc.*, Case No. 14-12237 (MFW) (Bankr. D. Del. Jan. 9, 2015).

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

³ Certain information set forth herein relates to matters (i) contained in Hilco’s books and records and (ii) within the knowledge of other Hilco employees and is based on information provided by such employees.

4. The scope of the Services to be performed by Hilco and compensation terms are set forth in the Application and the Engagement Agreement. The Fee and Expense Structure reflects the nature of the Services to be provided by Hilco and is consistent with fee structures typically utilized by similar appraisal firms of similar stature to Hilco for comparable engagements, both in and out of court. The Fee and Expense Structure is consistent with Hilco's normal and customary billing practices for cases of this size that require the level of scope and services outlined. Due to the transactional nature of the Services that Hilco provides, Hilco does not bill its clients on an hourly basis while performing such services. Accordingly, I believe cause exists to waive any timekeeping and reporting requirements with respect to Hilco.

5. The Fee and Expense Structure has been negotiated and agreed upon by the Debtors and Hilco on an arm's-length basis.

6. To the best of my knowledge, Hilco has not received any promises as to compensation in connection with the Debtors' Chapter 11 Cases other than as outlined in the Application and the Engagement Agreement. Further, Hilco has no agreement with any other entity to share any compensation received with any person other than the principals and the employees of Hilco.

7. I do not believe that the Services that Hilco will render on behalf of the Debtors in the Chapter 11 Cases will be duplicative of the services performed by any other professional. Hilco understands that the Debtors have retained and may retain additional professionals during the term of the engagement and will work cooperatively with such professionals to integrate any respective work conducted by the professionals on behalf of the Debtors.

8. Hilco's ultimate parent company is Hilco Trading. In the ordinary course of its business, Hilco Trading, Hilco, and Hilco's affiliates and subsidiaries (collectively, "**Hilco**

Global”) maintain a database (the “**Transaction Database**”) for purposes of performing “conflicts checks.” The Transaction Database contains information regarding present and past representations and transactions of Hilco Global. I obtained a list of names of individuals and companies provided by the Debtors for purposes of searching the Transaction Database and determining the connection(s) that Hilco Global has with such entities (attached hereto as **Schedule 1**; collectively, the “**Parties in Interest**”). Hilco ran the names of the Parties in Interest through the Transaction Database to determine whether Hilco Global had in the past, or currently has, any connection to such Parties in Interest.

9. Hilco’s search of the Transaction Database identified the connections listed on and described in the attached **Schedule 2**.

10. I believe Hilco is not a “creditor” within the meaning of section 101(10) of the Bankruptcy Code.

11. Hilco may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and the Chapter 11 Cases.

12. As part of its diverse practice, Hilco appears in numerous cases, proceedings, and transactions involving many different professionals, attorneys, accountants, and financial consultants, some of which may represent claimants and other parties in interest in the Debtors Chapter 11 Cases. Further, Hilco has, in the past, and may in the future, be represented by several attorneys and law firms in the legal community, some of whom may be involved in the Debtors’ Chapter 11 Cases. In addition, Hilco has in the past worked, and will likely in the future be working, with or against the professionals involved in the Debtors’ Chapter 11 Cases on matters unrelated to the Debtors and the Chapter 11 Cases. Based on our current knowledge of

the professionals involved, and to the best of my knowledge, none of Hilco's business relationships constitutes an interest materially adverse to the Debtors with respect to matters upon which Hilco is to be employed and none is in connection with the Debtors' Chapter 11 Cases.

13. Hilco does not believe that the connections disclosed herein on the attached Schedule 2 create a conflict of interest regarding the Debtors or the Chapter 11 Cases.

14. Because of the magnitude of the creditor list in the Debtors' Chapter 11 Cases, it is possible that Hilco may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with the Debtors' Chapter 11 Cases. Hilco presently or in the past has served as a professional person in other matters, wholly unrelated to the Debtors or the Chapter 11 Cases, in which other attorneys, accountants and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons.

15. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Hilco, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, the Court, the United States Trustee for the Northern District of Texas, or any other party in interest, or their attorneys, except to the extent set forth herein or in Schedule 2.

16. Accordingly, I believe that Hilco is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and holds no interest adverse to the Debtors and their estates.

17. If Hilco discovers any information that is contrary or pertinent to the statements made herein, Hilco will promptly disclose such information to the Court by filing a supplemental declaration as is required by Bankruptcy Rule 2014.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Executed on: December 16, 2024



Eric Kaup, EVP, CCO & Special Counsel,
Managing Member

SCHEDULE 1⁴

LIST OF ENTITIES SEARCHED

⁴ Some entities may appear in more than one Schedule or under more than one entity or related party name.

Schedule I

DEBTORS/AFFILIATES:

Stoli Group (USA), LLC
Kentucky Owl, LLC
Kentucky Owl IP SARL
Kentucky Owl RE, LLC
Louisiana Spirits LLC
S.P.I. Spirits (Cyprus) Ltd
S.P.I. Worldwide Trade

**CURRENT AND FORMER
DIRECTORS AND
OFFICERS:**

Chris Caldwell
Andrey Shishkov
Alexey Oliynik
Matthew Spooner
Heidi Thomas
Sarah Hensen
Yuri Shefler

LENDER:

Fifth Third Bank, National
Association

BANKS:

Fifth Third Bank, National
Association
Wells Fargo Bank NA

EQUITY HOLDERS:

S.P.I. Spirits (Cyprus) Limited
S.P.I. Worldwide Trade Limited

LANDLORD:

135 East 57th Street, LLC

INSURANCE PROVIDERS:

AFCO Credit Corporation
Cigna Group Corporation
Cigna Health & Life Insurance
Company
McGriff Insurance Services Inc.
Principal Financial Services, Inc.
ShelterPoint Life Insurance
Company
The Hartford Financial Services
Group

**OFFICE OF THE U.S.
TRUSTEE FOR NDTX:**

Alexandria Hughes
Asher Bublick
C. Marie Goodier
Cheryl H. Wilcoxson
Elizabeth Young
Erin Schmidt
Felicia P. Palos
Fernando Garnica
Jason Russell
Kara Croop
Kendra M. Rust
Lisa L. Lambert
Meredyth Kippes
Nancy S. Resnick
Rafay Suchedina
Reinhard Freimuth
Susan Hersch

NDTX JUDGES AND STAFF:

Edward L. Morris
Mark X. Mullin
Michelle V. Larson
Robert L. Jones
Scott W. Everett
Stacey G. C. Jernigan
Christi Graham
Dawn Harden
Jenni Bergreen
Jennifer Calfee
Karyn Rueter
Stephen J. Manz
Traci Ellison

**GOVERNMENT/TAXING
AUTHORITIES:**

Alabama Department of Revenue
Alabama Office of the Attorney
General
Alaska Department of Revenue
Alaska Office of the Attorney
General
Arizona Department of Revenue
Arizona Office of the Attorney
General

Arkansas Department of Finance
& Administration
Arkansas Office of the Attorney
General
California Franchise Tax Board
California Office of the Attorney
General
Colorado Department of Revenue
Colorado Office of the Attorney
General
Commonwealth of Massachusetts
Comptroller of Maryland
Connecticut Department of
Revenue Services
Connecticut Office of the
Attorney General
Delaware Department of Justice
Delaware Division of Revenue
District of Columbia Office of the
Attorney General
Florida Department of Revenue
Florida Office of the Attorney
General
Florida Panthers Hockey Club,
Ltd.
Georgia Department of Revenue
Georgia Office of the Attorney
General
Hawaii Department of Taxation
Hawaii Office of the Attorney
General
Idaho Office of the Attorney
General
Idaho State Tax Commission
Illinois Department of Revenue
Illinois Office of the Attorney
General
Indiana Department of Revenue
Indiana Office of the Attorney
General
Internal Revenue Service
Iowa Department of Revenue
Iowa Office of the Attorney
General
Kansas Department of Revenue
Kansas Office of the Attorney
General
Kentucky Department of Revenue

Kentucky Office of the Attorney General	New York Office of the Attorney General	Texas Office of the Attorney General
Liquor Control Board of Ontario	New York State Department of Taxation and	Treasurer - State of Iowa
Louisiana Department of Revenue	North Carolina Department of Revenue	Treasurer - State of Maine
Louisiana Office of the Attorney General	North Carolina Office of the Attorney General	U.S. Attorney's Office for the Northern District of Texas
Maine Office of the Attorney General	North Dakota Office of State Tax Commissioner	U.S. Customs and Border Protection
Maine Revenue Services	North Dakota Office of the Attorney General	Utah Office of the Attorney General
Maryland Office of the Attorney General	Northern District of Texas Office of the U.S. Trustee	Utah State Tax Commission
Massachusetts Department of Revenue	NYC Department of Finance	Vermont Department of Taxes
Massachusetts Office of the Attorney General	Ohio Department of Taxation	Vermont Information Processing, Inc
Michigan Department of Treasury	Ohio Office of the Attorney General	Vermont Office of the Attorney General
Michigan Office of the Attorney General	Oklahoma Office of the Attorney General	Virginia Department of Taxation
Minnesota Department of Revenue	Oklahoma Tax Commission	Virginia Office of the Attorney General
Minnesota Office of the Attorney General	Oregon Department of Revenue	Washington Department of Revenue
Mississippi Department of Revenue	Oregon Department of Revenue	Washington Office of the Attorney General
Mississippi Office of the Attorney General	Oregon Office of the Attorney General	West Virginia Office of the Attorney General
Missouri Department of Revenue	Pennsylvania Department of Revenue	West Virginia State Tax Department
Missouri Office of the Attorney General	Pennsylvania Office of the Attorney General	Wisconsin Department of Revenue
Montana Department of Revenue	Rhode Island Division of Taxation	Wisconsin Office of the Attorney General
Montana Office of the Attorney General	Rhode Island Office of the Attorney General	Wyoming Liquor Division
National Alcohol Beverage Control Agency	South Carolina Department of Revenue	Wyoming Office of the Attorney General
Nebraska Department of Revenue	South Carolina Office of the Attorney General	VENDORS/UNSECURED CREDITORS/OTHER:
Nebraska Office of the Attorney General	South Dakota Office of the Attorney General	10 South Street Club Operator Inc
Nevada Office of the Attorney General	State of Connecticut	135 East 57th Street, LLC
New Hampshire Department of Revenue Administration	State of Florida	Accomplice Digital
New Hampshire Office of the Attorney General	State of New Hampshire	Communications LLC
New Jersey Division of Taxation	State of New Jersey	Achaval Ferrer S.A.
New Jersey Office of the Attorney General	State of North Carolina	Adult Beverage Solutions, LLC
New Mexico Office of the Attorney General	State of South Carolina, Dept of Revenue	Advantage Sales LLC
New Mexico Taxation and Revenue Department	Tennessee Department of Revenue	Affiliated Marketing Inc.
	Tennessee Office of the Attorney General	Agile Media Ltd
	Texas Comptroller of Public Accounts	Align Public Relations Inc.
		Amber Beverage Group SIA
		AMERIFLEX
		Arrowhead Promotion & Fulfillment Co

Arthur J. Gallagher Risk Management	Drizly LLC dba Uber Technologies, I	Middlestreet Graphics & Display, LLC
Ashley Kent Marketing	El Paso Stadium Operations Company	Mighty Fine Design & Marketing, Inc
Backbar Beverage Marketing Consultants	EPM PROS INC dba Bakerfield Solutions	Mineral, Inc
Bay and Bay Transportation Services	Exel Inc.	Missing Link Media LLC
BDO USA, LLP	Facetime Consulting & Promotions	Motive Marketing Group, Inc.
Belts Intermodal Corporation	Fold 7 LTD	MRL Printing, LLC dba MRL Promotion
Better Beverage Bureau	Gatorworks, LLC	National Distributing Company New Mexico
Beverage Merchandising LLC	Gournay Consulting, LLC	National Lesbian & Gay Journalists
Beverage Testing Institute, Inc.	Grid Squared Systems	New Orleans Louisiana Saints Finance
Bottlegreen Design	GS1US	Nixon Peabody LLP
Bottles On The Go Inc	HALO Branded Solutions Inc	NJJ Productions Inc
BrandBox SIA	Harvey Milk Foundation	Oliver Marketing Limited
Breakthru Beverage Nevada	Heinemann Americas, Inc.	On The Mark Demos, LLC
Breakthru Beverage Pennsylvania	Hermes Marketing LLC	Open Text Inc.
Breakthru Beverage Virginia	ImageSeller LLC	Paiseh, Inc.
Brindiamo Group LLC	Imagination Specialties Inc.	Patrick Henry Creative Promotions
Broadband Office Solutions	Impaks Ltd	PayBev LLC
BRZoom LLC	Incentive Marketing Inc.	Pearlfisher Inc
BYBE, Inc.	Informa Princeton LLC	Pine State Spirits
C.R. Fletcher Industrial Inc.	Inmar Brand Solutions Inc	Planful, Inc.
Calhoun & Company	Integrated Merchandising Solutions	Plush Creative Agency
Communications LLC	Iron Mountain	Possessed by Spirits Inc.,
Casa Fulgor LLC	JamesSuckling.com LLC	Pratt (Delta Container), Inc.
CB Neptune Holdings LLC	Jennifer M. Robinson	Premier Interactive Promotions
Centerlink	JF Hillebrand - USA	Promotion Plus, Inc.
Centiv Services (Brandmuscle)	JobsOhio Beverage System	Propiedad de Arinzano SIU
Channel Advisor Corporation	John S. Connor, Inc.	Questex Media Group LLC
Claessens International Ltd	Johnson Brothers of Iowa, Inc.	Quotient Technology Inc.
Coast Guard Exchange Systems	K&L Beverage Co. LLC	Republic National Distributing Company
Cohen Cleaning and Service Co	KesselsKramer BV	Republic National Distributing Company - Control States
Colangelo & Partners Public Relations	KnowBe4 Inc	Republic National Distributing Company - MI
Concur Technologies, Inc.	Koi Studio Miami LLC	Republic National Distributing Company - MS
Constangy, Brooks, Smith & Prophete	LB&B Associates, Inc.	Republic National Distributing Company - OH
Corporation Service Company	LinkedIn	Republic National Distributing Company - WV
Corporation Service Company	Logistxs, Inc.	Republic National Distributing Company (RNDC)
Coyote Logistics, LLC	Los Angeles Dodgers LLC	Republic National Distributing Company Oklahoma
CR3 Partners, LLC	Lush Life Productions	
CROSSMARK, Inc., dba Product Connections	M Shanken Communications Inc.	
CSM Redemptions, Inc.	Maplebear Inc	
Curiosity LLC	MarkeTeam, Inc.	
Datasembly Inc	MarkIT B2B North America, Inc.	
DBC America LLC	MCCS Marine Corps Exchange	
Digitus Solutions LLC	McDermott Will & Emery	
DISCUS-UNIMERC	McGriff Insurance Services Inc.	
DP Sales Distributors, Inc	Meredith Operations Corporation	

Rockstar Events, LLC
RR Donnelley & Sons Company
Salsify, Inc.
Salty Dog Consulting LLC
Scan Solution Incorporated JMD
Shapiro Goldstein Moses and
Artuso
ShelterPoint Life Insurance
Company
SKIM Analytical Inc
Social Chain Germany GmbH
SPINS LLC
Steklarna Hrastnik d.o.o.
Stoel Rives LLP (Portland)
Straight Up Solutions LLC (SUS)
System 1 Research, Inc
TABS Group Inc
Talent Tree LLC
TAPI S.p.a.
Telus Agriculture & Consumer
Goods
Tenute Del Mondo B.V.
The Bardstown Bourbon
Company LLC
The Belts Corporation
The BMF Media Group LLC
The Business Gift Company
The Nielsen Company US, LLC
The Pathfinder Spirit, Inc
The San Francisco Wine
Competition
United Liquor Marts, Inc.
Univins and Spirits (Canada) Inc.
vestcom
VOX Media LLC
Webb Mason Inc
Wells Fargo Financial Leasing,
Inc.

SCHEDULE 2

DISCLOSURES OF RELATIONSHIPS TO POTENTIAL PARTIES IN INTEREST

Schedule 2

- a. In matters unrelated to the Debtors, Hilco and/or its affiliates have performed consulting, asset appraisal, asset due diligence, IPv4 brokerage or other financial services for, (or related to) the following entities: (i) Fifth Third Bank, N.A., (ii) Internal Revenue Service, and (iii) Wells Fargo, N.A.
- b. From time to time, Hilco and/or its affiliates have collaborated with or engaged the professional services of (i) BDO USA, LLP, (ii) Corporation Service Company, (iii) McDermott Will & Emory LLP, and (iv) Nixon Peabody LLP, in matters unrelated to the Debtors.
- c. Affiliates of Hilco are party to a credit facility in which Fifth Third Bank, N.A. is a participatory lender.
- d. Because of the magnitude of the entire creditor list in these cases, it is possible that Hilco may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with these cases. Hilco presently or in the past has been engaged in other matters, wholly unrelated to the Debtors or these cases, in which other attorneys, accountants, and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons.

EXHIBIT 4



December 13th, 2024

Foley & Lardner, LLP
2021 McKinney Ave, Ste 1600
Dallas, TX 75201-3340
Attn- Holly O'Neil

Hello Holly,

Whiskey Advisors, ("WA") is excited to submit this proposal to Foley & Lardner to perform appraisal and valuation consulting services for your client, Kentucky Owl, LLC. ("KO")

PURPOSE AND OBJECTIVE OF THE PROJECT

We will provide an independent account of the inventory and valuation of the bourbon to assist KO. These investments are generally in sectors that are not well understood, not overcapitalized, and not correlated with traditional assets.

ANALYSIS PROCEDURES

WA will provide analysis and consultation as directed by Client regarding the inventory and valuation of bulk whiskey currently in aging at specified facilities:

The scope of work assumes inventory of approximately 35,000 barrels

An appraisal of the inventory will be performed based on the inventory approved by Foley & Lardner. The effective date of value will be December 1st, 2024

In our valuation analysis, we will apply the fair value standards

"The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date".



VALUATION METHODOLOGY

We will be using a spirit industry based methodology for this valuation/appraisal. Current market value comparisons, derived from several industry sources, will be used in combination with relevant transactions taken place within the previous quarter. Specific elements such as mash bill type, rye vs bourbon, State of origin – (Kentucky distilled/aged vs Indiana distilled/aged), age of distillate will be combined with transactional experience through brokering of barrels, barrel investments, barrel financing. The combination of the above with live broker estimates will be our baseline for creating current market values.

As this a unique asset with no clear guidance on how to value for GAAP, we will be relying on years of industry experience and live data for this valuation.

EXIT STRATEGY DISCUSSION

Based on initial discussion, Whiskey Advisors and affiliates would be interested in possibly purchasing specific barrels identified post-valuation. All offers would be made independent of any appraisal results and possible purchase interest will play no role in the results of the appraisal. Whiskey Advisors has sold and purchased barrels previously and has unique knowledge of portions of the current inventory held by Stoli Group.

ENGAGEMENT TIMING AND FEES

Based on discussions regarding timing of barrel appraisals, we expect a completion of a final report within 10 days after receiving applicable data from client. We will begin this engagement immediately upon our receipt of your written notification to proceed and a retainer in the amount of \$12,500.

Assuming client will deliver specific barrel information in excel format and will arrange permissions with distilleries for scheduling of onsite barrel assessments if required. We do not believe physical inventory visits will be necessary. The following list of items is required to begin the appraisal:

List of inventory including the following:

- Barrel details – Producer, Mash bill, when produced (month/year), average purchase price at inception
- Number of barrels
- Insurance declarations – not mandatory
- Warehouse information for all barrels with exact locations for all barrels



Based upon the information currently available to us, we propose a fee of **\$25,000**. If onsite sampling/inspection required, an additional \$5000 will be applicable. (based on limited personal knowledge of the barrels in question, this likely not applicable)

Final invoice will be billed to Client upon the completion and delivery of final appraisal report. Initial invoice is attached to this proposal

Client will reimburse reasonable out-of-pocket expenses incurred in connection with the engagement. For purposes of this Agreement, out-of-pocket expenses include, without limitation, travel, express mail delivery, photocopying, research materials related specifically to any requirements asked of Whiskey Advisors post-delivery of the final valuation/appraisal report.

If WA is requested or compelled to produce documents or testify regarding the services rendered in this engagement, Client shall reimburse us for all costs, including those for preparing written and oral responses, attorney fees, travel time, court or deposition time, meetings or hearings, and expenses incurred.

SUMMARY AND CONCLUSION

If this letter correctly reflects your understanding of our engagement and acceptance of its terms, please sign and return this letter to us. In addition, please return to us a payment for the retainer noted above. The retainer will be applied to the final outstanding invoice related to this engagement.

Thank you for this opportunity to be of service. We look forward to working with you.

Sincerely,

A handwritten signature in black ink, appearing to read "Chuck Morton".

Chuck Morton
Partner
Whiskey Advisors, LLC
8909 Linn Station Road
Louisville KY 40222
502.767.8936



Foley & Lardner, LLP
2021 McKinney Ave, Ste 1600
Dallas, TX 75201-3340

BY: 
Name: HOLLAND O'NEIL
Title: PARTNER



Engagement Terms and Conditions

We agree to perform these services in a professional and objective manner and that any report or analysis shall represent our professional opinion based on the data given to or compiled. We attempt to obtain and compile our data from reliable sources, but we cannot guarantee the data's accuracy or completeness.

We agree to keep and maintain all non-public information, which we receive or develop concerning the Company and its business confidential, and to disclose that information only as contemplated by this agreement, as authorized by the Company or as required by law. We will nevertheless have no liability to the Company for information disclosed in, or pursuant to, any ruling, order, or proceeding of any court or other judicial or non-judicial forum or of any regulatory agency or similar instrumentality. We agree to give prompt notice to the Company of any third-party demand for any such information and to cooperate, at the Company's expense, in any efforts by either to prevent or limit such disclosure. We further agree to obtain the agreement of any third parties to whom confidential information is divulged in accordance with the terms hereof that such third parties will maintain and keep such information confidential, except as permitted above.

We will act as an independent contractor. Our compensation is not contingent in any way upon our analytical conclusions.

We will provide independent valuation consulting assistance only. This engagement is not intended to provide legal, accounting, or taxation advice.

The Company understands that we will need prompt access to documents, materials, facilities, and/or Company personnel in order to perform these services in a timely and professional manner, and the Company agrees to fulfill all such requests in a timely manner and to cooperate fully with us. The Company further understands and agrees that delays in providing data or information may result in a delay of the completion date of this assignment. We agree to notify the Company of any delays which would or could delay the completion date of this assignment.

The Company warrants that (1) the information and data the Company supplies to us will be complete and accurate in every respect to the best of the Company's knowledge; (2) that any reports, analyses, or other documents prepared by us will be used only in compliance with all applicable laws and regulations; and (3) that the Company will hold us harmless for any breach of this warranty.

The Company agrees not to distribute the report we prepare, in whole or in part, to unintended third parties without our written approval. Unintended third parties are parties not involved with above-mentioned matter.



The Company agrees to indemnify and hold us harmless against any and all liability, claim, loss, cost, and expense, whatever kind or nature, which we may incur, or be subject to, as a party, expert witness, witness, or participant in connection with any dispute or litigation involving the Company unless such liability, claim, loss, cost, and expense, whatever kind or nature, is due to our gross negligence or willful misconduct.

This indemnity includes all reasonable out-of-pocket expenses (including travel costs and attorney fees) and payment for our staff members' time at standard hourly rates in effect at the time rendered to the extent we attend, prepare for, or participate in meetings, hearings, depositions, trials, and all other proceedings, including travel time. If we must bring legal action to enforce this indemnity, the Company agrees to pay all costs of such action, including any sum as the Court may fix as reasonable attorney fees.

EXHIBIT 5

Holland N. O’Neil (TX 14864700)
Stephen A. Jones (TX 24101270)
Mary Rofaail (TX 24119467)
Zachary C. Zahn (TX 24137675)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
sajones@foley.com
mary.rofaail@foley.com
zzahn@foley.com

Ann Marie Uetz (admitted *pro hac vice*)
FOLEY & LARDNER LLP
500 Woodward Avenue, Suite 2700
Detroit, MI 48226-3489
Telephone: (313) 234-7100
Facsimile: (313) 234-2800
auetz@foley.com

Michael J. Small (admitted *pro hac vice*)
FOLEY & LARDNER LLP
321 North Clark Street, Suite 3000
Chicago, IL 60654-4762
Telephone: (312) 832-4500
Facsimile: (312) 832-4700
msmall@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Stoli Group (USA), LLC, <i>et al.</i> , ¹	§	Case No.: 24-80146-swe11
	§	
Debtors.	§	(Jointly Administered)
	§	

**DECLARATION OF CHUCK MORTON IN SUPPORT OF
DEBTORS’ EMERGENCY APPLICATION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF WHISKEY
ADVISORS, LLC AS VALUATION EXPERT TO THE DEBTORS EFFECTIVE
AS OF DECEMBER 13, 2024, AND (II) GRANTING RELATED RELIEF**

I, Chuck Morton, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I am the President of Whiskey Advisors, LLC (“WA”), which is based and headquartered in Louisville, Kentucky.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors’ address is 135 East 57th Street, 9th Floor, New York City, New York.

2. I am authorized to execute this Declaration on behalf of WA and in support of the *Debtors' Emergency Application for Entry of an Order (I) Authorizing Employment and Retention of Whiskey Advisors, LLC as Valuation Expert to the Debtors Effective as of December 13, 2024, and (II) Granting Related Relief* (the “**Application**”).² I know each of the following facts to be true of my own personal knowledge, except as otherwise stated, and if called as a witness, I could and would competently testify with respect thereto.

3. WA is a boutique advisory firm that focuses on and specializes in providing advisory services and solutions to various clients within the whiskey and bourbon industry with an emphasis on the areas of finance, appraisals, valuations, and sourcing of raw materials. WA's clients hold varying degrees of business interests in the whiskey and bourbon industry and include manufacturers, distillers, producers, distributors, lenders, and investors.

4. The scope of the Services to be performed by WA and compensation terms are set forth in the Application and the Engagement Agreement. The Fee and Expense Structure reflects the nature of the Services to be provided by WA and is consistent with fee structures typically utilized by valuation and appraisal firms of similar stature to WA for comparable engagements. The Fee and Expense Structure is consistent with WA's normal and customary billing practices for engagements of this size that require the level of scope and services outlined. Due to the transactional nature of the Services that WA provides, WA does not bill its clients on an hourly basis while performing such services. Accordingly, I believe cause exists to waive any timekeeping and reporting requirements with respect to WA.

5. The Fee and Expense Structure has been negotiated and agreed upon by the Debtors and WA on an arm's-length basis.

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

6. To the best of my knowledge, WA has not received any promises as to compensation in connection with the Debtors' Chapter 11 Cases other than as outlined in the Application and the Engagement Agreement. Further, WA has no agreement with any other entity to share any compensation received with any person other than the principals and the employees of WA.

7. I do not believe that the Services that WA will render on behalf of the Debtors in the Chapter 11 Cases will be duplicative of the services performed by any other professional. WA understands that the Debtors have retained and may retain additional professionals during the term of the engagement and will work cooperatively with such professionals to integrate any respective work conducted by the professionals on behalf of the Debtors.

8. In the ordinary course of its business, WA maintains records regarding its present and past representations and transactions. With respect to WA's engagement by the Debtors, I obtained a list of names of individuals and companies provided by the Debtors for purposes of reviewing WA's records and determining the connection(s), whether in the past or presently, that WA has with such entities (attached hereto as Schedule 1; collectively, the "**Parties in Interest**"). My review of WA's records related to the Parties in Interest identified the connections listed on and described in the attached Schedule 2.

9. I believe WA is not a "creditor" within the meaning of section 101(10) of the Bankruptcy Code.

10. WA may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and the Chapter 11 Cases.

11. As part of its diverse practice, WA is involved in numerous transactions involving many different professionals, attorneys, accountants, and financial consultants, some of which may represent claimants and other parties in interest in the Debtors Chapter 11 Cases. Because of the magnitude of the creditor list in the Debtors' Chapter 11 Cases, it is possible that WA may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with the Debtors' Chapter 11 Cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of WA's business relationships constitutes an interest materially adverse to the Debtors with respect to matters upon which WA is to be employed and none is in connection with the Debtors' Chapter 11 Cases.

12. WA does not believe that the connections disclosed herein on the attached Schedule 2 create a conflict of interest regarding the Debtors or the Chapter 11 Cases.

13. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, WA, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, the Court, the United States Trustee for the Northern District of Texas, or any other party in interest, or their attorneys, except to the extent set forth herein or in Schedule 2.

14. Accordingly, I believe that WA is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and holds no interest adverse to the Debtors and their estates.

15. If WA discovers any information that is contrary or pertinent to the statements made herein, WA will promptly disclose such information to the Court by filing a supplemental declaration as is required by Bankruptcy Rule 2014.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Executed on: December 17th, 2024



Chuck Morton
President of Whiskey Advisors, LLC

SCHEDULE 1³

LIST OF ENTITIES SEARCHED

³ Some entities may appear in more than one Schedule or under more than one entity or related party name.

DEBTORS/AFFILIATES:

Stoli Group (USA), LLC
Kentucky Owl, LLC
Kentucky Owl IP SARL
Kentucky Owl RE, LLC
Louisiana Spirits LLC
S.P.I. Spirits (Cyprus) Ltd
S.P.I. Worldwide Trade

**DIRECTORS, OFFICERS,
AND MANAGEMENT:**

Chris Caldwell
Andrey Shishkov
Alexey Oliynik
Matthew Spooner
Heidi Thomas
Sarah Hensen
Yuri Shefler

DEBTORS' COUNSEL:

Foley & Lardner LLP

LENDER:

Fifth Third Bank, National
Association

BANKS:

Fifth Third Bank, National
Association
Wells Fargo Bank NA

LANDLORD:

135 East 57th Street, LLC

EQUITY HOLDERS:

S.P.I. Spirits (Cyprus) Limited
S.P.I. Worldwide Trade
Limited

**OFFICE OF THE U.S.
TRUSTEE
FOR NDTX:**

Aamer Javed
Alexandria Hughes
Asher Bublick
C. Marie Goodier

Cheryl H. Wilcoxson
Elizabeth Young
Erin Schmidt
Felicia P. Palos
Fernando Garnica
Jason Russell
Kara Croop
Kendra M. Rust
Lisa L. Lambert
Meredyth Kippes
Nancy S. Resnick
Rafay Suchedina
Reinhard Freimuth
Susan Hersch

ND TX BANKRUPTCY

JUDGES:

Stacey G. C. Jernigan
Edward L. Morris
Mark X. Mullin
Michelle V. Larson
Robert L. Jones
Scott W. Everett

INSURANCE PROVIDERS:

AFCO Credit Corporation
Cigna Group Corporation
Cigna Health & Life Insurance
Company
McGriff Insurance Services
Inc.
Principal Financial Services,
Inc.
ShelterPoint Life Insurance
Company
The Hartford Financial
Services Group

**GOVERNMENT/TAXING
AUTHORITIES:**

Alabama Department of
Revenue
Alabama Office of the
Attorney General
Alaska Department of
Revenue

Alaska Office of the Attorney
General
Arizona Department of
Revenue
Arizona Office of the Attorney
General
Arkansas Department of
Finance & Administration
Arkansas Office of the
Attorney General
California Franchise Tax
Board
California Office of the
Attorney General
Colorado Department of
Revenue
Colorado Office of the
Attorney General
Commonwealth of
Massachusetts
Comptroller of Maryland
Connecticut Department of
Revenue Services
Connecticut Office of the
Attorney General
Delaware Department of
Justice
Delaware Division of Revenue
District of Columbia Office of
the Attorney General
Florida Department of
Revenue
Florida Office of the Attorney
General
Georgia Department of
Revenue
Georgia Office of the Attorney
General
Hawaii Department of
Taxation
Hawaii Office of the Attorney
General
Idaho Office of the Attorney
General
Idaho State Tax Commission

Illinois Department of Revenue	Missouri Department of Revenue	Oregon Department of Revenue
Illinois Office of the Attorney General	Missouri Office of the Attorney General	Oregon Office of the Attorney General
Indiana Department of Revenue	Montana Department of Revenue	Pennsylvania Department of Revenue
Indiana Office of the Attorney General	Montana Office of the Attorney General	Pennsylvania Office of the Attorney General
Internal Revenue Service	Nebraska Department of Revenue	Rhode Island Division of Taxation
Iowa Department of Revenue	Nebraska Office of the Attorney General	Rhode Island Office of the Attorney General
Iowa Office of the Attorney General	Nevada Office of the Attorney General	South Carolina Department of Revenue
Kansas Department of Revenue	New Hampshire Department of Revenue Administration	South Carolina Department of Revenue
Kansas Office of the Attorney General	New Hampshire Office of the Attorney General	South Carolina Office of the Attorney General
Kentucky Department of Revenue	New Jersey Division of Taxation	South Dakota Office of the Attorney General
Kentucky Office of the Attorney General	New Jersey Office of the Attorney General	State of Connecticut
Louisiana Department of Revenue	New Mexico Office of the Attorney General	State of Florida
Louisiana Office of the Attorney General	New Mexico Taxation and Revenue Department	State of New Hampshire
Maine Office of the Attorney General	New York Office of the Attorney General	State of New Jersey
Maine Revenue Services	New York State Department of Taxation and Finance	State of North Carolina
Maryland Office of the Attorney General	North Carolina Department of Revenue	State of South Carolina, Dept of Revenue
Massachusetts Department of Revenue	North Carolina Office of the Attorney General	Tennessee Department of Revenue
Massachusetts Office of the Attorney General	North Dakota Office of State Tax Commissioner	Tennessee Office of the Attorney General
Michigan Department of Treasury	North Dakota Office of the Attorney General	Texas Comptroller of Public Accounts
Michigan Office of the Attorney General	NYC Department of Finance	Texas Office of the Attorney General
Minnesota Department of Revenue	Ohio Department of Taxation	Treasurer - State of Iowa
Minnesota Office of the Attorney General	Ohio Office of the Attorney General	Treasurer - State of Maine
Mississippi Department of Revenue	Oklahoma Office of the Attorney General	U.S. Attorney's Office for the Northern District of Texas
Mississippi Office of the Attorney General	Oklahoma Tax Commission	U.S. Customs and Border Protection
		Utah Office of the Attorney General
		Utah State Tax Commission
		Vermont Department of Taxes

Vermont Office of the
Attorney General
Virginia Department of
Taxation
Virginia Office of the Attorney
General
Washington Department of
Revenue
Washington Office of the
Attorney General
West Virginia Office of the
Attorney General
West Virginia State Tax
Department
Wisconsin Department of
Revenue
Wisconsin Office of the
Attorney General
Wyoming Liquor Division
Wyoming Office of the
Attorney General

**VENDORS/UNSECURED
CREDITORS/OTHER:**

10 South Street Club Operator
Inc
Accomplice Digital
Communications LLC
Achaval Ferrer S.A.
Adult Beverage Solutions,
LLC
Advantage Sales LLC
Affiliated Marketing Inc.
Agile Media Ltd
Align Public Relations Inc.
Amber Beverage Group SIA
AMERIFLEX
Arrowhead Promotion &
Fulfillment Co
Arthur J. Gallagher Risk
Management
Ashley Kent Marketing
Backbar Beverage Marketing
Consultants
Bay and Bay Transportation
Services

BDO USA, LLP
Belts Intermodal Corporation
Better Beverage Bureau
Beverage Merchandising LLC
Beverage Testing Institute,
Inc.
Bottlegreen Design
Bottles On The Go Inc
BrandBox SIA
Breakthru Beverage Nevada
Breakthru Beverage
Pennsylvania
Breakthru Beverage Virginia
Brindiamo Group LLC
Broadband Office Solutions
BRZoom LLC
BYBE, Inc.
C.R. Fletcher Industrial Inc.
Calhoun & Company
Communications LLC
Casa Fulgor LLC
CB Neptune Holdings LLC
Centerlink
Centiv Services (Brandmuscle)
Channel Advisor Corporation
Claessens International Ltd
Coast Guard Exchange
Systems
Cohen Cleaning and Service
Co
Colangelo & Partners Public
Relations
Concur Technologies, Inc.
Constangy, Brooks, Smith &
Prophete
Corporation Service Company
Coyote Logistics, LLC
CR3 Partners, LLC
CROSSMARK, Inc., dba
Product Connections
CSM Redemptions, Inc.
Curiosity LLC
Datasembly Inc
DBC America LLC
Digitus Solutions LLC
DISCUS-UNIMERC

DP Sales Distributors, Inc
Drizly LLC dba Uber
Technologies, Inc.
El Paso Stadium Operations
Company
EPM PROS INC dba
Bakerfield Solutions
Exel Inc.
Facetime Consulting &
Promotions
Florida Panthers Hockey Club,
Ltd.
Fold 7 LTD
Gatorworks, LLC
Gournay Consulting, LLC
Grid Squared Systems
GS1US
HALO Branded Solutions Inc
Harvey Milk Foundation
Heinemann Americas, Inc.
Hermes Marketing LLC
ImageSeller LLC
Imagination Specialties Inc.
Impaks Ltd
Incentive Marketing Inc.
Informa Princeton LLC
Inmar Brand Solutions Inc
Integrated Merchandising
Solutions
Iron Mountain
JamesSuckling.com LLC
Jennifer M. Robinson
JF Hillebrand - USA
JobsOhio Beverage System
John S. Connor, Inc.
Johnson Brothers of Iowa, Inc.
K&L Beverage Co. LLC
KesselsKramer BV
KnowBe4 Inc
Koi Studio Miami LLC
LB&B Associates, Inc.
LinkedIn
Liquor Control Board of
Ontario
Logistxs, Inc.
Los Angeles Dodgers LLC

Lush Life Productions	PayBev LLC	Shapiro Goldstein Moses and
M Shanken Communications	Pearlfisher Inc	Artuso
Inc.	Pine State Spirits	SKIM Analytical Inc
Maplebear Inc	Planful, Inc.	Social Chain Germany GmbH
MarkeTeam, Inc.	Plush Creative Agency	SPINS LLC
MarkIT B2B North America,	Possessed by Spirits Inc.,	Steklarna Hrastnik d.o.o.
Inc.	Pratt (Delta Container), Inc.	Stoel Rives LLP (Portland)
MCCS Marine Corps	Premier Interactive	Straight Up Solutions LLC
Exchange	Promotions	(SUS)
McDermott Will & Emery	Promotion Plus, Inc.	System 1 Research, Inc
Meredith Operations	Propiedad de Arinzano SIU	TABS Group Inc
Corporation	Questex Media Group LLC	Talent Tree LLC
Middlestreet Graphics &	Quotient Technology Inc.	TAPI S.p.a.
Display, LLC	Republic National Distributing	Telus Agriculture & Consumer
Mighty Fine Design &	Company	Goods
Marketing, Inc	Republic National Distributing	Tenute Del Mondo B.V.
Mineral, Inc	Company - Control States	The Bardstown Bourbon
Missing Link Media LLC	Republic National Distributing	Company LLC
Motive Marketing Group, Inc.	Company - MI	The Belts Corporation
MRL Printing, LLC dba MRL	Republic National Distributing	The BMF Media Group LLC
Promotion	Company - MS	The Business Gift Company
National Alcohol Beverage	Republic National Distributing	The Nielsen Company US,
Control Agency	Company - OH	LLC
National Distributing	Republic National Distributing	The Pathfinder Spirit, Inc
Company New Mexico	Company - WV	The San Francisco Wine
National Lesbian & Gay	Republic National Distributing	Competition
Journalists	Company (RNDC)	United Liquor Marts, Inc.
New Orleans Louisiana Saints	Republic National Distributing	Univins and Spirits (Canada)
Nixon Peabody LLP	Company Oklahoma	Inc.
NJJ Productions Inc	Rockstar Events, LLC	Vermont Information
Oliver Marketing Limited	RR Donnelley & Sons	Processing, Inc
On The Mark Demos, LLC	Company	vestcom
Open Text Inc.	Salsify, Inc.	VOX Media LLC
Paiseh, Inc.	Salty Dog Consulting LLC	Webb Mason Inc.
Patrick Henry Creative	Scan Solution Incorporated	Wells Fargo Financial
Promotions	JMD	Leasing, Inc.

SCHEDULE 2

DISCLOSURES OF RELATIONSHIPS TO POTENTIAL PARTIES IN INTEREST

1. **Fifth Third Bank, National Association:** Whiskey Advisors, LLC and Chuck Morton utilize Fifth Third Bank, National Association for banking services unrelated to these Chapter 11 Cases.
2. **Wells Fargo Bank NA:** Chuck Morton utilizes Wells Fargo Bank NA for banking services unrelated to these Chapter 11 Cases.
3. **The Bardstown Bourbon Company LLC:** Whiskey Advisors, LLC and Chuck Morton use the services of and are engaged in business dealings with The Bardstown Bourbon Company LLC that are unrelated to these Chapter 11 Cases.

EXHIBIT 6

VENDOR TRADE AGREEMENT

STOLI GROUP (USA), LLC (the “**Company**”), on the one hand, and THE BELT’S CORPORATION (“**Belt’s**”) and BELT’S INTERMODAL CORPORATION (“**BIC**”; together with Belt’s, the “**Vendors**”), on the other, hereby enter into this Vendor Trade Agreement (the “**Vendor Agreement**”) dated as of December 23, 2024. The Company and the Vendors may be referred to herein collectively as the “**Parties**”.

RECITALS

WHEREAS, on November 27, 2024 (the “**Petition Date**”), the Company (the “**Debtor**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “**Bankruptcy Court**”);

THE BELT’S CORPORATION

WHEREAS, the Debtor and Belt’s entered into that certain Warehouse Services Agreement effective as of January 1, 2020 (the “**Services Agreement**”). Pursuant to the Services Agreement, Belt’s provided the Debtor with warehousing, storage, and logistics services for the Debtor’s products, including but not limited to, finished cases of the Debtor’s distilled spirits, wine, or other beverages or items marketed or sold in the United States of America (referred to as the “**Products**” or the “**Goods**”), as described by the Services Agreement. The Services Agreement expired on December 31, 2022;

WHEREAS, Belt’s continues to provide the Debtor with the same services described by the Services Agreement on a month-to-month basis pursuant to the Belt’s Warehouse Receipt/Contract Terms and Conditions (the “**Warehouse Receipt**”), Bailee Agreement by and among Stoli, Belt’s and Fifth Third Bank, and Belt’s Rate Sheet, as modified by Belt’s from time to time;

WHEREAS, as of the Petition Date, the Debtor is indebted to Belt’s in the amount of \$484,202.33, without dispute, offset or counterclaim (the “**Belt’s Prepetition Claim**”);

WHEREAS, in addition to any lien provided by applicable law, Belt’s maintains a first priority, undisputed and perfected general contractual warehouse lien established by the Warehouse Receipt against the Debtor’s inventory in the possession of Belt’s (the “**Warehouse Lien**”); and

WHEREAS, Belt’s has served as the primary warehouse and logistics provider to the Debtor since November 1, 2013. It would be both costly and disruptive to the Debtor’s business operations if the Debtor was required to immediately replace Belt’s. In addition, the Debtor would be required to pay the Belt’s Prepetition Claim in full before Belt’s released its collateral security.

BELT'S INTERMODAL CORPORATION

WHEREAS, BIC provides the Debtor with freight brokerage and drayage services on an “on demand” basis;

WHEREAS, as part of the services provided by BIC to the Debtor, BIC advances freight charges and other expenses on behalf of and for the benefit of the Debtor and then passes the costs to the Debtor for repayment along with a fee for BIC services;

WHEREAS, because of the synergies between the services provided by Belt’s and BIC, and the credit which BIC extends to the Debtor, the Debtor believes it would be difficult to immediately replace BIC; and

WHEREAS, as of the Petition Date the Debtor is indebted to BIC in the amount of \$76,147.16, without the dispute, offset or counterclaim (the “**BIC Prepetition Claim**”).

NOW THEREFORE, in consideration of these premises and the terms and conditions set forth in this Vendor Agreement, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Recitals. The parties hereby acknowledge and agree that the Recitals set forth above are true and correct and hereby incorporated into and made a part of the Vender Agreement by this reference.

THE BELT’S CORPORATION

2. On or before January 1, 2025, and on or before the first day of each month thereafter, the Debtor shall pay \$240,000 in cleared funds to Belt’s for services to be provided by Belt’s during that month (the “**Belt’s Advanced Payment**”).
3. Within thirty (30) days following the date that all Belts’ billing has been completed and invoiced to the Debtor for services provided during a month (the “**Service Month**”), Belts will provide the Debtor with a statement reflecting the value of services provided by Belts to the Debtor during that Service Month (the “**Actual Belt’s Fees**”). If the Belt’s Advanced Payment exceeds the Actual Belt’s Fees, then Belt’s will be authorized without further order of the Bankruptcy Court to apply the excess against the Belt’s Prepetition Claim to reduce such claim. If the Actual Belt’s Fees exceed the Belt’s Advanced Payment, then the Debtor shall tender the difference to Belt’s within ten (10) business days of invoice. If the Belt’s Advanced Payment exceeds the Actual Belt’s Fees, and the Belt’s Prepetition Claim has been fully repaid, then Belts shall tender the difference to the Debtor within ten (10) business days.

BELT'S INTERMODAL CORPORATION

4. On or before January 1, 2025, and on or before the first day of each month thereafter, the Debtor shall tender advanced payment in the amount of \$60,000 in cleared funds to BIC for freight brokerage, drayage, and other services as requested by the Debtor to be provided by BIC during that month (the “**BIC Advanced Payment**”).
5. Within thirty (30) days following the date that all BIC’s billing has been completed and invoiced for services provided to the Debtor each Service Month, BIC will provide the Debtor with a statement reflecting the value of services provided by BIC to the Debtor during that Service Month (the “**BIC Actual Fees**”). If the BIC Advanced Payment exceeds the BIC Actual Fees, then BIC will be authorized without further order of the Bankruptcy Court to apply the excess against the BIC Prepetition Claim to reduce such claim. If the BIC Actual Fees exceed the BIC Advanced Payment, then the Debtor shall tender the difference to BIC within ten (10) business days of invoice. If the BIC Advanced Payment exceeds the BIC Actual Fees, and the BIC Prepetition Debt has been fully repaid, then BIC shall tender the difference to the Debtor within ten (10) business days.

GENERAL STATEMENTS APPLICABLE TO ALL PARTIES

6. The Vendor Agreement is subject to approval on an interim basis by the Bankruptcy Court in open court at a hearing to be conducted on or before December 31, 2024, and by final order of the Bankruptcy Court on or before January 31, 2025.
7. Prior to the approval by the Bankruptcy Court of this Vendor Agreement on or before December 31, 2024, the Debtor agrees to payment in cleared funds on all post-Petition Date invoices issued by Belt’s and BIC within ten (10) business days from tender.
8. The terms of this Vendor Agreement are subject to the Debtor’s utilizing the services of the Vendors at rates which are consistent with ordinary course volume based on the historical relationship between the Debtor and the Vendors [no large or unusual shipments of Products out from Belt’s warehouses and shipping through BIC and continued Product shipments into Belt’s warehouses (receipts of Product by Belt’s)].
9. Nothing in this Vendor Agreement shall change, modify, amend, or abrogate any of the rights, terms, conditions, and/or obligations of the parties under the existing agreements, arrangements, or applicable law, including, without limitation, all rights of Belt’s with respect to the Warehouse Lien (which may include the refusal by Belt’s to release Product or inventory without adequate protection if the released Product or inventory will diminish the value of the remaining Product or inventory to a level which leaves inadequate collateral to secure the then indebtedness by the Debtor to Belt’s). Nothing in this Vendor Agreement shall create any new term,

condition or obligation on any party that did not exist prior to the execution of this Vendor Agreement, except as explicitly set forth herein.

10. The undersigned hereby represent and warrant that: (a) they have full authority to execute this Vendor Agreement on behalf of the respective party; provided, however, the Debtor must obtain Bankruptcy Court approvals; (b) the respective party has full knowledge of, and have consented to, this Vendor Agreement; and (c) they are fully authorized to bind the party to all of the terms and conditions of this Vendor Agreement, subject to approval by the Bankruptcy Court.
11. This Vendor Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement. Signatures by facsimile or electronic signatures shall count as original signatures for all purposes.
12. Each of the parties reserves their right to terminate this Vendor Agreement. The parties may modify this Vendor Agreement by further agreement of the parties and seek approval of the Bankruptcy Court if necessary.

AGREED AND ACCEPTED AS OF THE DATE SET FORTH ABOVE:

STOLI GROUP (USA), LLC

Signed by:

Chris Caldwell

E4F0E0EA227C4E4...

By: Chris Caldwell

Its: Global CEO

THE BELT'S CORPORATION

Signed by:

Allen Brown

30A4C3C5F58C42E...

By: Allen Brown

Its: President

BELT'S INTERMODAL CORPORATION

Signed by:

Allen Brown

30A4C3C5F58C42E...

By: Allen Brown

Its: President

EXHIBIT 7

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Stoli Group (USA), LLC, <i>et al.</i> , ¹	§	Case No.: 24-80146-swe11
	§	
Debtors.	§	(Jointly Administered)
	§	

**DECLARATION OF CHRIS CALDWELL
IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF
INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO ENTER
VENDOR TRADE AGREEMENT WITH THE BELT'S CORPORATION AND
BELT'S INTERMODAL CORPORATION; (II) AUTHORIZING THE DEBTORS
TO PAY CERTAIN PREPETITION CLAIMS IN CONNECTION WITH
VENDOR TRADE AGREEMENT; (III) AUTHORIZING FINANCIAL
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND
TRANSFERS; AND (IV) GRANTING RELATED RELIEF**

I, Chris Caldwell, hereby declare under penalty of perjury:

1. I am the President and Global Chief Executive Officer ("CEO") of Stoli Group (USA), LLC ("Stoli USA") and Kentucky Owl, LLC ("KO"), as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I also serve as the CEO and leader of the executive management team for the international Stoli Group (defined below), and I have served in these positions since July 2023. I have over thirty (30) years of executive-level experience in the food, beverage, and consumer goods industry, working with numerous companies across the globe.

2. Prior to being appointed to my current role as CEO, I served as the Stoli Group's Global Chief Financial Officer from July 2020 to May 2023. Throughout my career, I have held

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors' address is 135 East 57th Street, 9th Floor, New York City, New York.

numerous executive leadership roles in private equity and publicly traded companies and have developed significant experience in restructuring, turn-around, and similar situations aimed at improving organizational performance, streamlining operations, increasing profitability, and creating stakeholder value. My experience in the food, beverage, and consumer goods industry includes serving in executive-level positions with Enotria & Coe, Americana Foods, Fonterra Cooperative Group, and Diageo PLC. I hold a Bachelor of Science from Liverpool John Moores University, and a Certificate in Company Direction from the Institute of Directors, New Zealand, and I am an associate member of the Chartered Institute of Management Accountants.

3. In my respective roles with the Debtors, I am responsible for overseeing the Debtors' operations and financial activities, including overseeing the teams monitoring cash flow, business relationships, workforce issues, and financial planning. As a result of my tenure with the Debtors and my discussions with other members of the Debtors' management team, I am familiar with the Debtors' business, financial condition, policies and procedures, day-to-day operations, and books and records. Except as otherwise noted, I have personal knowledge of the matters set forth herein or have gained knowledge of such matters from the Debtors' employees or retained advisors that report to me in the ordinary course of my responsibilities.

4. I am responsible for overseeing the Debtors' restructuring efforts, including the progress of the Chapter 11 Cases, providing leadership to the daily operation of the Debtors during the pendency of these Chapter 11 Cases, and, as necessary, assisting the Debtors' counsel, financial advisors, and other retained professionals throughout this process.

5. I am over the age of 18, and I am authorized to submit this declaration on behalf of the Debtors. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Debtors, their business operations, history, industry, books and

records, and information supplied to me by other members of the Debtors' management and/or their advisors.

6. On November 27, 2024 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") with the U.S. Bankruptcy Court for the Northern District of Texas (the "**Court**").

7. I submit this Declaration in support of the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Enter Vendor Trade Agreement with the Belt's Corporation and Belt's Intermodal Corporation; (II) Authorizing the Debtors to Pay Certain Prepetition Claims in Connection with Vendor Trade Agreement; (III) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (IV) Granting Related Relief* (the "**Motion**").

8. I have reviewed the Motion and the statements and facts asserted therein. The facts and statements contained in the Motion are within my personal knowledge and are true and correct to the best of my knowledge, information, and belief.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

DATED: December 23, 2024

/s/ Chris Caldwell
Chris Caldwell

EXHIBIT 8

Jeffrey Demma
STRETTO
410 Exchange, Suite 100
Irvine, California 92602
Telephone: 855.494.2896
Email: TeamStoli@Stretto.com

Proposed Claims and Noticing Agent to Debtors
and Debtors In Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Stoli Group (USA), LLC, et al.,¹

Debtors.

Chapter 11

Case No.: 24-80146-swe11

(Joint Administration Requested)

CERTIFICATE OF SERVICE

I, Jeffrey Demma, depose and say that I am employed by Stretto, the *proposed* claims and noticing agent for the Debtors in the above-captioned cases.

On December 2, 2024, at my direction and under my supervision, employees of Stretto caused the following documents to be served via overnight mail on the service list attached hereto as **Exhibit A**, and via electronic mail on the service list attached hereto as **Exhibit B**:

- **Debtors' Emergency Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief** (Docket No. 3)
- **Notice of Designation as Complex Chapter 11 Bankruptcy Case** (Docket No. 4)
- **Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Serve a Consolidated List of Creditors; (II) Authorizing the Debtors to Redact Certain Personal Identification Information; (III) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtors' Chapter 11 Cases and Bar Dates; and (IV) Granting Related Relief** (Docket No. 5)

[THIS SPACE INTENTIONALLY LEFT BLANK]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors' address is 135 East 57th Street, 9th Floor, New York City, New York.

- **Debtors' Emergency Application for Entry of Interim and Final Orders Authorizing the Employment and Retention of Stretto, Inc. as Claims, Noticing, and Solicitation Agent Effective as of the Petition Date (Docket No. 6)**
- **Debtors' Emergency Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs (Docket No. 7)**
- **Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Employee Benefits Programs, and (II) Granting Related Relief (Docket No. 8)**
- **Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Continue to Operate Their Cash Management System and (II) Granting Related Relief (Docket No. 9)**
- **Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief (Docket No. 10)**
- **Declaration of Chris Caldwell in Support of First Day Motions (Docket No. 11)**
- **Request for Emergency Consideration of First Day Matters (Docket No. 12)**
- **Notice of First Day Hearings (Docket No. 13)**
- **Agenda for Matters Scheduled for First-Day Hearing to Be Held on December 3, 2024, at 9:30 A.M (Docket No. 17)**

Dated: December 2, 2024

/s/ Jeffrey Demma
Jeffrey Demma

Exhibit A



Exhibit A

Served Via Overnight Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
135 East 57th Street LLC	Attn: Legal Dept	PO Box 780654		Philadelphia	PA	19178-0654	
Achaval Ferrer S.A.	Attn: Legal Dept	Calle Cobos Pedriel 2601		Mendoza		05509	Argentina
Amber Beverage Group SIA	Attn: Legal Dept	Ra??a dambis 30-120		Riga		01048	Latvia
Arrowhead Promotion Fulfillment Co	Attn: Legal Dept	1105 S.E. 8th Street		Grand Rapids	MN	55744	
BDO USA LLP	Attn: Legal Dept	5300 Patterson Avenue SE Ste. 100		Grand Rapids	MI	49512	
Breakthru Beverage Pennsylvania	Attn: Legal Dept	129 Hartman Road		North Wales	PA	19454	
CB Neptune Holdings LLC	Attn: Legal Dept	545 Washington Blvd 8th floor		Jersey City	NJ	07310	
Centiv Services (Brandmuscle)	Attn: Legal Dept	233 South Wacker Drive Suite 4400		Chicago	IL	60606	
Colangelo Partners Public Relations	Attn: Legal Dept	55 West 39th St. FL5		New York	NY	10018	
CR3 Partners LLC	Attn: Legal Dept	13355 Noel Road Ste 2005		Dallas	TX	75240	
Fifth Third Bank NA	c/o Holland & Knight	Attn Chris Bailey	1 Arts Plaza 1722 Routh St	Dallas	TX	75201	
Fifth Third Bank NA	Attn Officer/Director or Legal Dept	38 Fountain Square Plaza	Fifth Third Center	Cincinnati	OH	45263	
Florida Panthers Hockey Club Ltd.	Legal Dept	1 Panther Parkway		Sunrise	FL	33323	
Fold 7 LTD	Attn: Legal Dept	16-18 Kirby Street		London		EC1N8TS	United Kingdom
HALO Branded Solutions Inc	Attn: Legal Dept	1500 Halo Way		Sterling	IL	61081	
Inmar Brand Solutions Inc	Attn: Legal Dept	635 Vine St		Winston Salem	NC	27101	
Internal Revenue Service	Attn Officer/Director or Legal Dept	PO Box 7346		Philadelphia	PA	19101-7346	
John S. Connor Inc.	Attn: Legal Dept	799 Cromwell Park Drive Suite A		Baltimore	MD	21279-1384	
Los Angeles Dodgers LLC	Attn: Legal Dept	1000 Vin Scully Avenue		Los Angeles	CA	90012	
MarkeTeam Inc.	Attn: Legal Dept	26012 Pala		Mission Viejo	CA	92691	
Motive Marketing Group Inc.	Attn: Legal Dept	PO Box 11453		Bainbridge Island	WA	98110	
National Alcohol Bev Control Agency	Attn: Legal Dept	2900 S. Quincy Street Suite 800		Arlington	VA	22206-2233	
New Orleans Louisiana Saints	Attn: Legal Dept	Airline Dr 5800		Metairie	LA	70003	
Office of the United States Trustee	Attn: Meredyth A. Kippes	1100 Commerce Street Room 976		Dallas	TX	75202	
Republic National Distrib Co - MI	Attn: Legal Dept	13000 Eckles Road		Livonia	MI	48150	
Republic National Distrib Co - OH	Attn: Legal Dept	4460 Lake Forest Drive Ste 238		Cincinnati	OH	45242	
Republic National Distributing Co	Attn: Legal Dept	44 Chenell Drive		Concord	NH	03301	
Scan Solution Incorporated JMD	Attn: Legal Dept	3183 S 25 W		Trafalgar	FL	46181	
Shapiro Goldstein Moses and Artuso	Attn: Legal Dept	7600 Jericho Turnpike Suite 200		Woodbury	NY	11797	
Social Chain Germany GmbH	Attn: Legal Dept	Zehdenicker Str. 21		Berlin		10119	Germany
Tenute Del Mondo B.V.	Attn: Legal Dept	Kingsfordweg 151		Amsterdam		1043GR	Netherlands
The Belts Corporation	Attn: Legal Dept	1820 Portal Street		Baltimore	MD	21224-6512	
The Pathfinder Spirit Inc	Attn: Legal Dept	2420 4th Ave S.		Seattle	WA	98134	
US Attys Ofc N District of Texas	Leigha Simonton	1100 Commerce Street Third Floor		Dallas	TX	75242-1699	
Vermont Information Processing Inc	Attn: Legal Dept	402 Watertown Circle		Colchester	VT	05446	

Exhibit B



Exhibit B

Served Via Electronic Mail

Name	Attention 1	Attention 2	Email
Fifth Third Bank, NA	c/o Holland & Knight	Attn Chris Bailey	Chris.Bailey@hklaw.com
Foley & Lardner LLP	Attn: S. Jones, H. O'Neill, M. Rofaeil, Z. Zahn		sajones@foley.com honeil@foley.com mary.rofaeil@foley.com zzahn@foley.com
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton		USATXN.USAO@usdoj.gov

EXHIBIT 9

Andrew K. Fitzpatrick
STRETTO
410 Exchange, Suite 100
Irvine, California 92602
Telephone: 855.494.2896
Email: TeamStoli@Stretto.com

Claims and Noticing Agent to Debtors
and Debtors In Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Stoli Group (USA), LLC, et al.,¹

Debtors.

Chapter 11

Case No.: 24-80146-swe11

(Jointly Administered)

CERTIFICATE OF SERVICE

I, Andrew K. Fitzpatrick, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtors in the above-captioned cases.

On December 4, 2024, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on the service list attached hereto as **Exhibit B**, and via electronic mail on the service list attached hereto as **Exhibit C**:

- **Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief** (Docket No. 36)
- **Interim Order Authorizing Debtors' Use of Cash Collateral and Granting Adequate Protection to Fifth Third Bank, National Association** (Docket No. 38)
- **Order Granting Emergency Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs** (Docket No. 39)
- **Order Granting Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Employee Benefits Programs, and (II) Granting Related Relief** (Docket No.40)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors' address is 135 East 57th Street, 9th Floor, New York City, New York.

- **Order Granting Chapter 11 Complex Case Treatment** (Docket No.41)
- **Order Granting Debtors' Emergency Motion (I) Authorizing the Debtors to Continue to Operate Their Cash Management System and (II) Granting Related Relief** (Docket No. 42)
- **Final Order Authorizing the Employment and Retention of Stretto, Inc. as Claims, Noticing, and Solicitation Agent Effective as of the Petition Date** (Docket No. 43)
- **Order (I) Authorizing the Debtors to Serve a Consolidated List of Creditors; (II) Authorizing the Debtors to Redact Certain Personal Identification Information; (III) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtors' Chapter 11 Cases and Bar Dates; and (IV) Granting Related Relief** (Docket No. 48)

Furthermore, on December 4, 2024, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on the service list attached hereto as **Exhibit D**:

- **Official Form 309F1 (For Corporations or Partnerships) Notice of Chapter 11 Bankruptcy Case** (Docket No. 51)
- **Notice of Deadline to File Proof of Claim** (Docket No. 52)
- **[Customized] Official Form 410 Proof of Claim** (attached hereto as **Exhibit A**)

Dated: December 5, 2024

/s/ Andrew K. Fitzpatrick
Andrew K. Fitzpatrick

Exhibit A

Fill in this information to identify the case:

Name of Debtor & Case Number:

- ☐ Stoli Group (USA), LLC (Case No. 24- 80146)
☐ Kentucky Owl, LLC (Case No. 24- 80147)

United States Bankruptcy Court for the Northern District of Texas

Official Form 410

Proof of Claim

12/24

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. With the exception of administrative expenses arising under 11 U.S.C. §503(b)(9), do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

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

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

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

Part 1: Identify the Claim

1. Who is the current creditor?		
Name of the current creditor (the person or entity to be paid for this claim) _____		
Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	Name _____	Name _____
	Number _____ Street _____	Number _____ Street _____
	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____
	Contact phone _____	Contact phone _____
	Contact email _____	Contact email _____
	Uniform claim identifier (if you use one): _____	
4. Does this claim amend one already filed?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY		
5. Do you know if anyone else has filed a proof of claim for this claim?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. Who made the earlier filing? _____		

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

6. Do you have any number you use to identify the debtor? ☐ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____. Does this amount include interest or other charges?
☐ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? ☐ No
☐ Yes. The claim is secured by a lien on property.

Nature of property:

☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.

☐ Motor vehicle

☐ Other. Describe: _____

Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☐ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☐ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	<input type="checkbox"/> No	
	<input type="checkbox"/> Yes. Check one:	Amount entitled to priority
	<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
	<input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
	<input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
	<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
	<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____	
* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.		
13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	<input type="checkbox"/> No	
	<input type="checkbox"/> Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within twenty (20) days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.	\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(3) authorizes courts to establish local rules specifying what a signature is.

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

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date _____
MM / DD / YYYY

Signature

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

Name _____
First name Middle name Last name

Title _____

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

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/24

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

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

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

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

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to <https://cases.stretto.com/Stoli/claims/>

Understand the terms used in this form

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

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

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

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

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

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

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

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

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

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

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

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

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

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

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

Offers to purchase a claim

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

Exhibit B



Exhibit B

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
135 East 57th Street, LLC		PO Box 780654		Philadelphia	PA	19178-0654	
Achaval Ferrer S.A.		Calle Cobos, Pedriel 2601		Mendoza	7	05509	Argentina
Amber Beverage Group SIA		Ra??a dambis 30-120		Riga		01048	Latvia
Arrowhead Promotion & Fulfillment Co		1105 S.E. 8th Street		Grand Rapids	MN	55744	
BDO USA, LLP		5300 Patterson Avenue SE, Ste. 100		Grand Rapids	MI	49512	
Breakthru Beverage Pennsylvania		129 Hartman Road		North Wales	PA	19454	
CB Neptune Holdings LLC		545 Washington Blvd 8th floor		Jersey City	NJ	07310	
Centiv Services (Brandmuscle)		233 South Wacker Drive Suite 4400		Chicago	IL	60606	
Colangelo & Partners Public Relations		55 West 39th St. FL5		New York	NY	10018	
CR3 Partners, LLC		13355 Noel Road, Ste 2005		Dallas	TX	75240	
Fifth Third Bank, National Association	Attn Officer/Director or Legal Dept	38 Fountain Square Plaza	Fifth Third Center	Cincinnati	OH	45263	
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	55 East Monroe St, Ste 3300	Chicago	IL	60603	
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	1722 Routh St, Ste 1500	Dallas	TX	75201	
Florida Panthers Hockey Club, Ltd.		1 Panther Parkway		Sunrise	FL	33323	
Fold 7 LTD		16-18 Kirby Street		London		EC1N8TS	United Kingdom
HALO Branded Solutions Inc		1500 Halo Way		Sterling	IL	61081	
Inmar Brand Solutions Inc		635 Vine St		Winston Salem	NC	27101	
Internal Revenue Service	Attn Officer/Director or Legal Dept	PO Box 7346		Philadelphia	PA	19101-7346	
John S. Connor, Inc.		799 Cromwell Park Drive, Suite A		Baltimore	MD	21279-1384	
Los Angeles Dodgers LLC		1000 Vin Scully Avenue		Los Angeles	CA	90012	
MarkeTeam, Inc.		26012 Pala		Mission Viejo	CA	92691	
Motive Marketing Group, Inc.		PO Box 11453		Bainbridge Island	WA	98110	
National Alcohol Beverage Control Agency		2900 S. Quincy Street, Suite 800		Arlington	VA	22206-2233	
New Orleans Louisiana Saints		Airline Dr 5800		Metairie	LA	70003	
Northern District of Texas Office of the U.S. Trustee	Attn: Meredyth A. Kippes	1100 Commerce Street, Room 976	Earle Cabell Federal Building	Dallas	TX	75202	
Republic National Distributing Co and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	999 Peachtree St NE, Ste 2300	Atlanta	GA	30309	
Republic National Distributing Company		44 Chenell Drive		Concord	NH	03301	
Republic National Distributing Company - MI		13000 Eckles Road		Livonia	MI	48150	
Republic National Distributing Company - OH		4460 Lake Forest Drive, Ste 238		Cincinnati	OH	45242	
Scan Solution Incorporated JMD		3183 S 25 W		Trafalgar	FL	46181	
Shapiro Goldstein Moses and Artuso		7600 Jericho Turnpike Suite 200		Woodbury	NY	11797	
Social Chain Germany GmbH		Zehdenicker Str. 21		Berlin		10119	Germany
Tenute Del Mondo B.V.		Kingsfordweg 151		Amsterdam		1043GR	Netherlands
The Belts Corporation		1820 Portal Street		Baltimore	MD	21224-6512	
The Pathfinder Spirit, Inc		2420 4th Ave S.		Seattle	WA	98134	
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton	1100 Commerce Street, Third Floor		Dallas	TX	75242-1699	
Vermont Information Processing, Inc		402 Watertower Circle		Colchester	VT	05446	

In re: Stoli Group (USA), LLC, et al.
Case No. 24-80146 (SWE)

Exhibit C



Exhibit C

Served Via Electronic Mail

Name	Attention 1	Attention 2	Email
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	jeremy.downs@goldbergkohn.com steven.wickman@goldbergkohn.com
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	brent.mcilwain@hklaw.com chris.bailey@hklaw.com
Foley & Lardner LLP	Attn: S. Jones, H. O'Neill, M. Rofaeil, Z. Zahn		sajones@foley.com honeil@foley.com mary.rofaeil@foley.com zzahn@foley.com
Republic National Distributing Company and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	davidwender@evesheds-sutherland.com
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton		USATXN.USAO@usdoj.gov

Exhibit D



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
10 South Street Club Operator Inc		10 South Street		New York	NY	10004	
135 East 57th Street, LLC		PO Box 780654		Philadelphia	PA	19178-0654	
Accomplice Digital Communications LLC		2 Television Centre, 101 Wood Ln		London		W12 7FA	United Kingdom
Achaval Ferrer S.A.		Calle Cobos, Pedriel 2601		Mendoza	7	05509	Argentina
Adams, Connor		Address Redacted					
Adult Beverage Solutions, LLC		101 West 22nd St., Ste. 202		Lombard	IL	60148	
Advantage Sales LLC		7411 Fullerton Street, Suite 101		Jacksonville	FL	32256	
AFCO		PO Box 4795		Carol Stream	IL	60197-4795	
Affiliated Marketing Inc.		101 West 22nd Street, #202		Lombard	IL	60148	
Agile Media Ltd		Longley HSE International Dr.		Crawley	WSX	RH10 6AQ	United Kingdom
Alabama Department of Revenue	Business Privilege Tax Section	PO Box 327431		Montgomery	AL	36132-7431	
Alabama Office of the Attorney General		501 Washington Ave		Montgomery	AL	36104	
Alaska Department of Revenue	Tax Division, Corporate Income Tax	PO Box 110420		Juneau	AK	99811-0420	
Alaska Office of the Attorney General		1031 W 4th Ave	Suite 200	Anchorage	AK	99501	
Albu, Alexandra		Address Redacted					
Alger, Aaron		Address Redacted					
Align Public Relations Inc.		269 9190 W Olympic Blvd. Ste		Beverly Hills	CA	90212	
Amber Beverage Group SIA		Ra??a dambis 30-120		Riga		01048	Latvia
Ambrosius, Luke		Address Redacted					
AMERIFLEX		2508 Highlander Way, Suite 200		Carrollton	TX	75006	
Arizona Department of Revenue		PO Box 29085		Phoenix	AZ	85038-9085	
Arizona Department of Revenue	Corporate Income Tax	PO Box 29079		Phoenix	AZ	85038-9079	
Arizona Office of the Attorney General		2005 N Central Ave		Phoenix	AZ	85004	
Arkansas Department of Finance & Administration	Corporation Income Tax Section	PO Box 919		Little Rock	AR	72203-0919	
Arkansas Office of the Attorney General		323 Center St	Suite 200	Little Rock	AR	72201	
Arrowhead Promotion & Fulfillment Co		1105 S.E. 8th Street		Grand Rapids	MN	55744	
Arthur J. Gallagher Risk Management		PO Box 5102		New York	NY	10087-5102	
Ashley Kent Marketing		701 West Saint Charles Road		Elmhurst	IL	60126	
Athey, Anna Katie		Address Redacted					
Backbar Beverage Marketing Consultants		4224 W. Reno Avenue		Las Vegas	NV	89118	
Bay and Bay Transportation Services		2905 W Service Road, Suite 2000		Eagan	MN	55121	
BDO USA, LLP		5300 Patterson Avenue SE, Ste. 100		Grand Rapids	MI	49512	
Beardslee, Tyler		Address Redacted					
Belts Intermodal Corporation		949 Fell Street		Baltimore	MD	21231	
Benincasa, Justin		Address Redacted					
Better Beverage Bureau		5000 Eldorado Parkway Suite 150-625		Frisco	TX	75033	
Beverage Merchandising LLC		12 4210 E. Main Street Suite		Mesa	AZ	85205	
Beverage Testing Institute, Inc.		4849 North Milwaukee Avenue, Suite		Chicago	IL	60630	
Bottlegreen Design		1284 W 72ND TERRACE		KANSAS CITY	MO	64114	
Bottles On The Go Inc		303 West 66th Street No. 10GW		New York		10023	
BrandBox SIA		Unijas iela 8 k-7		Riga		LV-1084	Latvia
Breakthru Beverage Nevada		PO Box 13146		Baltimore	MD	21203	
Breakthru Beverage Pennsylvania		129 Hartman Road		North Wales	PA	19454	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
Breakthru Beverage Virginia		5800 Technology Blvd		Sandston	VA	23150	
Bretillon, Mathieu		Address Redacted					
Brindiamo Group LLC		4707 Nebraska Avenue		Nashville	TN	37209	
Broadband Office Solutions		PO Box 3108		Hicksville	NY	11802	
BRZoom LLC		11800 Industriplex, Unit 4		Baton Rouge	LA	70809	
BYBE, Inc.		772 N High St, Suite 200		Columbus	OH	43215	
C.R. Fletcher Industrial Inc.		126 North Salina Street, Ste. 107		Syracuse	NY	13202	
Cabarga, John		Address Redacted					
Calhoun & Company Communications LLC		3275 Sacramento Street		San Francisco	CA	94115	
California Franchise Tax Board		PO Box 942857		Sacramento	CA	94257-0500	
California Office of the Attorney General		PO Box 944255		Sacramento	CA	94244-2550	
Caputo, Miranda		Address Redacted					
Casa Fulgor LLC		768 NE 193rd Terrace		Miami	FL	33179	
CB Neptune Holdings LLC		545 Washington Blvd 8th floor		Jersey City	NJ	07310	
Centerlink		PO Box 24490		Fort Lauderdale	FL	33307	
Centiv Services (Brandmuscle)		233 South Wacker Drive Suite 4400		Chicago	IL	60606	
Channel Advisor Corporation		3025 CARRINGTON MILL		Morrisville	NC	27560	
Cigna Health & Life Insurance Company		900 Cottage Grove Road		Hartford	CT	06152	
Claessens International Ltd		51 Welbec Street		London		W1G 9HL	United Kingdom
Coast Guard Exchange Systems		510 Independence Parkway, Suite 500		Chesapeake	VA	23220	
Cohen Cleaning and Service Co		750 Lexington Avenue		New York	NY	10022	
Colangelo & Partners Public Relations		55 West 39th St. FL5		New York	NY	10018	
Colorado Department of Revenue	Corporate Income Tax Section	PO Box 17087		Denver	CO	80217-0087	
Colorado Office of the Attorney General		Ralph L. Carr Judicial Building	1300 Broadway, 10th Floor	Denver	CO	80203	
Commonwealth of Massachusetts		PO Box 419272		Boston	MA	02241-8272	
Comptroller of Maryland	Revenue Administration Division	PO Box 17405		Baltimore	MD	21297-1405	
Concur Technologies, Inc.		62157 62157 Collections Center Driv		Chicago	IL	60693	
Connecticut Department of Revenue Services	Corporation Income Tax Section	PO Box 150406		Hartford	CT	06115-0406	
Connecticut Office of the Attorney General		165 Capitol Avenue		Hartford	CT	06106	
Constangy, Brooks, Smith & Prophete		230 Peachtree Street Suite 2400		Atlanta	GA	30303	
Corporation Service Company		251 Little Falls Drive		Wilmington	DE	19808	
Coyote Logistics, LLC		PO Box 742636		Atlanta	GA	30374	
CR3 Partners, LLC		13355 Noel Road, Ste 2005		Dallas	TX	75240	
CROSSMARK, Inc., dba Product Connections		1921 State Hwy 121		Lewisville	TX	75056	
CSM Redemptions, Inc.		30 Calle Pacifica		San Clemente	CA	92673	
Curiosity LLC		35 East 7th St		Cincinnati	OH	45202	
Daly, Evan		Address Redacted					
Datasembly Inc		FL-5 1775 Tysons Blvd		Tysons	VA	22102	
DBC America LLC		Wyandotte			MI	48192	
Delaware Department of Justice		Carvel State Office Building	820 N French St	Wilmington	DE	19801	
Delaware Division of Revenue	Corporate Income Tax Section	PO Box 2044		Wilmington	DE	19899-2044	
Digitus Solutions LLC		Suite 500 1 West 4th Street		Winston Salem	NC	27101-3818	
DISCUS-UNIMERC		1250 Eye Street, NW		Washington	DC	20005	



Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
District of Columbia Office of the Attorney General		441 4th St NW	Suite 1100	Washington	DC	20001	
Dowgiallo, Robert		Address Redacted					
DP Sales Distributors, Inc		12A Seabro Ave		Amityville	NY	11701	
Drizly LLC dba Uber Technologies, I		177 Huntingdon Avenue Ste. 1703		Boston	MA	81709	
Duffy, Kevin		Address Redacted					
Dummy Vendor for hystory load							
El Paso Stadium Operations Company		1 Ballpark Plaza		El Paso	TX	79901	
EPM PROS INC dba Bakerfield Solutio		1007 550 Congressional Blvd Ste 115		Carmel	IN	46032	
Epstein, Aron		Address Redacted					
Exel Inc.		570 Polaris Parkway		Westerville	OH	43082	
Facetime Consulting & Promotions		1917 Bayview Dr		New Smyrna Beach	FL	32168	
Fifth Third Bank		PO Box 630900		Cincinnati	OH	45263-0900	
Fifth Third Bank, National Association	Attn Officer/Director or Legal Dept	38 Fountain Square Plaza	Fifth Third Center	Cincinnati	OH	45263	
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	55 East Monroe St, Ste 3300	Chicago	IL	60603	
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	1722 Routh St, Ste 1500	Dallas	TX	75201	
Florida Department of Revenue		5050 W. Tennessee Street		Tallahassee	FL	32399-0135	
Florida Department of Revenue	Corporate Income Tax Section	5050 W Tennessee St		Tallahassee	FL	32399-0135	
Florida Office of the Attorney General		The Capitol Pl?01		Tallahassee	FL	32399	
Florida Panthers Hockey Club, Ltd.		1 Panther Parkway		Sunrise	FL	33323	
Fold 7 LTD		16-18 Kirby Street		London		EC1N 8TS	United Kingdom
Foley & Lardner LLP	Attn: S. Jones, H. O'Neill, M. Rofaeli, Z. Zahn	2021 McKinney Ave, Suite 1600		Dallas	TX	75201	
Gallineaux, Patrik		Address Redacted					
Gatorworks, LLC		10988 N Harrells Ferry Rd.		Baton Rouge	LA	70816	
Gavrilovskaia, Irina Alex		Address Redacted					
Geis, Kyle		Address Redacted					
Georgia Department of Revenue		1800 Century Blvd		Atlanta	GA	30345	
Georgia Department of Revenue	Corporate Income Tax Division	PO Box 740397		Atlanta	GA	30374-0397	
Georgia Office of the Attorney General		40 Capitol Sq SW		Atlanta	GA	30334	
Goggin, Amanda		Address Redacted					
Gonzalez, Stephane		Address Redacted					
Gournay Consulting, LLC		24 Forrest Blend Drive		Titusville	NJ	08560	
Grid Squared Systems		35-27 35th Street		Long Island City	NY	11103	
GS1US		7887 Washington Village Drive, Suite 300		Dayton	OH	45459	
HALO Branded Solutions Inc		1500 Halo Way		Sterling	IL	61081	
Harvey Milk Foundation		2312 Wilton Drive, Suite 9		Wilton Manors	FL	33305	
Hawaii Department of Taxation		PO Box 1530		Honolulu	HI	96806-1530	
Hawaii Office of the Attorney General		425 Queen St		Honolulu	HI	96813	
Heinemann Americas, Inc.		550 Biltmore Way, Suite 700		Coral Gables	FL	33134	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
Hermes Marketing LLC		2517 Lincolnshire Lane		Lewisville	TX	75056	
Idaho Office of the Attorney General		700 W Jefferson St	Suite 210	Boise	ID	83720	
Idaho State Tax Commission		PO Box 83784		Boise	ID	83707-3784	
Idaho State Tax Commission	Corporate Income Tax Section	PO Box 56		Boise	ID	83756-0056	
Illinois Department of Revenue	Business Income Tax Section	PO Box 19008		Springfield	IL	62794-9008	
Illinois Office of the Attorney General		James R. Thompson Center	100 W Randolph St	Chicago	IL	60601	
ImageSeller LLC		200-B 1626 Wazee Street Suite		Denver	CO	80202	
Imagination Specialties Inc.		301 Northcreek Blvd.		Goodlettsville	TN	37070	
Impaks Ltd		Lejupes Str. 7		Riga			Latvia
Incentive Marketing Inc.		1196 Buckhead Crossing		Woodstock	GA	30189	
Indiana Department of Revenue	Corporate Income Tax	PO Box 7205		Indianapolis	IN	46207-7205	
Indiana Office of the Attorney General		Indiana Government Center South	302 W Washington St, 5th Floor	Indianapolis	IN	46204	
Informa Princeton LLC		1983 Marcus Avenue, Suite 250		New York	NY	11042	
Inmar Brand Solutions Inc		635 Vine St		Winston Salem	NC	27101	
Integrated Merchandising Solutions		8338 Austin Avenue		Morton Grove	IL	60053	
Internal Revenue Service	Attn Officer/Director or Legal Dept	PO Box 7346		Philadelphia	PA	19101-7346	
Iowa Department of Revenue	Corporation Income Tax Section	PO Box 10466		Des Moines	IA	50306-0466	
Iowa Office of the Attorney General		Hoover State Office Building	1305 E Walnut St, Room 109	Des Moines	IA	50319	
Iron Mountain		1000 Campus Drive		Collegeville	PA	19426	
JamesSuckling.com LLC		322 Karen Ave, Unit 3508		Las Vegas	NV	89109	
Jennifer M. Robinson		Address Redacted					
JF Hillebrand - USA		1600 St. Georges Avenue, Suite 301		Rahway	NJ	07065	
JobsOhio Beverage System		41 S. High Street, Suite 1500		Columbus	OH	43215-6104	
John S. Connor, Inc.		799 Cromwell Park Drive, Suite A		Baltimore	MD	21279-1384	
Johnson Brothers of Iowa, Inc.		6600 Merle Hay Road		Johnston	IA	50131	
K&L Beverage Co. LLC		3215 Lind Avenue SW		Renton	WA	98057	
Kansas Department of Revenue	Corporate Income Tax Section	915 Sw Harrison St		Topeka	KS	66612-1588	
Kansas Office of the Attorney General		120 SW 10th Ave	2nd Floor	Topeka	KS	66612	
Kentucky Department of Revenue	Corporation Income Tax Section	PO Box 856910		Louisville	KY	40285-6910	
Kentucky Office of the Attorney General		Capitol Building	700 Capitol Ave, Suite 118	Frankfort	KY	40601	
Kentucky Owl IP SARL		Avenue Reverdil 14		Nyon		1260	Switzerland
Kentucky Owl RE, LLC		135 East 57th Street		New York	NY	10022	
Kentucky Owl, LLC		683 Beaumont Inn Drive		Harrodsburg	KY	40330	
Kercelius, Laura		Address Redacted					
KesselsKramer BV		Lauriergracht 39		Amsterdam		1016RG	Netherlands
King, Andrew		Address Redacted					
King, Luke		Address Redacted					
Kipp, Jennifer		Address Redacted					
Klevinas, Mark		Address Redacted					
KnowBe4 Inc		33 N Garden Ave, Suite 1200		Clearwater	FL	33755-6610	
Kocak, Brian		Address Redacted					
Koi Studio Miami LLC		9748 NW 57 Terrace		Miami	FL	33178	
LB&B Associates, Inc.		404 E Tryon Road		Raleigh	NC	27610	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
LinkedIn		1000 W. Maude Ave		Sunnyvale	CA	94085	
Liquor Control Board of Ontario		55 LAKE SHORE BLVD. E.		TORONTO	ON	M5E 1A4	
Logistxs, Inc.		1500 County Road 517 Suite 305		Hackettstown	NJ	07840-2717	
Los Angeles Dodgers LLC		1000 Vin Scully Avenue		Los Angeles	CA	90012	
Louisiana Department of Revenue		PO Box 91011		Baton Rouge	LA	70821-9011	
Louisiana Office of the Attorney General		1885 N Third St		Baton Rouge	LA	70802	
Louisiana Spirits LLC		PO Box 110		Lacassine	LA	70650	
Lush Life Productions		228 Park Avenue South, Suite 82967		New York	NY	10003	
M Shanken Communications Inc.		825 8th Avenue, 33rd Floor		New York	NY	10019	
Maine Office of the Attorney General		6 State House Station		Augusta	ME	04333	
Maine Revenue Services	Corporate Income Tax Division	PO Box 1065		Augusta	ME	04332-1065	
Mannino, Nicole		Address Redacted					
Maplebear Inc		50 Beale Street Suite 600		San Francisco	CA	94105	
MarkeTeam, Inc.		26012 Pala		Mission Viejo	CA	92691	
MarkIT B2B North America, Inc.		40 E. Main Street 853		Newark	DE	19711	
Maryland Office of the Attorney General		200 St. Paul Pl		Baltimore	MD	21202	
Massachusetts Department of Revenue		PO Box 7005		Boston	MA	02204	
Massachusetts Office of the Attorney General		1 Ashburton Pl	20th Floor	Boston	MA	02108	
MCCS Marine Corps Exchange		PO Box 277160		Atlanta	GA	30384-7160	
McDermott Will & Emery		500 North Capitol Street N.W.		Washington	DC	20001-1531	
McGriff Insurance Services Inc.		3605 Glenwood Avenue		Raleigh	NC	27612	
Meredith Operations Corporation		1716 Locust Street		Des Moines	IA	50309	
Michigan Department of Treasury	Business Income Tax Section	PO Box 30774		Lansing	MI	48909-8274	
Michigan Office of the Attorney General		G. Mennen Williams Building	525 W Ottawa St, 7th Floor	Lansing	MI	48933	
Middlestreet Graphics & Display, LLC		6939 Americana Pkwy		Reynoldsburg	OH	43068	
Mighty Fine Design & Marketing, Inc		1846 Princeton Ave		St. Paul	MN	55105	
Mineral, Inc		4637 Chabot Drive, Suite 200		Pleasanton	CA	94588	
Minnesota Department of Revenue		Mail Station 5106		St Paul	MN	55146-5106	
Minnesota Office of the Attorney General		445 Minnesota St	Suite 1400	St. Paul	MN	55101	
Minot, Melanie		Address Redacted					
Missing Link Media LLC		107 Shooters CT		Alexandria	VA	22314	
Mississippi Department of Revenue		PO Box 23050		Jackson	MS	39225-3050	
Mississippi Office of the Attorney General		Walter Sillers Building	550 High St, Suite 1200	Jackson	MS	39201	
Missouri Department of Revenue		PO Box 3020		Jefferson	MO	65105-3020	
Missouri Department of Revenue		PO Box 700		Jefferson City	MO	65105-0700	
Missouri Office of the Attorney General		Supreme Court Building	207 W High St	Jefferson City	MO	65101	
Montana Department of Revenue		PO Box 8021		Helena	MT	59604-8021	
Montana Office of the Attorney General		215 N Sanders	Justice Building, 3rd Floor	Helena	MT	59601	
Motive Marketing Group, Inc.		PO Box 11453		Bainbridge Island	WA	98110	
MRL Printing, LLC dba MRL Promotion		511 SE 5th Avenue, Ste. 3		Ft. Lauderdale	FL	33301	
National Alcohol Beverage Control Agency		2900 S. Quincy Street, Suite 800		Arlington	VA	22206-2233	
National Distributing Company New Mexico		5920 Office Blvd NE		Albuquerque	NM	87109	
National Lesbian & Gay Journalists		2120 L Street, NW Suite 850		Washington DC	WA	20037	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
Nebraska Department of Revenue		PO Box 94818		Lincoln	NE	68509-4818	
Nebraska Office of the Attorney General		2115 State Capitol		Lincoln	NE	68509	
Nevada Office of the Attorney General		Old Supreme Court Building	100 N Carson St	Carson City	NV	89701	
New Hampshire Department of Revenue Administration		PO Box 637		Concord	NH	03302-0637	
New Hampshire Office of the Attorney General		Nh Department of Justice	33 Capitol St	Concord	NH	03301	
New Jersey Division of Taxation	Corporation Business Tax Section	PO Box 666		Trenton	NJ	08646-0666	
New Jersey Office of the Attorney General		Richard J. Hughes Justice Complex	25 Market St 8th Floor, West Wing	Trenton	NJ	08611	
New Mexico Office of the Attorney General		408 Galisteo St	Villagra Building	Santa Fe	NM	87501	
New Mexico Taxation and Revenue Department		PO Box 25127		Santa Fe	NM	87504-5127	
New Orleans Louisiana Saints		Airline Dr 5800		Metairie	LA	70003	
New York Office of the Attorney General		The Capitol		Albany	NY	12224	
New York State Department of Taxation and Finance	Corporate Income Tax Section	W A Harriman Campus		Albany	NY	12227	
Nixon Peabody LLP		437 Madison Ave.		New York	NY	10022	
NJJ Productions Inc		545 Fifth Avenue Suite 1100		New York	NY	10017	
Noe, Jim Beam		Address Redacted					
North Carolina Department of Revenue	Corporate Income and Franchise Tax Division	PO Box 25000		Raleigh	NC	27640-0640	
North Carolina Office of the Attorney General		114 W Edenton St		Raleigh	NC	27603	
North Dakota Office of State Tax Commissioner	Corporate Income Tax Section	600 E Boulevard Ave		Bismarck	ND	58505-0599	
North Dakota Office of the Attorney General		State Capitol	600 E Boulevard Ave, Dept. 125	Bismarck	ND	58505	
Northern District of Texas Office of the U.S. Trustee	Attn: Meredyth A. Kippes	1100 Commerce Street, Room 976	Earle Cabell Federal Building	Dallas	TX	75202	
NYC Department of Finance		PO Box 3644		New York	NY	10008-3644	
O'Connor, Maria Cristina		Address Redacted					
Ohio Department of Taxation		PO Box 182101		Columbus	OH	43218-2101	
Ohio Office of the Attorney General		State Office Tower	30 E Broad St, 14th Floor	Columbus	OH	43215	
Oklahoma Office of the Attorney General		313 NE 21St St		Oklahoma City	OK	73105	
Oklahoma Tax Commission	Corporate Income Tax Section	PO Box 26930		Oklahoma City	OK	73126-0930	
Oliver Marketing Limited		151 Rosebery Avenue		London		EC1R4AB	United Kingdom
On The Mark Demos, LLC		143 1743 Quincy Avenue Ste		Naperville	IL	60540	
Open Text Inc.		JP Morgan Lockbox 24685 Network PI		Chicago	IL	60673-1246	
Oregon Department of Revenue		PO Box 14780		Salem	OR	97309-0469	
Oregon Department of Revenue		PO Box 14790		Salem	OR	97309-0470	
Oregon Office of the Attorney General		1162 Court St NE		Salem	OR	97301	
Paiseh, Inc.		19H 110 Charlton St.		New York	NY	11238	
Parker, Sheena		Address Redacted					
Pascal, Eric		Address Redacted					
Patrick Henry Creative Promotions		1177 West Loop South, Suite 800		Houston	TX	77027	
PayBev LLC		3550 GEORGE BUSBEE PKWY NW STE 190		KENNESSAW	GA	30144-5429	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
Pearlfisher Inc		455 Broadway 5th Floor		New York	NY	10013	
Pennsylvania Department of Revenue	Bureau Of Corporation Taxes	PO Box 280705		Harrisburg	PA	17128-0705	
Pennsylvania Office of the Attorney General		Strawberry Square	16th Floor	Harrisburg	PA	17120	
Pine State Spirits		100 Enterprise Avenue		Gardiner	ME	04345	
Planful, Inc.		150 Spear Street, Suite 1850		San Fransisco	CA	94105	
Plush Creative Agency		6280 S. Valley View, Suite 600		Las Vegas	NV	89118	
Possessed by Spirits Inc.,		4472 Copeland Ave		San Diego	CA	92116	
Pratt (Delta Container), Inc.		1301 Pride Drive		Hammond	LA	70401-5312	
Premier Interactive Promotions		10446 W. 163rd Place		Orland Park	IL	60467	
Promotion Plus, Inc.		4104 Vachell Lane		San Luis Obispo	CA	93401	
Propiedad de Arinzano SIU		Ctra. Estella-Lizarra km.3, 1 NA-13		Arinzano, Navarra	31	31292	Spain
Questex Media Group LLC		3 Speen Street, Suite 300		Framingham	MA	01701	
Quotient Technology Inc.		PO Box 204472		Dallas	TX	75320-4472	
Rea, Erin		Address Redacted					
Redmond, Nicholas		Address Redacted					
Republic National Distributing Company		44 Chenell Drive		Concord	NH	03301	
Republic National Distributing Company - Control States		836 Lagoon Commercial Blvd.		Montgomery	AL	36117	
Republic National Distributing Company - MI		13000 Eckles Road		Livonia	MI	48150	
Republic National Distributing Company - MS		836 Lagoon Commercial Blvd.		Montgomery	AL	36117	
Republic National Distributing Company - OH		4460 Lake Forest Drive, Ste 238		Cincinnati	OH	45242	
Republic National Distributing Company - WV		4460 Lake Forest Drive, Suite 238		Cincinnati	OH	45242	
Republic National Distributing Company (RNDC)		14038 Washington Highway		Ashland	VA	23005	
Republic National Distributing Company and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	999 Peachtree St NE, Ste 2300	Atlanta	GA	30309	
Republic National Distributing Company Oklahoma		605 N Tulsa Avenue		Oklahoma City	OK	73107	
Rhode Island Division of Taxation		One Capitol Hill		Providence	RI	02908-5800	
Rhode Island Office of the Attorney General		150 S Main St		Providence	RI	02903	
Rivera, Gwendolyn		Address Redacted					
Rockstar Events, LLC		PO Box 170968		Milwaukee	WI	53217	
Rogers, Lauren		Address Redacted					
RR Donnelley & Sons Company		35 W WACKER DRIVE		CHICAGO	IL	60601	
S.P.I. Spirits (Cyprus) Ltd		319 Kanika Business Center, Office		Limassol		03105	Cyprus
S.P.I. Worldwide Trade		28th October Street		Limassol		3105	Cyprus
Salinas, Marcelo		Address Redacted					
Salsify, Inc.		101 Federal Street Suite 2600		Boston	MA	02110	
Salty Dog Consulting LLC		8814 Kentucky Ave		La Plata	MD	20646	
Scan Solution Incorporated JMD		3183 S 25 W		Trafalgar	FL	46181	
Shapiro Goldstein Moses and Artuso		7600 Jericho Turnpike Suite 200		Woodbury	NY	11797	
ShelterPoint Life Insurance Company		1225 Franklin Avenue, Suite 475		Garden City	NY	11530	
SKIM Analytical Inc		3453 Pierce Drive, suite 105		Atlanta	GA	30341	
Social Chain Germany GmbH		Zehdenicker Str. 21		Berlin		10119	Germany
South Carolina Department of Revenue		300A Outlet Pointe Blvd.		Columbia	SC	29210	



Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
South Carolina Department of Revenue	Corporate Income Tax Section	PO Box 125		Columbia	SC	29214-0006	
South Carolina Office of the Attorney General		Rembert C. Dennis Bldg	1000 Assembly St, Room 519	Columbia	SC	29201	
South Dakota Office of the Attorney General		1302 E Hwy 14	Suite 1	Pierre	SD	57501	
SPINS LLC		300 222 West Hubbard Street		Chicago	IL	60654	
Spooner, Matthew		Address Redacted					
State of Connecticut		PO Box 2965		Hartford	CT	06106-2965	
State of Florida		1940 North Monroe Street		Tallahassee	FL	32399	
State of New Hampshire		NH DRA		Concord	NH	03302-1265	
State of New Jersey		Revenue Processing Center		Trenton	NJ	08646-0193	
State of North Carolina		400 East Tryon Road		Raleigh	NC	27610	
State of South Carolina, Dept of Revenue		SC Dpt. of Revenue, ABL Section		Columbia	SC	29214-0907	
Steklarna Hrastnik d.o.o.		Cesta 1. maja 14		Hrastnik		1430	Slovenia
Stesiak, Jefferey		Address Redacted					
Stoel Rives LLP (Portland)		760 SW Ninth Ave. Suite 3000		Portland	OR	97205	
Stoli Group US LLC		135 East 57th Street		New York	NY	10022	
Straight Up Solutions LLC (SUS)		2151 Consulate Drive Suite #4		Orlando	FL	32837	
System 1 Research, Inc		500 7th Avenue		New York	NY	10018	
TABS Group Inc		6 Corporate Drive Suite 422		Shelton	CT	06484	
Talent Tree LLC		122 W John Carpenter Freeway, Ste 4		Irving	TX	75039	
TAPI S.p.a.		Via Cornara EST, 2F		Massanzago			Italy
Telus Agriculture & Consumer Goods		c/o Pier Florino, 911 University Dr		State College	PA	16801	
Tennessee Department of Revenue		500 Deaderick St		Nashville	TN	37242	
Tennessee Department of Revenue		500 Deaderick Street		Nashville	TN	37242	
Tennessee Office of the Attorney General		301 6th Ave N		Nashville	TN	37243	
Tenute Del Mondo B.V.		Kingsfordweg 151		Amsterdam		1043 GR	Netherlands
Texas Comptroller of Public Account		PO Box 149348		Austin	TX	78714-9348	
Texas Comptroller of Public Accounts		PO Box 149348		Austin	TX	78714-9348	
Texas Office of the Attorney General		300 W 15th St		Austin	TX	78701	
The Bardstown Bourbon Company LLC		PO Box 896756		Charlotte	NC	28289-6756	
The Belts Corporation		1820 Portal Street		Baltimore	MD	21224-6512	
The BMF Media Group LLC		826 Broadway		New York	NY	10003	
The Business Gift Company		500 Morris Avenue, Suite 102		Springfield	NJ	07081	
The Nielsen Company US, LLC		PO Box 88956		Chicago	IL	60695-8956	
The Pathfinder Spirit, Inc		2420 4th Ave S.		Seattle	WA	98134	
The San Francisco Wine Competition		1030 Amalfi Drive		Pacific Palisades	CA	90272	
Thomas, Heidi		Address Redacted					
Titter, Michael		Address Redacted					
Treasure - State of Iowa		Iowa Department of Revenue		Des Moines	IA	50306-0466	
Treasurer - State of Maine		Maine Revenue Services		Augusta	ME	04332-9101	
Tsybina, Ksenia		Address Redacted					
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton	1100 Commerce Street, Third Floor		Dallas	TX	75242-1699	
U.S. Customs and Border Protection		6650 Telecom Drive, Suite 100		Indianapolis	IN	46278	



Exhibit D

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
United Liquor Marts, Inc.		10446 W. 163rd Place		Orland Park	IL	60467	
Univins and Spirits (Canada) Inc.		2000 1100 Avenue Atwater Bureau		Westmount	QC	H3Z 2Y4	
Urintsev, Sonia		Address Redacted					
Utah Office of the Attorney General		Utah State Capitol Complex	350 N State St, Suite 230	Salt Lake City	UT	84114	
Utah State Tax Commission	Corporate Income Tax Section	210 N 1950 W		Salt Lake City	UT	84134	
Valentino, Jordon		Address Redacted					
Vaughn, James		Address Redacted					
Vermont Department of Taxes		PO Box 547		Montpelier	VT	05601-0547	
Vermont Information Processing, Inc		402 Watertower Circle		Colchester	VT	05446	
Vermont Office of the Attorney General		109 State St		Montpelier	VT	05609	
vestcom		2800 Cantrell Road, Suite 400		Little Rock	AR	72202	
Virginia Department of Taxation		PO Box 1500		Richmond	VA	23218-1500	
Virginia Office of the Attorney General		202 N Ninth St		Richmond	VA	23219	
VOX Media LLC		1701 Rhode Island Ave NW		Washington	DC	20036	
Washington Department of Revenue		PO Box 47464		Olympia	WA	98504-7464	
Washington Office of the Attorney General		1125 Washington St SE		Olympia	WA	98501	
Waterhouse, Ann-Gelina		Address Redacted					
Webb Mason Inc		10830 Gilroy Rd.		Hunt Valley	MD	21031	
Weber, Bryan		Address Redacted					
Wedderburn, Duncan		Address Redacted					
Wells Fargo Financial Leasing, Inc.		PO Box 10306		Des Moines	IA	50306-0306	
West Virginia Office of the Attorney General		State Capitol	1900 Kanawha Blvd E Bldg 1, Room E-26	Charleston	WV	25305	
West Virginia State Tax Department		PO Box 1202		Charleston	WV	25324-1202	
Wisconsin Department of Revenue		PO Box 8908		Madison	WI	53708-8908	
Wisconsin Office of the Attorney General		114 E State Capitol		Madison	WI	53702	
Wohlers, Nicholas		Address Redacted					
Wyoming Liquor Division		6601 Campstool Road		Cheyenne	WY	82002-0110	
Wyoming Office of the Attorney General		Kendrick Building	2320 Capitol Ave	Cheyenne	WY	82002	
Zielke, Maria		Address Redacted					

EXHIBIT 10

Andrew K. Fitzpatrick
STRETTO
410 Exchange, Suite 100
Irvine, California 92602
Telephone: 855.494.2896
Email: TeamStoli@Stretto.com

Claims and Noticing Agent to Debtors
and Debtors In Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Stoli Group (USA), LLC, et al.,¹

Debtors.

Chapter 11

Case No.: 24-80146-swe11

(Jointly Administered)

CERTIFICATE OF SERVICE

I, Andrew K. Fitzpatrick, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtors in the above-captioned cases.

On December 16, 2024, at my direction and under my supervision, employees of Stretto caused the following document to be served via first-class mail on the service list attached hereto as **Exhibit A**, and via electronic mail on the service list attached hereto as **Exhibit B**:

- **Debtors' Emergency Application for Entry of an Order (I) Authorizing the Employment and Retention of Hilco Valuation Services, LLC as Appraisal Agent to the Debtors Effective as of December 11, 2024, and (II) Granting Related Relief (Docket No. 85)**

Dated: December 17, 2024

/s/ Andrew K. Fitzpatrick
Andrew K. Fitzpatrick

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors' address is 135 East 57th Street, 9th Floor, New York City, New York.

Exhibit A



Exhibit A

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
135 East 57th Street, LLC		PO Box 780654		Philadelphia	PA	19178-0654	
Achaval Ferrer S.A.		Calle Cobos, Pedriel 2601		Mendoza	7	05509	Argentina
Amber Beverage Group SIA		Ra??a dambis 30-120		Riga		01048	Latvia
Arrowhead Promotion & Fulfillment Co		1105 S.E. 8th Street		Grand	MN	55744	
BDO USA, LLP		5300 Patterson Avenue SE, Ste. 100		Grand	MI	49512	
Breakthru Beverage Pennsylvania		129 Hartman Road		North Wales	PA	19454	
CB Neptune Holdings LLC		545 Washington Blvd 8th floor		Jersey City	NJ	07310	
Centiv Services (Brandmuscle)		233 South Wacker Drive Suite 4400		Chicago	IL	60606	
Colangelo & Partners Public Relations		55 West 39th St. FL5		New York	NY	10018	
CR3 Partners, LLC		13355 Noel Road, Ste 2005		Dallas	TX	75240	
Federal Treasury Enterprise Sojuzplodoimport et al.	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Patricia B. Tomasco	3100 McKinnon St, Ste 1125	Dallas	TX	75201	
Federal Treasury Enterprise Sojuzplodoimport et al.	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: A Fernands M Greenwald A Wugalter V Rose A Jaquet	295 Fifth Ave	New York	NY	10016	
Fifth Third Bank, National Association	Attn Officer/Director or Legal Dept	38 Fountain Square Plaza	Fifth Third Center	Cincinnati	OH	45263	
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	55 East Monroe St, Ste 3300	Chicago	IL	60603	
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent Mcllwain & Christopher A. Bailey	1722 Routh St, Ste 1500	Dallas	TX	75201	
Florida Panthers Hockey Club, Ltd.		1 Panther Parkway		Sunrise	FL	33323	
Fold 7 LTD		16-18 Kirby Street		London		EC1N8TS	United Kingdom
HALO Branded Solutions Inc		1500 Halo Way		Sterling	IL	61081	
Inmar Brand Solutions Inc		635 Vine St		Winston Salem	NC	27101	
Internal Revenue Service	Attn Officer/Director or Legal Dept	PO Box 7346		Philadelphia	PA	19101-7346	
John S. Connor, Inc.		799 Cromwell Park Drive, Suite A		Baltimore	MD	21279-1384	
Los Angeles Dodgers LLC		1000 Vin Scully Avenue		Los Angeles	CA	90012	
MarkeTeam, Inc.		26012 Pala		Mission Viejo	CA	92691	
Motive Marketing Group, Inc.		PO Box 11453		Bainbridge Island	WA	98110	
National Alcohol Beverage Control Agency		2900 S. Quincy Street, Suite 800		Arlington	VA	22206-2233	
New Orleans Louisiana Saints		Airline Dr 5800		Metairie	LA	70003	
Northern District of Texas Office of the U.S. Trustee	Attn: Meredyth A. Kippes	1100 Commerce Street, Room 976	Earle Cabell Federal Building	Dallas	TX	75202	
Republic National Distributing Co. and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	999 Peachtree St NE, Ste 2300	Atlanta	GA	30309	
Republic National Distributing Company		44 Chenell Drive		Concord	NH	03301	
Republic National Distributing Company - MI		13000 Eckles Road		Livonia	MI	48150	
Republic National Distributing Company - OH		4460 Lake Forest Drive, Ste 238		Cincinnati	OH	45242	
Scan Solution Incorporated JMD		3183 S 25 W		Trafalgar	FL	46181	
Shapiro Goldstein Moses and Artuso		7600 Jericho Turnpike Suite 200		Woodbury	NY	11797	
Social Chain Germany GmbH		Zehdenicker Str. 21		Berlin		10119	Germany
Tenute Del Mondo B.V.		Kingsfordweg 151		Amsterdam		1043GR	Netherlands
The Belts Corporation		1820 Portal Street		Baltimore	MD	21224-6512	
The Pathfinder Spirit, Inc		2420 4th Ave S.		Seattle	WA	98134	
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton	1100 Commerce Street, Third Floor		Dallas	TX	75242-1699	
Vermont Information Processing, Inc		402 Watertower Circle		Colchester	VT	05446	

Exhibit B



Exhibit B

Served Via Electronic Mail

Name	Attention 1	Attention 2	Email
Federal Treasury Enterprise Sojuzplodoimport and OAO Moscow Distillery Cristall	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Anastasia Fernands Marc Greenwald Ari Wugalter Valentina Liu Jessica Rose Alain Jaquet	anastasiafernands@quinnemanuel.com marcgreenwald@quinnemanuel.com ariwugalter@quinnemanuel.com valentinaliu@quinnemanuel.com jessicarose@quinnemanuel.com alainjaquet@quinnemanuel.com
Federal Treasury Enterprise Sojuzplodoimport and OAO Moscow Distillery Cristall	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Patricia B. Tomasco	pattytomasco@quinnemanuel.com
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	jeremy.downs@goldbergkohn.com steven.wickman@goldbergkohn.com
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	brent.mcilwain@hklaw.com chris.bailey@hklaw.com
Foley & Lardner LLP	Attn: S. Jones, H. O'Neill, M. Rofaeil, Z. Zahn		sajones@foley.com honeil@foley.com mary.rofaeil@foley.com zzahn@foley.com
Republic National Distributing Company and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	davidwender@evesheds-sutherland.com
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton		USATXN.USAO@usdoj.gov

EXHIBIT 11

Andrew K. Fitzpatrick
STRETTO
410 Exchange, Suite 100
Irvine, California 92602
Telephone: 855.494.2896
Email: TeamStoli@Stretto.com

Claims and Noticing Agent to Debtors
and Debtors In Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Stoli Group (USA), LLC, et al.,¹

Debtors.

Chapter 11

Case No.: 24-80146-swe11

(Jointly Administered)

CERTIFICATE OF SERVICE

I, Andrew K. Fitzpatrick, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtors in the above-captioned cases.

On December 18, 2024, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on the service list attached hereto as **Exhibit A**, and via electronic mail on the service list attached hereto as **Exhibit B**:

- **Debtors' Emergency Application for Entry of an Order (I) Authorizing the Employment and Retention of Whiskey Advisors, LLC as Valuation Expert to the Debtors Effective as of December 13, 2024, and (II) Granting Related Relief (Docket No. 87)**
- **Notice of Hearing (Docket No. 88)**

Dated: December 19, 2024

/s/ Andrew K. Fitzpatrick
Andrew K. Fitzpatrick

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are Stoli Group (USA), LLC (5602) and Kentucky Owl, LLC (3826). The Debtors' address is 135 East 57th Street, 9th Floor, New York City, New York.

Exhibit A



Exhibit A

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip	Country
135 East 57th Street, LLC		PO Box 780654		Philadelphia	PA	19178-0654	
Achaval Ferrer S.A.		Calle Cobos, Pedriel 2601		Mendoza	7	05509	Argentina
Amber Beverage Group SIA		Ra??a dambis 30-120		Riga		01048	Latvia
Arrowhead Promotion & Fulfillment Co		1105 S.E. 8th Street		Grand Rapids	MN	55744	
BDO USA, LLP		5300 Patterson Avenue SE, Ste. 100		Grand Rapids	MI	49512	
Breakthru Beverage Pennsylvania		129 Hartman Road		North Wales	PA	19454	
CB Neptune Holdings LLC		545 Washington Blvd 8th floor		Jersey City	NJ	07310	
Centiv Services (Brandmuscle)		233 South Wacker Drive Suite 4400		Chicago	IL	60606	
Colangelo & Partners Public Relations		55 West 39th St. FL5		New York	NY	10018	
CR3 Partners, LLC		13355 Noel Road, Ste 2005		Dallas	TX	75240	
Federal Treasury Enterprise Sojuzplodoimport et al.	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: A Fernands M Greenwald A Wugalter V Rose A Jaquet	295 Fifth Ave	New York	NY	10016	
Federal Treasury Enterprise Sojuzplodoimport et al.	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Patricia B. Tomasco	3100 McKinnon St, Ste 1125	Dallas	TX	75201	
Fifth Third Bank, National Association	Attn Officer/Director or Legal Dept	38 Fountain Square Plaza	Fifth Third Center	Cincinnati	OH	45263	
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	55 East Monroe St, Ste 3300	Chicago	IL	60603	
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	1722 Routh St, Ste 1500	Dallas	TX	75201	
Florida Panthers Hockey Club, Ltd.		1 Panther Parkway		Sunrise	FL	33323	
Fold 7 LTD		16-18 Kirby Street		London		EC1N8TS	United Kingdom
HALO Branded Solutions Inc		1500 Halo Way		Sterling	IL	61081	
Inmar Brand Solutions Inc		635 Vine St		Winston Salem	NC	27101	
Internal Revenue Service	Attn Officer/Director or Legal Dept	PO Box 7346		Philadelphia	PA	19101-7346	
John S. Connor, Inc.		799 Cromwell Park Drive, Suite A		Baltimore	MD	21279-1384	
Los Angeles Dodgers LLC		1000 Vin Scully Avenue		Los Angeles	CA	90012	
MarkeTeam, Inc.		26012 Pala		Mission Viejo	CA	92691	
Motive Marketing Group, Inc.		PO Box 11453		Bainbridge Island	WA	98110	
National Alcohol Beverage Control Agency		2900 S. Quincy Street, Suite 800		Arlington	VA	22206-2233	
New Orleans Louisiana Saints		Airline Dr 5800		Metairie	LA	70003	
Northern District of Texas Office of the U.S. Trustee	Attn: Meredyth A. Kippes	1100 Commerce Street, Room 976	Earle Cabell Federal Building	Dallas	TX	75202	
Republic National Distributing Co. and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	999 Peachtree St NE, Ste 2300	Atlanta	GA	30309	
Republic National Distributing Company		44 Chenell Drive		Concord	NH	03301	
Republic National Distributing Company - MI		13000 Eckles Road		Livonia	MI	48150	
Republic National Distributing Company - OH		4460 Lake Forest Drive, Ste 238		Cincinnati	OH	45242	
Scan Solution Incorporated JMD		3183 S 25 W		Trafalgar	FL	46181	
Shapiro Goldstein Moses and Artuso		7600 Jericho Turnpike Suite 200		Woodbury	NY	11797	
Social Chain Germany GmbH		Zehdenicker Str. 21		Berlin		10119	Germany
Tenute Del Mondo B.V.		Kingsfordweg 151		Amsterdam		1043GR	Netherlands
The Belts Corporation		1820 Portal Street		Baltimore	MD	21224-6512	
The Pathfinder Spirit, Inc		2420 4th Ave S.		Seattle	WA	98134	
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton	1100 Commerce Street, Third Floor		Dallas	TX	75242-1699	
Vermont Information Processing, Inc		402 Watertower Circle		Colchester	VT	05446	

Exhibit B



Exhibit B

Served Via Electronic Mail

Name	Attention 1	Attention 2	Email
Federal Treasury Enterprise Sojuzplodoimport and OAO Moscow Distillery Cristall	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Anastasia Fernands Marc Greenwald Ari Wugalter Valentina Liu Jessica Rose Alain Jaquet	anastasiafernands@quinnemanuel.com marcgreenwald@quinnemanuel.com ariwugalter@quinnemanuel.com valentinaliu@quinnemanuel.com jessicarose@quinnemanuel.com alainjaquet@quinnemanuel.com
Federal Treasury Enterprise Sojuzplodoimport and OAO Moscow Distillery Cristall	c/o Quinn Emanuel Urquhart & Sullivan, LLP	Attn: Patricia B. Tomasco	pattytomasco@quinnemanuel.com
Fifth Third Bank, National Association	c/o Goldberg Kohn Ltd.	Attn: Jeremy M. Downs & Steven J. Wickman	jeremy.downs@goldbergkohn.com steven.wickman@goldbergkohn.com
Fifth Third Bank, National Association	c/o Holland & Knight LLP	Attn: Brent McIlwain & Christopher A. Bailey	brent.mcilwain@hklaw.com chris.bailey@hklaw.com
Foley & Lardner LLP	Attn: S. Jones, H. O'Neill, M. Rofaeil, Z. Zahn		sajones@foley.com honeil@foley.com mary.rofaeil@foley.com zzahn@foley.com
Republic National Distributing Company and certain of its affiliates	c/o Eversheds Sutherland (US) LLP	Attn: David A. Wender	davidwender@evesheds-sutherland.com
U.S. Attorney's Office for the Northern District of Texas	Leigha Simonton		USATXN.USAO@usdoj.gov

EXHIBIT 12

Weekly Cash Flow Summary

Stoli USA

Amounts in USD

Week #	1	2	3	4	5	Totals
	2024	2024	2024	2024	2024	11/29/2024
	Week Ending*	Week Ending	Week Ending	Week Ending	Week Ending	To
	11/29/2024	12/6/2024	12/13/2024	12/20/2024	12/27/2024	12/27/2024
	Forecast	Forecast	Forecast	Forecast	Forecast	
Gross Sales	1,276,728	851,152	1,276,728	2,127,880	2,609,516	8,142,005
Operating Cash Flows:						
AR Collections	218,246	2,236,905	2,806,702	1,459,058	1,166,964	7,887,875
Total Operating Receipts	218,246	2,236,905	2,806,702	1,459,058	1,166,964	7,887,875
Disbursements - Personnel and Benefits:						
Wages & Salary	-	-	287,189	-	290,152	577,341
Employee Benefits	-	45,000	6,500	132,500	1,500	185,500
Total Personnel and Benefits	-	45,000	293,689	132,500	291,652	762,841
Disbursements - COGS and Operating Expense:						
Inventory Receipts (For Reference Only)	297,305	2,586,889	1,237,573	2,165,473	252,567	6,539,808
Production - Inventory, Etc.	-	200,000	1,500,000	1,500,000	940,000	4,140,000
Production - Kentucky Owl	-	-	80,000	-	80,000	160,000
Marketing	-	-	35,000	35,000	35,000	105,000
Tax	-	250,000	250,000	250,000	50,000	800,000
Logistics Suppliers	-	55,000	165,000	110,000	50,000	380,000
Broker & Distributors	-	-	-	-	-	-
Travel & Employee Reimbursements	-	35,000	-	35,000	-	70,000
Office Supplies & IT	-	-	8,500	-	8,500	17,000
Professional Fees (1)	94,000	149,000	149,000	149,000	149,000	690,000
Insurance	-	80,000	-	-	-	80,000
Office rent	-	-	110,000	-	-	110,000
Other SG&A	-	20,000	40,000	40,000	25,000	125,000
Risk Contingency	-	25,000	25,000	25,000	25,000	100,000
Total COGS and Operating Expense	94,000	814,000	2,362,500	2,144,000	1,362,500	6,777,000
Total Operating Disbursements	94,000	859,000	2,656,189	2,276,500	1,654,152	7,539,841
Cash Flows from (used in) Operations	124,246	1,377,905	150,513	(817,442)	(487,188)	348,034
Cumulative Cash from (Used in) Operations	124,246	1,502,151	1,652,664	835,222	348,034	
Financing & Other Cash Flows:						
Debt Service	-	-	-	-	-	-
Financing Fee-White Oak	-	-	-	-	-	-
Cash Flows from (source) Financing Activities	-	-	-	-	-	-
Net Cash Flow	124,246	1,377,905	150,513	(817,442)	(487,188)	348,034
Cumulative Net Cash Flow (Usage)	124,246	1,502,151	1,652,664	835,222	348,034	

(1) Included professional fees represent accrued amounts, to be paid upon court approval.

* Week begins at 5:00pm cst. 11/27/24