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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CAREISMATIC BRANDS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10561 (VFP)

(Jointly Administered)

**GLOBAL NOTES AND STATEMENTS
OF LIMITATIONS, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

General

The Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements” and, together with the Schedules, the “Schedules and Statements”) filed by Careismatic Brands, LLC (the “Company”) and its twenty-one debtor affiliates, as chapter 11 debtors and debtors in possession (collectively, the “Debtors”) pending in the United States Bankruptcy Court for the District of New Jersey (the “Court”) were prepared, pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and rule 1007 of the Federal Rules of

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is: 1119 Colorado Avenue, Santa Monica, California 90401.

Bankruptcy Procedure (the “Bankruptcy Rules”), by management of the Debtors, with the assistance of the Debtors’ legal and financial advisors.

These global notes and statements of limitations, methodology, and specific disclosures regarding the Debtors’ Schedules and Statements (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, all of the Schedules and Statements, and should be referred to, and reference in connection with, any review of the Schedules and Statements.

The Schedules and Statements are unaudited and reflect the Debtors’ reasonable efforts to report certain financial information of each Debtors on a standalone, unconsolidated basis. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are not intended to be fully reconciled to the financial statements.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors’ have made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. Accordingly, the Debtors and their directors, managers, officers, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy of completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. In no event will the Debtors, their agents, or their advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential Claim (as defined herein) against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and Statements. Accordingly, the Schedules and Statements remain subject to further review and verification by the Debtors. The Debtors reserve their right to amend the Schedules and Statements from time to time as may be necessary or appropriate; *provided*, that the Debtors, their agents, and their advisors expressly do not undertake any obligation to update, modify, revise, or recategorize the information provided herein or to notify any third party should the information be updated, modified, revised, or recategorized, except as required by applicable law.

Kent Percy, the Chief Restructuring Officer, has signed each of the Schedules and Statements. Mr. Percy is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Percy has relied upon the efforts, statements, advice, and representations of various personnel of the Debtors and the Debtors’ legal and financial advisors. Mr. Percy has not (and could not have) personally verified the accuracy of each statement and

representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. **Description of Cases.** On January 22, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 24, 2024, the Court entered an order authorizing procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 57]. On February 2, 2024, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “Committee”) [Docket No. 136], and subsequently reconstituted the Committee on February 14, 2024 [Docket No. 204]. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedule and Statement. The asset information provided herein, except as otherwise noted, represents the asset data of the Debtors as of December 30, 2023, the date of the Debtors’ month end closure to their balance sheet, and the liability data of the Debtors is as of the close of business on the Petition Date.
2. **Global Notes Control.** In the event that the Schedules or Statements differ from any of the Global Notes, the Global Notes shall control.
3. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to: (i) amend and/or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to the description, designation, or Debtor against which any claim against a Debtor (“Claim”)² is asserted; (ii) dispute or otherwise assert offsets, setoffs, or other defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim (regardless of whether such Claim is designated in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated”). Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated,” or a waiver of any right to later object to any Claim on any grounds. Listing a Claim does not constitute an admission of (a) liability or (b) amounts due or owed, if any, in each case, by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, any rights or Claims of the Debtors against any third party or issues

² For the purposes of these Global Notes, the term Claim shall have the meaning ascribed to it pursuant to section 101(5) of the Bankruptcy Code.

involving substantive consolidation, defenses, statutory or equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

- (a) **No Admission.** Nothing contained in the Schedules and Statements is intended as, or should be construed as, an admission or stipulation of the validity of any Claim against any Debtors, any assertion made therein or herein, or a waiver of any of the Debtors' rights to dispute any Claim or assert any cause of action or defense against any party.
- (b) **Recharacterization.** The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. Nevertheless, due to the complexity of the Debtors' businesses, the Debtors may not have accurately characterized, classified, categorized, or designated certain items and/or may have omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
- (c) **Classifications.** Listing (i) a Claim on Schedule D as "secured," (ii) a Claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors' rights to object to such Claim, recharacterize, or reclassify such Claim or contract. Moreover, although the Debtors may have scheduled Claims of various creditors as secured Claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a security interest has been undertaken. Except as provided in an order of the Court, the Debtors reserve all rights to dispute and challenge the secured nature or amount of any such creditor's Claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's Claim.
- (d) **Estimates and Assumptions.** To prepare and file the Schedules and Statements as close to the Petition Date as possible, the Debtors were required to make commercially reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.

- (e) **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law they may have (collectively, “Causes of Action”), and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any such Claims, Causes of Action, or avoidance actions, or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- (f) **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner; however, in some instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.
- (g) **Insiders.** The Debtors have attempted to include payments made on or within twelve months before the Petition Date to any individual or entity who, in the Debtors’ good faith belief, may be deemed an “insider.” As to each Debtor, an individual or entity is designated as an “insider” pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing.

The listing or omission of a party as an “insider” for purposes of the Schedules and Statements is for informational purposes and is not intended to be, nor should it be, construed as an admission that those parties are insiders for purposes of section 101(31) of the Bankruptcy Code. Information regarding the individuals or entities listed as insiders in the Schedules and Statements may not be used for: (a) the purposes of determining (i) control of the Debtors; (ii) the extent to which

any individual or entity exercised management responsibilities or functions; (iii) corporate decision-making authority over the Debtors; or (iv) whether such individual or entity (or the Debtors) could successfully argue that they are not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (b) any other purpose. Furthermore, the listing or omission of a party as an “insider” for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, Claim, or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

4. Methodology.

- (a) **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for the Debtors and their non-Debtor affiliates. The Schedules and Statements are unaudited and reflect the Debtors’ reasonable efforts to report certain financial information of each Debtor on an unconsolidated basis. These Schedules and Statements neither purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Information contained in the Schedules and Statements has been derived from the Debtors’ books and records and historical financial statements.

The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor entity. Because the Debtors’ accounting systems, policies, and practices were developed for consolidated reporting purposes rather than for reporting by legal entity, it is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements. Specifically, the Debtors only record financial statements and cash activity for Careismatic Brands, LLC, AllHearts, LLC and Silverts Adaptive, LLC, as the other legal entities are integrated into the aforementioned entities. All payments are made by Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC, and therefore are presented as such in the Schedules and Statements. Intercompany receivables and payables are created to account for transactions in which one legal entity pays on behalf of another legal entity. As most entities have been integrated into Careismatic Brands, LLC, unless indicated otherwise, scheduled claims are listed as a liability of Careismatic Brands, LLC. The Debtors reserve all rights to supplement and amend the Schedules and Statements in this regard, including with respect to reallocation of assets or liabilities to any particular legal entity.

Reasonable efforts have been made to indicate the ultimate beneficiary of a payment or obligation. Whether a particular payment or obligation was incurred by the entity actually making the payment or incurring the obligation is a complex question of applicable non-bankruptcy law, and nothing herein constitutes an admission that any Debtor entity is an obligor with respect to any such payment. The Debtors reserve all rights to reclassify any payment or obligation as attributable

to another entity and all rights with respect to the property accounting and treatment of such assets and liabilities.

Moreover, given, among other things, the uncertainty surrounding the valuation, collection, and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, it is not an admission that the Debtor was solvent as of the Petition Date or at any time prior to the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, it is not an admission that the Debtor was insolvent as of the Petition Date or any time prior to the Petition Date. For the avoidance of doubt, nothing contained in the Schedules and Statements is indicative of the Debtors' enterprise value. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment.

- (b) **Confidential or Sensitive Information.** There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to, among other things, the nature of an agreement between a Debtor and a third party, local restrictions on disclosure, concerns about the confidential or commercially sensitive nature of certain information (e.g., names and other information), or concerns for the privacy of the Debtors' creditors and clients. The alterations will be limited to only what is necessary to protect the Debtor or the applicable third party. The Debtors may also be authorized or required to redact certain information from the public record pursuant to orders of the Court authorizing the Debtors to redact, seal, or otherwise protect such information from public disclosure. All such redacted information shall be made available as directed by orders of the Court or to the individual client or creditor scheduled, as applicable.
- (c) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in response to multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities, and prepetition payments once.
- (d) **Net Book Value.** In certain instances, current market valuations for certain assets are neither maintained by, nor readily available to, the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of December 30, 2023. Market values may vary, sometimes materially, from net book values. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain the current market valuations for all assets. Accordingly, the Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are undetermined or unknown where necessary.

In addition, assets that have been fully depreciated or that were expensed for accounting purposes either do not appear in these Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a

waiver of any rights of the Debtors with respect to such asset. Given, among other things, the current market valuation of certain assets and the valuation and nature of certain liabilities, nothing in the Schedules and Statements shall be, or shall be deemed to be, an admission that any Debtor was solvent or insolvent as of the Petition Date.

- (e) **Payment of Prepetition Claims Pursuant to First Day Orders.** Following the Petition Date, the Court entered various orders authorizing the Debtors to pay, among other things, certain prepetition: (i) service fees and charges assessed by the Debtors' banks; (ii) insurance obligations; (iii) employee wages, salaries, and related items (including, but not limited to, employee benefit programs and supplemental workforce obligations); (iv) taxes and assessments; (v) customer program obligations; and (vi) critical vendor obligations (collectively, the "First Day Orders"). As such, outstanding liabilities may have been reduced by any Court-approved postpetition payments made on prepetition payables. Where and to the extent these liabilities have been satisfied, they are not listed in the Schedules and Statements, unless otherwise indicated. The Debtors reserve the right to update the Schedules and Statements to reflect payments made pursuant to an order of the Court (including the First Day Orders).
- (f) **Other Paid Claims.** To the extent the Debtors have reached any postpetition settlement with a vendor or other creditor, the terms of such settlement will prevail, supersede amounts listed in the Schedules and Statements, and shall be enforceable by all parties, subject to any necessary Court approval. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.
- (g) **Property and Equipment.** Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is, or shall be construed as, an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.
- (h) **Inventory.** The Debtors' inventory is comprised of raw materials, work-in-process inventory, and finished merchandise and is stated at the lower of weighted average cost and net realizable value. The calculation of cost includes merchandise purchases, the costs to bring the merchandise to distribution centers, warehousing and handling expenditures, and distributing and delivering merchandise to stores and fulfillment centers (direct and indirect). Carrying values of inventory are analyzed and, to the extent that the cost of inventory exceeds the expected selling prices less reasonable costs to sell, provisions are made to reduce the carrying amount of the inventory. The Debtors review their inventory levels in order to

identify slow-moving merchandise and use merchandise markdowns to sell such merchandise, as needed. Since the determination of net realizable value of inventory involves both estimation and judgment with regard to market values and reasonable costs to sell, differences in these estimates could result in ultimate valuations that differ from the recorded asset. The majority of inventory purchases and commitments are made in U.S. dollars in order to limit the Debtors' exposure to foreign currency fluctuations.

- (i) **Allocation of Liabilities.** The Debtors, in consultation with their advisors, have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend and/or supplement the Schedules and Statements as they deem appropriate in this regard.
- (j) **Undetermined Amounts.** The description of an amount as "unknown," "undetermined," or "to be determined" is not intended to reflect upon the materiality of such amount.
- (k) **Unliquidated Claim Amounts.** Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."
- (l) **Totals.** All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total. To the extent a Debtor is a guarantor of debt held by another Debtor, the amounts reflected in these Schedules are inclusive of each Debtor's guarantor obligations.
- (m) **Intercompany Receivables and Payables.** Receivables and payables among the Debtors and among the Debtors and their non-Debtor affiliates are reported on Schedule A/B and Schedule E/F, respectively, per the Debtors' unaudited books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be construed as, an admission or conclusion of the Debtors regarding the allowance, classification, validity, or priority of such account or characterization of such balances as debt, equity, or otherwise. For the avoidance of doubt, the Debtors reserve all rights, Claims, and defenses in connection with any and all intercompany receivables and payables, including, but not limited to, with respect to the characterization of intercompany Claims, loans, and notes.

Without limiting the generality of the foregoing, certain intercompany receivables and payables among and between the Debtors have been consolidated and netted in the Debtors' books and records. Such treatment is not, and should not be construed as, an admission of the amount and/or validity of any such intercompany receivables and payables or the validity of any netting or offset per the Debtors'

books and records. The Debtors take no position in these Schedules and Statements as to whether any such amounts would be allowed as a Claim or an interest, or not allowed at all. The listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or Claim status of any intercompany liability account. The Debtors reserve all rights to later change the amounts, characterization, classification, categorization, or designation of intercompany accounts reported in the Schedules and Statements.

- (n) **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantees and other secondary liability Claims (collectively, the “Guarantees”) in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to review all of their contractual agreements for Guarantees. Where such Guarantees have been identified, they have been included in the relevant Schedules G and H for the affected Debtor or Debtors. The Debtors may have inadvertently omitted Guarantees embedded in their contractual agreements and may identify additional Guarantees as they continue their review of their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if additional Guarantees are identified.
- (o) **Claims of Third-Party Related Entities.** While the Debtors have made every effort to properly classify each Claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors’ obligations to same. Therefore, to the extent that the Debtors have classified their estimate of Claims of a creditor as disputed, all Claims of such creditor’s affiliates listed in the Schedules and Statements shall similarly be considered as disputed, whether or not they are designated as such.
- (p) **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including without limitation: accrued salaries; employee benefit accruals; certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; certain deferred tax assets and liabilities; deferred revenue accounts; and certain other accrued liabilities. In addition, and as set forth above, the Debtors may have excluded amounts for which the Debtors have paid or have been granted authority to pay pursuant to the First Day Orders or other order that may be entered by the Court. Additionally, certain immaterial or de minimis assets and liabilities may have been excluded.
- (q) **Liens.** The inventories, property, and equipment listed in the Statements and Schedules are presented without consideration of any asserted mechanics’, materialmen, or similar liens that may attach (or have attached) to such inventories, property, and equipment.

- (r) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (s) **Setoffs.** The Debtors may incur certain setoffs and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, loan transactions, intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their customers and/or suppliers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules.
- (t) **Contingent Assets.** The Debtors believe that they may possess certain Claims and Causes of Action against various parties. Additionally, the Debtors may possess contingent Claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have identified and/or set forth all of their Causes of Action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any Claims, Causes of Action, or avoidance actions they may have, and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such Claims, avoidance actions, or Causes of Action or in any way prejudice or impair the assertion of such Claims, avoidance actions, or Causes of Action.

Additionally, prior to the Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, Part 3, Question 7, for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff.
- (u) **Executory Contracts.** Although the Debtors made diligent efforts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In general, the Debtors have excluded nondisclosure agreements entered into in connection with these chapter 11 cases to avoid any potential breach of such nondisclosure agreements.
- (v) **Leases.** The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases. To the extent that there was an amount outstanding as of the Petition Date, the creditor has been included on Schedule E/F of the Schedules.

- (w) **Fiscal Year.** Each Debtor's most recent fiscal year ended on December 30, 2023. The Debtors operate on a 4-5-4 fiscal month calendar (standard format in the retail industry to reflect business activities) for financial reporting, and the date on which the fiscal year ends can change annually.
- (x) **Umbrella or Master Agreements.** Contracts and leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only for the Debtor entity that signed the original umbrella or master agreement. Other Debtors, however, may be liable together with such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate. The master service agreements have been listed in Schedule G, but do not reflect any decision by the Debtor as to whether or not such agreements are executory in nature.
- (y) **Credits and Adjustments.** The Claims of individual creditors for, among other things, goods, products, services, or taxes are listed in the amounts entered on the Debtors' books and records and may either (i) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (ii) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtors on a postpetition basis on account of such credits, allowances, or other adjustments earned from prepetition payments and vendor payments, if applicable. The Debtors reserve all of their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert Claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a postpetition basis.
- (z) **Payments.** The financial affairs and business of the Debtors are complex. Prior to the Petition Date, the Debtors maintained a cash management and disbursement system in the ordinary course of their businesses. Although efforts have been made to attribute open payable amounts to the correct legal entity, the Debtors reserve the right to modify or amend their Schedules and Statements to attribute such payment to a different legal entity, if appropriate.

Specific Schedule Disclosures

Schedules A/B, D, E/F, G, and H may contain explanatory or qualifying notes that pertain to the information provided in the Schedules. Those Schedule-specific notes are incorporated herein by reference. Unless otherwise noted, the asset totals listed in the Schedules are derived from amounts included in the Debtors' books and records as of December 30, 2023. To the extent there are unknown or undetermined amounts, the actual total may be different from the total listed.

1. Schedule A/B – Assets – Real and Personal Property.

(a) *Part 1 – Cash.*

- (i) *Item 3.* As set forth more fully in the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions, and (II) Granting Related Relief[Docket No. 16], the Debtors conduct their operations through an extensive network of bank accounts. All cash balances are consolidated within the Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC entities. For purposes of Part 1, cash balances are reflected under the Debtor entity with which the bank account is associated. The values provided for in Schedule A/B, Item 3 for each account for a given Debtor reflect the ending cash balance of such account as of the Petition Date.

(b) *Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles.*

- (i) *Items 39–41.* In an effort to reduce the volume of the disclosures that would be otherwise applicable, the Debtors are disclosing their fixed assets at the category level.

(c) *Part 8 – Machinery, Equipment, and Vehicles.*

- (i) *Item 47–50.* In an effort to reduce the volume of the disclosures that would be otherwise applicable, the Debtors are disclosing their fixed assets at the category level.

(d) *Part 10 – Intangibles and Intellectual Property.*

- (i) *Item 61.* Although the Debtors made diligent efforts to attribute each internet domain name to its rightful Debtor, in certain instances, the Debtors were unable to identify the current legal entity to which the internet domain name belonged. As such, the Debtors attributed those internet domain names to Debtor Careismatic Brands, LLC on the Schedule.

(e) *Part 11 – All Other Assets.*

- (i) *Item 73.* The Debtors' insurance policies apply to each Debtor entity, but all policies are held by CBI Parent, L.P., and are disclosed at Schedule A/B.

2. Schedule D – Creditors Who Have Claims Secured by Property.

(a) *Part 1 – List Creditors Who Have Secured Claims.*

- (i) Unless otherwise noted herein, in Schedule D, secured claims are listed at their full principal plus accrued interest as of the Petition Date. Schedule

E/F does not include a potential deficiency claim that may result from a partial recovery.

- (ii) The *Joint Plan of Reorganization of Careismatic Brands, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 296] (as may be modified, supplemented, or amended from time to time, the “Plan”) anticipates that the Second Lien Term Loan Facility (as defined in the Plan) is undersecured and will have a partial recovery on account of its Second Lien Secured Claims (as defined in the Plan) as well as a Second Lien Deficiency Claim (as defined in the Plan). In Schedule D, this loan is listed at its full principal amount plus accrued interest as of the Petition Date. Schedule E/F does not include a potential deficiency claim that may result from a partial recovery.

3. Schedule E/F – Creditors Who Have Unsecured Claims.

(a) *Part 1 – Creditors with Priority Unsecured Claims.*

- (i) **Priority Tax Claims:** Pursuant to the *Final Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief* Docket No. 358 (the “Final Taxes Order”), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority Claims based upon prepetition tax accruals may have been paid or may be paid pursuant to the Final Taxes Order or pursuant to further Court order. Therefore, the Debtors have listed the taxing authorities with a contingent, undetermined, or \$0 amount.

The Debtors have made a reasonable effort to list all known taxing authorities. However, the Debtors acknowledge the possibility that information related to material tax accruals may be discovered subsequent to the filing of the Schedules and Statements. The Debtors reserve the right to supplement or amend this response in the future if additional information becomes available, should the Debtors deem it appropriate.

- (ii) **Employee Claims:** Pursuant to the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* Docket No. 336 the Debtors received final authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee Claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority Claim, have been or will be satisfied, and such satisfied amounts are not listed.

The listing of a Claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such Claim or any portion thereof is entitled to priority status.

Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity or immunity from avoidance of any Claim purported to be granted to a creditor listed on Schedule E/F. Moreover, although the Debtors have scheduled Claims of various creditors, the Debtors reserve all rights to dispute or challenge any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim.

- (b) *Part 2 – Creditors with Nonpriority Unsecured Claims.* The liabilities identified on Schedule E/F, Part 2, are derived from the Debtors' books and records. The Debtors have made a reasonable attempt to verify their unsecured obligations, although the actual amount of Claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities may not reflect the correct amount of any unsecured creditor's allowed Claims or the correct amount of all unsecured Claims.

Schedule E/F, Part 2, contains information regarding certain compensation related Claims of current and former employees of the Debtors, with such Claims being listed as both "contingent" and "unliquidated." In scheduling such Claims, the Debtors make no representation or assertion as to the validity of such Claims, and the Debtors reserve all rights, Claims, and defenses in connection therewith.

Schedule E/F, Part 2, contains information regarding material pending litigation involving the Debtors. The amounts for these potential Claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include Claims that may arise in connection with the rejection of any executory contract or unexpired lease, if any, that may be or have been rejected.

In many cases, the Claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a Claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors' estates, the Debtors have not listed a specific date or dates for such Claim.

The Debtors have included payables liabilities in Schedule E/F reflecting amounts recorded in their books and records as of approximately January 22, 2024. As of

the date hereof, the Debtors may not have received all invoices for payables, expenses, and other liabilities that accrued prior to the Petition Date, and continue to reconcile their books and records for the determination of prepetition liabilities. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligation, to amend Schedules D and E/F if and as they receive additional prepetition invoices.

4. Schedule G– Creditors Who Have Unsecured Claims.

Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the “Agreements”), review is ongoing and inadvertent errors, omissions or overinclusion may have occurred. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as indemnity agreements, supplemental agreements, and amendments/letter agreements that may not be set forth in Schedule G. In addition, as described herein, certain nondisclosure agreements and or other confidential information have been omitted, as well as certain short-term purchase and sales orders given their large number and transitory nature.

Omission of an agreement from Schedule G does not constitute an admission that such omitted agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Petition Date or is valid or enforceable. The Agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements that may not be listed on Schedule G. Agreements that are oral in nature have not been included in Schedule G. Any and all of the Debtors’ rights, Claims, and causes of action with respect to the Agreements listed on Schedule G are hereby reserved and preserved, and as such, the Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any Agreements set forth on Schedule G, (ii) dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor’s claim, including, but not limited to, the Agreements listed on Schedule G and (iii) to amend or supplement such Schedule as necessary. Certain of the Agreements listed on Schedule G may have been entered into on behalf of more than one of the Debtors. Additionally, the specific Debtor obligors to certain of the Agreements may not have been specifically ascertained in every circumstance. In such cases, the Debtors have made reasonable efforts to identify the correct Debtor’s Schedule G on which to list the Agreement and, where a contract party remained uncertain, such Agreement may have been listed on a different Debtor’s Schedule G.

5. Schedule H – Codebtors.

The Debtors are party to various debt agreements, which were executed by multiple Debtors. The obligations of guarantors under prepetition, secured credit agreements are noted on Schedule H for each individual debtor.

In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. Some of these matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed on each Debtor's Schedule E/F and Statement 7, as applicable, they have not been set forth individually on Schedule H.

Furthermore, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or non-Debtors. If there are guarantees connected with any joint ventures to which the Debtors may be a party, such agreements are not identified in the Debtors' Schedules. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified, or such guarantees are discovered to have expired or be unenforceable.

Specific Statement Disclosures

Statement 1. Gross sales are reflected before exclusions for sales returns, discounts and allowances.

The Debtors operate on the standard 4-5-4 fiscal month calendar used in the retail industry, which is a multi-week approach that allocates certain months into four, five, and four weeks to reflect business activities. The fiscal periods shown include the following dates:

- FY 2022: December 26, 2021 to December 31, 2022
- FY 2023: January 1, 2023 to December 30, 2023
- FY 2024 (stub period): December 31, 2023 to January 22, 2024

Statement 3. As the Debtors' operations and activities are integrated into Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC, Debtor obligations are primarily owned and paid by and through bank accounts held by these entities.

The payments disclosed in Statement 3 are based on payments made by the Debtors with payment dates from October 24, 2023, to January 22, 2024. The actual dates that cash cleared the Debtors' bank accounts may differ based on the form of payment. The Debtors' accounts payable system does not include the corresponding payment clear dates and compiling this data would have

required a significant manual review of individual bank statements. It is expected, however, that many payments included in Statement 3 have payment clear dates that are the same as payment dates (e.g., wires and other forms of electronic payments).

The responses to Statement 3 exclude certain disbursements or transfers to creditors otherwise listed in Statement 4, Statement 9, Statement 11, and regular employee compensation payments and reimbursements made through the Debtors' third-party payroll vendor or other independent contractors fulfilling employee duties. There is no overlap or duplication between or among the data presented in response to these disclosures.

Statement 4. The Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing. Moreover, the Debtors do not take a position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law, with respect to any theories of liability, or for any other purpose.

Question 4 of the Statements does not account for merchandise that may have been moved between the Debtors' locations because such transfers are recorded through ordinary course accounting entries. The question also does not account for ordinary course transfers of cash between accounts for purposes of cash consolidation, as all cash balances are recorded within Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC.

The payroll-related amount shown in response to this question, which includes, among other things, salary, wage, additional compensation, is a gross amount that does not include reductions for amounts including employee tax or benefit withholdings.

Statement 5. On occasion, the Debtors may return damaged or unsatisfactory goods to vendors in the ordinary course of business. Other than ordinary course items, the Debtors are not aware of any property that has been repossessed by or otherwise returned to a creditor and/or seller.

Statement 6. As described in the *Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain and Administer Their Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief* Docket No. 13, the Debtors maintain certain customer programs, including return and refund programs pursuant to which customers may receive credits. To the extent a customer receives credit for a returned product, such transactions were not considered setoffs for the purpose of responding to Statement

6, although the Debtors reserve all rights with respect thereto and make no admission of waiver thereby.

Statement 7. The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings. Further, the Debtors operate in numerous jurisdictions and in the ordinary course of business may have disputed property valuations/tax assessments. The Debtors have not listed such disputes on Statement 7.

Statement 9. The Debtors make certain donations of unsaleable inventory to several charitable organizations. Such donations are tracked based on the book value of the inventory, and amounts donated are not tracked on a vendor-level basis.

Statement 10. The losses listed may exclude those incurred in the ordinary course of business or those where the amount is de minimis.

Statement 11. The Debtors have used reasonable efforts to identify payments for services of any entities who provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date, which are identified in Careismatic Brands, LLC's response to Statement 11. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms and related orders.

Statement 14. The Debtors have used reasonable efforts to determine all former addresses and properties used within a three-year period of the Petition Date. Locations that exclude the beginning date were used prior to January 22, 2021 (beginning of three-year period to petition date of January 22, 2024), although the Debtors are unable to determine the exact dates. All ending dates left blank are properties that continue to be used by the Debtors.

Statement 18. The Debtors previously had bank accounts held at the former Union Bank. Union Bank was acquired by U.S. Bank, at which time all of the Debtors' Union bank accounts migrated to U.S. Bank. Statement 18 does not list the former Union Bank accounts.

Statement 27. The Debtors perform daily cycle counts of their inventory product at their various distribution centers. Third-party logistics vendors that hold inventory for the Debtors also perform daily cycle counts. . In an effort to reduce the volume of disclosures that would be otherwise applicable, the Debtors have omitted such frequent cycle counts conducted by the warehouses and distribution centers.

* * * * *

In re:	§	Chapter 11
	§	
PACOIMA LIMITED, LLC , <i>et al.</i> ,	§	Case No. 24-10579
	§	
Debtors ¹	§	(Jointly Administered)
	§	

SCHEDULES OF ASSETS AND LIABILITIES FOR
Pacoima Limited, LLC
(CASE NO. 24-10579)

Schedule A/B: Assets - Real and Personal Property

Part 1:

Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☒ No. Go to Part 2.
- ☐ Yes. Fill in the information below.

General Description	Type of Account (if applicable)	Last 4 digits of account # (if applicable)	Current value of debtor's interest
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2. Cash on hand

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

4. Other cash equivalents (Identify all)

5. Total of Part 1.

Add lines 2 through 4. Copy the total to line 80.

Schedule A/B: Assets - Real and Personal Property

Part 2:

Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

General Description	Current value of debtor's interest
---------------------	------------------------------------

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

Schedule A/B: Assets - Real and Personal Property

Part 3:

Accounts receivable

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
- ☐ Yes. Fill in the information below.

General Description	Face or requested amount	Doubtful or uncollectable	Current value of debtor's interest
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11. Accounts receivable

11.1 C. ALL ACCOUNTS RECEIVABLE:	-		=
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12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Schedule A/B: Assets - Real and Personal Property

Part 4:

Investments

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
- ☒ Yes. Fill in the information below.

General Description	Valuation method used for current value	Current value of debtor's interest
---------------------	---	------------------------------------

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

15.1 STRATEGIC DISTRIBUTION, L.P. (OWNERSHIP 1%)

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

17. Total of Part 4.

Add lines 14 through 16. Copy the total to line 83.

\$0

Schedule A/B: Assets - Real and Personal Property

Part 5: Inventory, excluding agriculture assets - detail

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General Description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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19. Raw materials

20. Work in progress

21. Finished goods, including goods held for resale

22. Other Inventory or supplies

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- ☐ No.
- ☐ Yes.

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No.
- ☐ Yes.

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General Description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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28. Crops-either planted or harvested

29. Farm animals

30. Farm machinery and equipment

31. Farm and fishing supplies, chemicals, and feed

32. Other farming and fishing-related property not already listed in Part 6

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 84.

34. Is the debtor a member of an agricultural cooperative?

- ☐ No.
- ☐ Yes.

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No.
- ☐ Yes.

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No.
- ☐ Yes.

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 7:

Office furniture, fixtures, and equipment; and collectibles - detail

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General Description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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39. Office furniture

40. Office fixtures

41. Office equipment, including all computer equipment and communication systems equipment and software

42. Collectibles

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 84.

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No.
- ☐ Yes.

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General Description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	--	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

48. Watercraft, trailers, motors, and related accessories

49. Aircraft and accessories

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 84.

51. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No.
- ☐ Yes.

52. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 9:

Real property - detail

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

56. Total of Part 9.

Add the current value on all Question 55 lines and entries from any additional sheets. Copy the total to line 88.

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No.
- ☐ Yes.

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 10: Intangibles and intellectual property - detail

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General Description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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60. Patents, copyrights, trademarks, and trade secrets

61. Internet domain names and websites

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No.
- ☐ Yes.

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No.
- ☐ Yes.

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 11:

All other assets

70. Does the debtor own any other assets that have not yet been reported on this form? Include all interests in executory contracts and unexpired leases not previously reported on this form.
- ☒ No. Go to Part 12.
- ☐ Yes. Fill in the information below.

General Description	Current value of debtor's interest
---------------------	------------------------------------

71. Notes receivable
72. Tax refunds and unused net operating losses (NOLs)
73. Interests in insurance policies or annuities
74. Causes of action against third parties (whether or not a lawsuit has been filed)
75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims
76. Trusts, equitable or future interests in property
77. Other property of any kind not already listed Examples: Season tickets, country club membership
78. Total of Part 11.
Add lines 71 through 77. Copy the total to line 90.
79. Has any of the property listed in Part 11 been appraised by a professional within the last year?
- ☐ No.
- ☐ Yes.

Schedule A/B: Assets - Real and Personal Property

Part 12:

Summary

Type of property	Current value of personal property	Current value of real property	Total of all property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$0		
81. Deposits and prepayments. Copy line 9, Part 2.	\$0		
82. Accounts receivable. Copy line 12, Part 3.	\$0		
83. Investments. Copy line 17, Part 4.	\$0		
84. Inventory. Copy line 23, Part 5.	\$0		
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$0		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0		
88. Real property. Copy line 56, Part 9.		\$0	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$0		
91. Total. Add lines 80 through 90 for each column.	\$0	\$0	
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$0

Schedule D: Creditors Who Have Claims Secured by Property

Part 1:

List Creditors Who Have Secured Claims

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in the information below.

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C - U - D	Amount of Claim	Value of Collateral
2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.							
2.1 UBS AG, 600 WASHINGTON BLVD 9TH FLOOR, STAMFORD, CT 06901	☒	☐	☒	DATE: 1/6/2021 - LIEN DESCRIPTION: GUARANTOR TO THE FIRST LIEN TERM LOANS, CO-INTEREST: SEE GLOBAL NOTES, PROPERTY DESCRIPTION: FIRST PRIORITY LIEN ON SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS	☒ ☒ ☐	\$593,694,040	UNDETERMINED
2.2 UBS AG, 600 WASHINGTON BLVD 9TH FLOOR, STAMFORD, CT 06901	☒	☐	☒	DATE: 1/6/2021 - LIEN DESCRIPTION: GUARANTOR TO THE SECOND LIEN TERM LOANS, CO-INTEREST: SEE GLOBAL NOTES, PROPERTY DESCRIPTION: SECOND PRIORITY LIEN ON SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS	☒ ☒ ☐	\$110,932,832	UNDETERMINED
2.3 UBS AG, 600 WASHINGTON BLVD 9TH FLOOR, STAMFORD, CT 06901	☒	☐	☒	DATE: 1/6/2021 - LIEN DESCRIPTION: GUARANTOR TO THE FIRST LIEN REVOLVING LOANS, CO-INTEREST: SEE GLOBAL NOTES, PROPERTY DESCRIPTION: FIRST PRIORITY LIEN ON SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS	☒ ☒ ☐	\$100,506,651	UNDETERMINED
2.4 UBS AG, 600 WASHINGTON BLVD 9TH FLOOR, STAMFORD, CT 06901	☐	☐	☐	DATE: 1/6/2021 - LIEN DESCRIPTION: UCC LIEN AS DESCRIBED IN FILE NUMBER U210000915617	☒ ☒ ☐	UNDETERMINED	UNDETERMINED

Schedule D: Creditors Who Have Claims Secured by Property

Part 1:

List Creditors Who Have Secured Claims

2.5	UBS AG, 600 WASHINGTON BLVD 9TH FLOOR, STAMFORD, CT 06901	☐	☐	☐	DATE: 1/6/2021 - LIEN DESCRIPTION: UCC LIEN AS DESCRIBED IN FILE NUMBER U210000919625	☒	☒	☐	UNDETERMINED	UNDETERMINED
2.6	WINGSPIRE EQUIPMENT FINANCE LLC,, 18302 IRVINE BLVD, STE 300, TUSTIN, CA 92780	☒	☐	☒	DATE: 7/25/2023 - LIEN DESCRIPTION: GUARANTOR TO EQUIPMENT FINANCING, CO-INTEREST: SEE GLOBAL NOTES, PROPERTY DESCRIPTION: EQUIPMENT	☒	☒	☐	\$2,860,092	UNDETERMINED
2.7	WINGSPIRE EQUIPMENT FINANCE LLC,, 18302 IRVINE BLVD, STE 300, TUSTIN, CA 92780	☐	☐	☐	DATE: 7/28/2023 - LIEN DESCRIPTION: UCC LIEN AS DESCRIBED IN FILE NUMBER U230053506311	☒	☒	☐	UNDETERMINED	UNDETERMINED

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$807,993,616

Schedule D: Creditors Who Have Claims Secured by Property

Part 2:

List Others to Be Notified for a Debt Already Listed in Part 1

Name and Mailing Address	Part 1 Line on which the Related Creditor was Listed	Last 4 Digits of Account Number for this Entity
--------------------------	--	---

4. List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors

Schedule E/F: Creditors Who Have Unsecured Claims

Part 1:

List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C - U - D	Offset	Total Claim	Priority Amount
---	--	-----------	--------	-------------	-----------------

2. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

2. Total: All Creditors with PRIORITY Unsecured Claims

Schedule E/F: Creditors Who Have Unsecured Claims

Part 2:

List All Creditors with NONPRIORITY Unsecured Claims

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C - U - D	Basis for Claim	Offset	Amount of Claim
---	--	-----------	-----------------	--------	-----------------

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.
3. Total: All Creditors with NONPRIORITY Unsecured Claims

Schedule E/F: Creditors Who Have Unsecured Claims

Part 3:

List Others to Be Notified About Unsecured Claims

Creditor's Name, Mailing Address Including Zip Code	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number for this entity
---	--	---

3. List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Schedule E/F: Creditors Who Have Unsecured Claims

Part 4:

Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5. a. Total claims from Part 1

\$0

5. b. Total claims from Part 2

\$0

5. c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

\$0

Schedule G: Executory Contracts and Unexpired Leases

Part 1:

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor’s other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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2. List all contracts and unexpired leases

2.1 SEE SCHEDULE G ATTACHMENT ☐

Total number of contracts

1

In re: Pacoima Limited, LLC
Case No. 24-10579
Schedule G
Executory Contracts and Unexpired Leases

Line	Name of other parties with whom the debtor has an executory contract or unexpired lease	Creditor Notice Name	Address 1	Address 2	Address 3	CITY	STATE	ZIP	Country	State the Nature of Contract / Lease	The Term Remaining
2.1	Strategic Partners, Inc.		9800 De Soto Ave			Chatsworth	CA	91311		Intercompany Agreement Limited Liability Company Agreement of Pacoima Limited, LLC	Unknown

Schedule H: Codebtors

DocumentPage 43 of 46

Part 1:

1. Does the debtor have any codebtors?
- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

Codebtor Name and Mailing Address	Creditor Name	D - E/F - G
2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.		
2.1 ALLHEARTS, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	UBS AG	☒ ☐ ☐
2.2 CAREISMATIC BRANDS, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	UBS AG	☒ ☐ ☐
2.3 CAREISMATIC GROUP II INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.4 CAREISMATIC GROUP INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.5 CAREISMATIC, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	UBS AG	☒ ☐ ☐
2.6 CBI INTERMEDIATE, INC. 1200 ENTREPREEURIAL DR, BROOMFIELD, CO, 80021	UBS AG	☒ ☐ ☐
2.7 KRAZY KAT SPORTSWEAR LLC 25 EAST UNION AVE, RUTHERFORD, NJ, 7073	UBS AG	☒ ☐ ☐
2.8 MARKETPLACE IMPACT, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	UBS AG	☒ ☐ ☐
2.9 MED COUTURE, LLC 1901 HULTTON CRT, FARMERS BRANCH, TX, 75234	UBS AG	☒ ☐ ☐
2.10 MEDELITA, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	UBS AG	☒ ☐ ☐
2.11 NEW TROJAN PARENT, INC. 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	UBS AG	☒ ☐ ☐
2.12 SILVERTS ADAPTIVE, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	UBS AG	☒ ☐ ☐
2.13 STRATEGIC DISTRIBUTION, L.P. 4715 MOUNTAIN CREEK PKWY, DALLAS, TX, 75234	UBS AG	☒ ☐ ☐
2.14 STRATEGIC GENERAL PARTNERS, LLC 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.15 STRATEGIC PARTNERS ACQUISITION CORP. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.16 STRATEGIC PARTNERS CORP. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.17 STRATEGIC PARTNERS MIDCO, LLC 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐
2.18 TROJAN BUYER, INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒ ☐ ☐

Schedule H: Codebtors

Document

Page 44 of 46

Part 1:

2.19	TROJAN HOLDCO, INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	UBS AG	☒	☐	☐
2.20	CAREISMATIC BRANDS, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.21	ALLHEARTS, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.22	CAREISMATIC GROUP II INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.23	CAREISMATIC GROUP INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.24	CAREISMATIC, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.25	CBI INTERMEDIATE, INC. 1200 ENTREPREEURIAL DR, BROOMFIELD, CO, 80021	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.26	KRAZY KAT SPORTSWEAR LLC 25 EAST UNION AVE, RUTHERFORD, NJ, 7073	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.27	MARKETPLACE IMPACT, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.28	MED COUTURE, LLC 1901 HULTTON CRT, FARMERS BRANCH, TX, 75234	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.29	MEDELITA, LLC 1119 COLORADO AVE, SANTA MONICA, CA, 90401	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.30	NEW TROJAN PARENT, INC. 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.31	SILVERTS ADAPTIVE, LLC 9800 DE SOTO AVE, CHATSWORTH, CA, 91311	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.32	STRATEGIC DISTRIBUTION, L.P. 4715 MOUNTAIN CREEK PKWY, DALLAS, TX, 75234	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.33	STRATEGIC GENERAL PARTNERS, LLC 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.34	STRATEGIC PARTNERS ACQUISITION CORP. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.35	STRATEGIC PARTNERS CORP. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.36	STRATEGIC PARTNERS MIDCO, LLC 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.37	TROJAN BUYER, INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐
2.38	TROJAN HOLDCO, INC. 2140 S DUPONT HWY, CAMDEN, DE, 19934	WINGSPIRE EQUIPMENT FINANCE LLC,	☒	☐	☐

Total Number of Co-Debtor / Creditor Rows

38

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1. a. Real Property:

Copy line 88 from Schedule A/B

\$0

1. b. Total personal property:

Copy line 91A from Schedule A/B

\$0

1. c. Total of all property:

Copy line 92 from Schedule A/B

\$0

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D

\$807,993,616

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3. a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 6a of Schedule E/F

\$0

3. b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 6b of Schedule E/F

\$0

4. Total liabilities

Lines 2 + 3a + 3b

\$807,993,616

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

Warning -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571

Declaration and Signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- ☒ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☒ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☒ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☒ Schedule H: Codebtors (Official Form (206H)
- ☒ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule
- ☐ Other document that requires a declaration

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

Executed on: 3/5/2024

Signature: /s/ Kent Percy

Kent Percy, Chief Restructuring Officer
Name and Title

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Co-Counsel to the Debtors and Debtors in Possession

Co-Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CAREISMATIC BRANDS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10561 (VFP)

(Jointly Administered)

**GLOBAL NOTES AND STATEMENTS
OF LIMITATIONS, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

General

The Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements” and, together with the Schedules, the “Schedules and Statements”) filed by Careismatic Brands, LLC (the “Company”) and its twenty-one debtor affiliates, as chapter 11 debtors and debtors in possession (collectively, the “Debtors”) pending in the United States Bankruptcy Court for the District of New Jersey (the “Court”) were prepared, pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and rule 1007 of the Federal Rules of

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.donlinrecano.com/careismatic>. The location of Debtor Careismatic Brands, LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is: 1119 Colorado Avenue, Santa Monica, California 90401.

Bankruptcy Procedure (the “Bankruptcy Rules”), by management of the Debtors, with the assistance of the Debtors’ legal and financial advisors.

These global notes and statements of limitations, methodology, and specific disclosures regarding the Debtors’ Schedules and Statements (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, all of the Schedules and Statements, and should be referred to, and reference in connection with, any review of the Schedules and Statements.

The Schedules and Statements are unaudited and reflect the Debtors’ reasonable efforts to report certain financial information of each Debtors on a standalone, unconsolidated basis. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are not intended to be fully reconciled to the financial statements.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors’ have made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. Accordingly, the Debtors and their directors, managers, officers, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy of completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. In no event will the Debtors, their agents, or their advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential Claim (as defined herein) against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and Statements. Accordingly, the Schedules and Statements remain subject to further review and verification by the Debtors. The Debtors reserve their right to amend the Schedules and Statements from time to time as may be necessary or appropriate; *provided*, that the Debtors, their agents, and their advisors expressly do not undertake any obligation to update, modify, revise, or recategorize the information provided herein or to notify any third party should the information be updated, modified, revised, or recategorized, except as required by applicable law.

Kent Percy, the Chief Restructuring Officer, has signed each of the Schedules and Statements. Mr. Percy is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Percy has relied upon the efforts, statements, advice, and representations of various personnel of the Debtors and the Debtors’ legal and financial advisors. Mr. Percy has not (and could not have) personally verified the accuracy of each statement and

representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. **Description of Cases.** On January 22, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 24, 2024, the Court entered an order authorizing procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 57]. On February 2, 2024, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “Committee”) [Docket No. 136], and subsequently reconstituted the Committee on February 14, 2024 [Docket No. 204]. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedule and Statement. The asset information provided herein, except as otherwise noted, represents the asset data of the Debtors as of December 30, 2023, the date of the Debtors’ month end closure to their balance sheet, and the liability data of the Debtors is as of the close of business on the Petition Date.
2. **Global Notes Control.** In the event that the Schedules or Statements differ from any of the Global Notes, the Global Notes shall control.
3. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to: (i) amend and/or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to the description, designation, or Debtor against which any claim against a Debtor (“Claim”)² is asserted; (ii) dispute or otherwise assert offsets, setoffs, or other defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim (regardless of whether such Claim is designated in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated”). Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated,” or a waiver of any right to later object to any Claim on any grounds. Listing a Claim does not constitute an admission of (a) liability or (b) amounts due or owed, if any, in each case, by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, any rights or Claims of the Debtors against any third party or issues

² For the purposes of these Global Notes, the term Claim shall have the meaning ascribed to it pursuant to section 101(5) of the Bankruptcy Code.

involving substantive consolidation, defenses, statutory or equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

- (a) **No Admission.** Nothing contained in the Schedules and Statements is intended as, or should be construed as, an admission or stipulation of the validity of any Claim against any Debtors, any assertion made therein or herein, or a waiver of any of the Debtors' rights to dispute any Claim or assert any cause of action or defense against any party.
- (b) **Recharacterization.** The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. Nevertheless, due to the complexity of the Debtors' businesses, the Debtors may not have accurately characterized, classified, categorized, or designated certain items and/or may have omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
- (c) **Classifications.** Listing (i) a Claim on Schedule D as "secured," (ii) a Claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors' rights to object to such Claim, recharacterize, or reclassify such Claim or contract. Moreover, although the Debtors may have scheduled Claims of various creditors as secured Claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a security interest has been undertaken. Except as provided in an order of the Court, the Debtors reserve all rights to dispute and challenge the secured nature or amount of any such creditor's Claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's Claim.
- (d) **Estimates and Assumptions.** To prepare and file the Schedules and Statements as close to the Petition Date as possible, the Debtors were required to make commercially reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.

- (e) **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law they may have (collectively, “Causes of Action”), and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any such Claims, Causes of Action, or avoidance actions, or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- (f) **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner; however, in some instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.
- (g) **Insiders.** The Debtors have attempted to include payments made on or within twelve months before the Petition Date to any individual or entity who, in the Debtors’ good faith belief, may be deemed an “insider.” As to each Debtor, an individual or entity is designated as an “insider” pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing.

The listing or omission of a party as an “insider” for purposes of the Schedules and Statements is for informational purposes and is not intended to be, nor should it be, construed as an admission that those parties are insiders for purposes of section 101(31) of the Bankruptcy Code. Information regarding the individuals or entities listed as insiders in the Schedules and Statements may not be used for: (a) the purposes of determining (i) control of the Debtors; (ii) the extent to which

any individual or entity exercised management responsibilities or functions; (iii) corporate decision-making authority over the Debtors; or (iv) whether such individual or entity (or the Debtors) could successfully argue that they are not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (b) any other purpose. Furthermore, the listing or omission of a party as an “insider” for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, Claim, or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

4. Methodology.

- (a) **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for the Debtors and their non-Debtor affiliates. The Schedules and Statements are unaudited and reflect the Debtors’ reasonable efforts to report certain financial information of each Debtor on an unconsolidated basis. These Schedules and Statements neither purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Information contained in the Schedules and Statements has been derived from the Debtors’ books and records and historical financial statements.

The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor entity. Because the Debtors’ accounting systems, policies, and practices were developed for consolidated reporting purposes rather than for reporting by legal entity, it is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements. Specifically, the Debtors only record financial statements and cash activity for Careismatic Brands, LLC, AllHearts, LLC and Silverts Adaptive, LLC, as the other legal entities are integrated into the aforementioned entities. All payments are made by Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC, and therefore are presented as such in the Schedules and Statements. Intercompany receivables and payables are created to account for transactions in which one legal entity pays on behalf of another legal entity. As most entities have been integrated into Careismatic Brands, LLC, unless indicated otherwise, scheduled claims are listed as a liability of Careismatic Brands, LLC. The Debtors reserve all rights to supplement and amend the Schedules and Statements in this regard, including with respect to reallocation of assets or liabilities to any particular legal entity.

Reasonable efforts have been made to indicate the ultimate beneficiary of a payment or obligation. Whether a particular payment or obligation was incurred by the entity actually making the payment or incurring the obligation is a complex question of applicable non-bankruptcy law, and nothing herein constitutes an admission that any Debtor entity is an obligor with respect to any such payment. The Debtors reserve all rights to reclassify any payment or obligation as attributable

to another entity and all rights with respect to the property accounting and treatment of such assets and liabilities.

Moreover, given, among other things, the uncertainty surrounding the valuation, collection, and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, it is not an admission that the Debtor was solvent as of the Petition Date or at any time prior to the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, it is not an admission that the Debtor was insolvent as of the Petition Date or any time prior to the Petition Date. For the avoidance of doubt, nothing contained in the Schedules and Statements is indicative of the Debtors' enterprise value. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment.

- (b) **Confidential or Sensitive Information.** There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to, among other things, the nature of an agreement between a Debtor and a third party, local restrictions on disclosure, concerns about the confidential or commercially sensitive nature of certain information (e.g., names and other information), or concerns for the privacy of the Debtors' creditors and clients. The alterations will be limited to only what is necessary to protect the Debtor or the applicable third party. The Debtors may also be authorized or required to redact certain information from the public record pursuant to orders of the Court authorizing the Debtors to redact, seal, or otherwise protect such information from public disclosure. All such redacted information shall be made available as directed by orders of the Court or to the individual client or creditor scheduled, as applicable.
- (c) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in response to multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities, and prepetition payments once.
- (d) **Net Book Value.** In certain instances, current market valuations for certain assets are neither maintained by, nor readily available to, the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of December 30, 2023. Market values may vary, sometimes materially, from net book values. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain the current market valuations for all assets. Accordingly, the Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are undetermined or unknown where necessary.

In addition, assets that have been fully depreciated or that were expensed for accounting purposes either do not appear in these Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a

waiver of any rights of the Debtors with respect to such asset. Given, among other things, the current market valuation of certain assets and the valuation and nature of certain liabilities, nothing in the Schedules and Statements shall be, or shall be deemed to be, an admission that any Debtor was solvent or insolvent as of the Petition Date.

- (e) **Payment of Prepetition Claims Pursuant to First Day Orders.** Following the Petition Date, the Court entered various orders authorizing the Debtors to pay, among other things, certain prepetition: (i) service fees and charges assessed by the Debtors' banks; (ii) insurance obligations; (iii) employee wages, salaries, and related items (including, but not limited to, employee benefit programs and supplemental workforce obligations); (iv) taxes and assessments; (v) customer program obligations; and (vi) critical vendor obligations (collectively, the "First Day Orders"). As such, outstanding liabilities may have been reduced by any Court-approved postpetition payments made on prepetition payables. Where and to the extent these liabilities have been satisfied, they are not listed in the Schedules and Statements, unless otherwise indicated. The Debtors reserve the right to update the Schedules and Statements to reflect payments made pursuant to an order of the Court (including the First Day Orders).
- (f) **Other Paid Claims.** To the extent the Debtors have reached any postpetition settlement with a vendor or other creditor, the terms of such settlement will prevail, supersede amounts listed in the Schedules and Statements, and shall be enforceable by all parties, subject to any necessary Court approval. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.
- (g) **Property and Equipment.** Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is, or shall be construed as, an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.
- (h) **Inventory.** The Debtors' inventory is comprised of raw materials, work-in-process inventory, and finished merchandise and is stated at the lower of weighted average cost and net realizable value. The calculation of cost includes merchandise purchases, the costs to bring the merchandise to distribution centers, warehousing and handling expenditures, and distributing and delivering merchandise to stores and fulfillment centers (direct and indirect). Carrying values of inventory are analyzed and, to the extent that the cost of inventory exceeds the expected selling prices less reasonable costs to sell, provisions are made to reduce the carrying amount of the inventory. The Debtors review their inventory levels in order to

identify slow-moving merchandise and use merchandise markdowns to sell such merchandise, as needed. Since the determination of net realizable value of inventory involves both estimation and judgment with regard to market values and reasonable costs to sell, differences in these estimates could result in ultimate valuations that differ from the recorded asset. The majority of inventory purchases and commitments are made in U.S. dollars in order to limit the Debtors' exposure to foreign currency fluctuations.

- (i) **Allocation of Liabilities.** The Debtors, in consultation with their advisors, have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend and/or supplement the Schedules and Statements as they deem appropriate in this regard.
- (j) **Undetermined Amounts.** The description of an amount as "unknown," "undetermined," or "to be determined" is not intended to reflect upon the materiality of such amount.
- (k) **Unliquidated Claim Amounts.** Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."
- (l) **Totals.** All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total. To the extent a Debtor is a guarantor of debt held by another Debtor, the amounts reflected in these Schedules are inclusive of each Debtor's guarantor obligations.
- (m) **Intercompany Receivables and Payables.** Receivables and payables among the Debtors and among the Debtors and their non-Debtor affiliates are reported on Schedule A/B and Schedule E/F, respectively, per the Debtors' unaudited books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be construed as, an admission or conclusion of the Debtors regarding the allowance, classification, validity, or priority of such account or characterization of such balances as debt, equity, or otherwise. For the avoidance of doubt, the Debtors reserve all rights, Claims, and defenses in connection with any and all intercompany receivables and payables, including, but not limited to, with respect to the characterization of intercompany Claims, loans, and notes.

Without limiting the generality of the foregoing, certain intercompany receivables and payables among and between the Debtors have been consolidated and netted in the Debtors' books and records. Such treatment is not, and should not be construed as, an admission of the amount and/or validity of any such intercompany receivables and payables or the validity of any netting or offset per the Debtors'

books and records. The Debtors take no position in these Schedules and Statements as to whether any such amounts would be allowed as a Claim or an interest, or not allowed at all. The listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or Claim status of any intercompany liability account. The Debtors reserve all rights to later change the amounts, characterization, classification, categorization, or designation of intercompany accounts reported in the Schedules and Statements.

- (n) **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantees and other secondary liability Claims (collectively, the “Guarantees”) in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to review all of their contractual agreements for Guarantees. Where such Guarantees have been identified, they have been included in the relevant Schedules G and H for the affected Debtor or Debtors. The Debtors may have inadvertently omitted Guarantees embedded in their contractual agreements and may identify additional Guarantees as they continue their review of their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if additional Guarantees are identified.
- (o) **Claims of Third-Party Related Entities.** While the Debtors have made every effort to properly classify each Claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors’ obligations to same. Therefore, to the extent that the Debtors have classified their estimate of Claims of a creditor as disputed, all Claims of such creditor’s affiliates listed in the Schedules and Statements shall similarly be considered as disputed, whether or not they are designated as such.
- (p) **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including without limitation: accrued salaries; employee benefit accruals; certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; certain deferred tax assets and liabilities; deferred revenue accounts; and certain other accrued liabilities. In addition, and as set forth above, the Debtors may have excluded amounts for which the Debtors have paid or have been granted authority to pay pursuant to the First Day Orders or other order that may be entered by the Court. Additionally, certain immaterial or de minimis assets and liabilities may have been excluded.
- (q) **Liens.** The inventories, property, and equipment listed in the Statements and Schedules are presented without consideration of any asserted mechanics’, materialmen, or similar liens that may attach (or have attached) to such inventories, property, and equipment.

- (r) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (s) **Setoffs.** The Debtors may incur certain setoffs and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, loan transactions, intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their customers and/or suppliers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules.
- (t) **Contingent Assets.** The Debtors believe that they may possess certain Claims and Causes of Action against various parties. Additionally, the Debtors may possess contingent Claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have identified and/or set forth all of their Causes of Action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any Claims, Causes of Action, or avoidance actions they may have, and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such Claims, avoidance actions, or Causes of Action or in any way prejudice or impair the assertion of such Claims, avoidance actions, or Causes of Action.
- Additionally, prior to the Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, Part 3, Question 7, for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff.
- (u) **Executory Contracts.** Although the Debtors made diligent efforts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In general, the Debtors have excluded nondisclosure agreements entered into in connection with these chapter 11 cases to avoid any potential breach of such nondisclosure agreements.
- (v) **Leases.** The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases. To the extent that there was an amount outstanding as of the Petition Date, the creditor has been included on Schedule E/F of the Schedules.

- (w) **Fiscal Year.** Each Debtor's most recent fiscal year ended on December 30, 2023. The Debtors operate on a 4-5-4 fiscal month calendar (standard format in the retail industry to reflect business activities) for financial reporting, and the date on which the fiscal year ends can change annually.
- (x) **Umbrella or Master Agreements.** Contracts and leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only for the Debtor entity that signed the original umbrella or master agreement. Other Debtors, however, may be liable together with such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate. The master service agreements have been listed in Schedule G, but do not reflect any decision by the Debtor as to whether or not such agreements are executory in nature.
- (y) **Credits and Adjustments.** The Claims of individual creditors for, among other things, goods, products, services, or taxes are listed in the amounts entered on the Debtors' books and records and may either (i) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (ii) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtors on a postpetition basis on account of such credits, allowances, or other adjustments earned from prepetition payments and vendor payments, if applicable. The Debtors reserve all of their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert Claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a postpetition basis.
- (z) **Payments.** The financial affairs and business of the Debtors are complex. Prior to the Petition Date, the Debtors maintained a cash management and disbursement system in the ordinary course of their businesses. Although efforts have been made to attribute open payable amounts to the correct legal entity, the Debtors reserve the right to modify or amend their Schedules and Statements to attribute such payment to a different legal entity, if appropriate.

Specific Schedule Disclosures

Schedules A/B, D, E/F, G, and H may contain explanatory or qualifying notes that pertain to the information provided in the Schedules. Those Schedule-specific notes are incorporated herein by reference. Unless otherwise noted, the asset totals listed in the Schedules are derived from amounts included in the Debtors' books and records as of December 30, 2023. To the extent there are unknown or undetermined amounts, the actual total may be different from the total listed.

1. Schedule A/B – Assets – Real and Personal Property.

(a) *Part 1 – Cash.*

- (i) *Item 3.* As set forth more fully in the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions, and (II) Granting Related Relief [Docket No. 16], the Debtors conduct their operations through an extensive network of bank accounts. All cash balances are consolidated within the Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC entities. For purposes of Part 1, cash balances are reflected under the Debtor entity with which the bank account is associated. The values provided for in Schedule A/B, Item 3 for each account for a given Debtor reflect the ending cash balance of such account as of the Petition Date.

(b) *Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles.*

- (i) *Items 39–41.* In an effort to reduce the volume of the disclosures that would be otherwise applicable, the Debtors are disclosing their fixed assets at the category level.

(c) *Part 8 – Machinery, Equipment, and Vehicles.*

- (i) *Item 47–50.* In an effort to reduce the volume of the disclosures that would be otherwise applicable, the Debtors are disclosing their fixed assets at the category level.

(d) *Part 10 – Intangibles and Intellectual Property.*

- (i) *Item 61.* Although the Debtors made diligent efforts to attribute each internet domain name to its rightful Debtor, in certain instances, the Debtors were unable to identify the current legal entity to which the internet domain name belonged. As such, the Debtors attributed those internet domain names to Debtor Careismatic Brands, LLC on the Schedule.

(e) *Part 11 – All Other Assets.*

- (i) *Item 73.* The Debtors' insurance policies apply to each Debtor entity, but all policies are held by CBI Parent, L.P., and are disclosed at Schedule A/B.

2. Schedule D – Creditors Who Have Claims Secured by Property.

(a) *Part 1 – List Creditors Who Have Secured Claims.*

- (i) Unless otherwise noted herein, in Schedule D, secured claims are listed at their full principal plus accrued interest as of the Petition Date. Schedule

E/F does not include a potential deficiency claim that may result from a partial recovery.

- (ii) The *Joint Plan of Reorganization of Careismatic Brands, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 296] (as may be modified, supplemented, or amended from time to time, the “Plan”) anticipates that the Second Lien Term Loan Facility (as defined in the Plan) is undersecured and will have a partial recovery on account of its Second Lien Secured Claims (as defined in the Plan) as well as a Second Lien Deficiency Claim (as defined in the Plan). In Schedule D, this loan is listed at its full principal amount plus accrued interest as of the Petition Date. Schedule E/F does not include a potential deficiency claim that may result from a partial recovery.

3. Schedule E/F – Creditors Who Have Unsecured Claims.

(a) Part 1 – Creditors with Priority Unsecured Claims.

- (i) **Priority Tax Claims:** Pursuant to the *Final Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief* Docket No. 358 (the “Final Taxes Order”), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority Claims based upon prepetition tax accruals may have been paid or may be paid pursuant to the Final Taxes Order or pursuant to further Court order. Therefore, the Debtors have listed the taxing authorities with a contingent, undetermined, or \$0 amount.

The Debtors have made a reasonable effort to list all known taxing authorities. However, the Debtors acknowledge the possibility that information related to material tax accruals may be discovered subsequent to the filing of the Schedules and Statements. The Debtors reserve the right to supplement or amend this response in the future if additional information becomes available, should the Debtors deem it appropriate.

- (ii) **Employee Claims:** Pursuant to the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* Docket No. 336 the Debtors received final authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee Claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority Claim, have been or will be satisfied, and such satisfied amounts are not listed.

The listing of a Claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such Claim or any portion thereof is entitled to priority status.

Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity or immunity from avoidance of any Claim purported to be granted to a creditor listed on Schedule E/F. Moreover, although the Debtors have scheduled Claims of various creditors, the Debtors reserve all rights to dispute or challenge any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim.

- (b) *Part 2 – Creditors with Nonpriority Unsecured Claims.* The liabilities identified on Schedule E/F, Part 2, are derived from the Debtors' books and records. The Debtors have made a reasonable attempt to verify their unsecured obligations, although the actual amount of Claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities may not reflect the correct amount of any unsecured creditor's allowed Claims or the correct amount of all unsecured Claims.

Schedule E/F, Part 2, contains information regarding certain compensation related Claims of current and former employees of the Debtors, with such Claims being listed as both "contingent" and "unliquidated." In scheduling such Claims, the Debtors make no representation or assertion as to the validity of such Claims, and the Debtors reserve all rights, Claims, and defenses in connection therewith.

Schedule E/F, Part 2, contains information regarding material pending litigation involving the Debtors. The amounts for these potential Claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include Claims that may arise in connection with the rejection of any executory contract or unexpired lease, if any, that may be or have been rejected.

In many cases, the Claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a Claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors' estates, the Debtors have not listed a specific date or dates for such Claim.

The Debtors have included payables liabilities in Schedule E/F reflecting amounts recorded in their books and records as of approximately January 22, 2024. As of

the date hereof, the Debtors may not have received all invoices for payables, expenses, and other liabilities that accrued prior to the Petition Date, and continue to reconcile their books and records for the determination of prepetition liabilities. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligation, to amend Schedules D and E/F if and as they receive additional prepetition invoices.

4. Schedule G– Creditors Who Have Unsecured Claims.

Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the “Agreements”), review is ongoing and inadvertent errors, omissions or overinclusion may have occurred. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as indemnity agreements, supplemental agreements, and amendments/letter agreements that may not be set forth in Schedule G. In addition, as described herein, certain nondisclosure agreements and or other confidential information have been omitted, as well as certain short-term purchase and sales orders given their large number and transitory nature.

Omission of an agreement from Schedule G does not constitute an admission that such omitted agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Petition Date or is valid or enforceable. The Agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements that may not be listed on Schedule G. Agreements that are oral in nature have not been included in Schedule G. Any and all of the Debtors’ rights, Claims, and causes of action with respect to the Agreements listed on Schedule G are hereby reserved and preserved, and as such, the Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any Agreements set forth on Schedule G, (ii) dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor’s claim, including, but not limited to, the Agreements listed on Schedule G and (iii) to amend or supplement such Schedule as necessary. Certain of the Agreements listed on Schedule G may have been entered into on behalf of more than one of the Debtors. Additionally, the specific Debtor obligors to certain of the Agreements may not have been specifically ascertained in every circumstance. In such cases, the Debtors have made reasonable efforts to identify the correct Debtor’s Schedule G on which to list the Agreement and, where a contract party remained uncertain, such Agreement may have been listed on a different Debtor’s Schedule G.

5. Schedule H – Codebtors.

The Debtors are party to various debt agreements, which were executed by multiple Debtors. The obligations of guarantors under prepetition, secured credit agreements are noted on Schedule H for each individual debtor.

In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. Some of these matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed on each Debtor's Schedule E/F and Statement 7, as applicable, they have not been set forth individually on Schedule H.

Furthermore, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or non-Debtors. If there are guarantees connected with any joint ventures to which the Debtors may be a party, such agreements are not identified in the Debtors' Schedules. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified, or such guarantees are discovered to have expired or be unenforceable.

Specific Statement Disclosures

Statement 1. Gross sales are reflected before exclusions for sales returns, discounts and allowances.

The Debtors operate on the standard 4-5-4 fiscal month calendar used in the retail industry, which is a multi-week approach that allocates certain months into four, five, and four weeks to reflect business activities. The fiscal periods shown include the following dates:

- FY 2022: December 26, 2021 to December 31, 2022
- FY 2023: January 1, 2023 to December 30, 2023
- FY 2024 (stub period): December 31, 2023 to January 22, 2024

Statement 3. As the Debtors' operations and activities are integrated into Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC, Debtor obligations are primarily owned and paid by and through bank accounts held by these entities.

The payments disclosed in Statement 3 are based on payments made by the Debtors with payment dates from October 24, 2023, to January 22, 2024. The actual dates that cash cleared the Debtors' bank accounts may differ based on the form of payment. The Debtors' accounts payable system does not include the corresponding payment clear dates and compiling this data would have

required a significant manual review of individual bank statements. It is expected, however, that many payments included in Statement 3 have payment clear dates that are the same as payment dates (*e.g.*, wires and other forms of electronic payments).

The responses to Statement 3 exclude certain disbursements or transfers to creditors otherwise listed in Statement 4, Statement 9, Statement 11, and regular employee compensation payments and reimbursements made through the Debtors' third-party payroll vendor or other independent contractors fulfilling employee duties. There is no overlap or duplication between or among the data presented in response to these disclosures.

Statement 4. The Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing. Moreover, the Debtors do not take a position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law, with respect to any theories of liability, or for any other purpose.

Question 4 of the Statements does not account for merchandise that may have been moved between the Debtors' locations because such transfers are recorded through ordinary course accounting entries. The question also does not account for ordinary course transfers of cash between accounts for purposes of cash consolidation, as all cash balances are recorded within Careismatic Brands, LLC, AllHearts, LLC, and Silverts Adaptive, LLC.

The payroll-related amount shown in response to this question, which includes, among other things, salary, wage, additional compensation, is a gross amount that does not include reductions for amounts including employee tax or benefit withholdings.

Statement 5. On occasion, the Debtors may return damaged or unsatisfactory goods to vendors in the ordinary course of business. Other than ordinary course items, the Debtors are not aware of any property that has been repossessed by or otherwise returned to a creditor and/or seller.

Statement 6. As described in the *Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain and Administer Their Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief* Docket No. 13, the Debtors maintain certain customer programs, including return and refund programs pursuant to which customers may receive credits. To the extent a customer receives credit for a returned product, such transactions were not considered setoffs for the purpose of responding to Statement

6, although the Debtors reserve all rights with respect thereto and make no admission of waiver thereby.

Statement 7. The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings. Further, the Debtors operate in numerous jurisdictions and in the ordinary course of business may have disputed property valuations/tax assessments. The Debtors have not listed such disputes on Statement 7.

Statement 9. The Debtors make certain donations of unsaleable inventory to several charitable organizations. Such donations are tracked based on the book value of the inventory, and amounts donated are not tracked on a vendor-level basis.

Statement 10. The losses listed may exclude those incurred in the ordinary course of business or those where the amount is de minimis.

Statement 11. The Debtors have used reasonable efforts to identify payments for services of any entities who provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date, which are identified in Careismatic Brands, LLC's response to Statement 11. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms and related orders.

Statement 14. The Debtors have used reasonable efforts to determine all former addresses and properties used within a three-year period of the Petition Date. Locations that exclude the beginning date were used prior to January 22, 2021 (beginning of three-year period to petition date of January 22, 2024), although the Debtors are unable to determine the exact dates. All ending dates left blank are properties that continue to be used by the Debtors.

Statement 18. The Debtors previously had bank accounts held at the former Union Bank. Union Bank was acquired by U.S. Bank, at which time all of the Debtors' Union bank accounts migrated to U.S. Bank. Statement 18 does not list the former Union Bank accounts.

Statement 27. The Debtors perform daily cycle counts of their inventory product at their various distribution centers. Third-party logistics vendors that hold inventory for the Debtors also perform daily cycle counts. . In an effort to reduce the volume of disclosures that would be otherwise applicable, the Debtors have omitted such frequent cycle counts conducted by the warehouses and distribution centers.

* * * * *

Part 1:

Income

1. Gross Revenue from business

☒ None

Identify the Beginning and Ending Dates of the Debtor's Fiscal Year, which may be a Calendar Year	Sources of Revenue (Check all that apply)	Gross Revenue (Before Deductions and Exclusions)
None		

Part 1:

Income

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

None

Description of Sources of Revenue	Gross Revenue (Before Deductions and Exclusions)

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers — including expense reimbursements — to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
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3.1 NONE

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's Name and Address and Relationship to Debtor	Dates	Amount	Reasons for Payment
4.1 NONE			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's Name and Address	Description of the property	Date	Value of property
5.1	NONE		
TOTAL			\$0

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's Name and Address	Description of Action Creditor Took	Date Action Taken	Account number	Amount
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6.1 NONE

Part 3:

Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Caption of Suit and Case Number	Nature of Proceeding	Court or Agency and Address	Status of Case
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7.1 NONE

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's Name and Address	Court Name and Address	Case Title and Number	Date	Description of property	Value
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8.1 NONE

Part 4:

Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's Name and Address	Recipient's Relation to Debtor	Description of the Gifts and Contributions	Dates Given	Value
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9.1 NONE

Part 5:

Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the lost occored	Amount of payments received for the loss	Date of loss	Value of property lost
If you have received payments to cover the loss, for example, from insurance, govertnment compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).			

10.1 NONE

TOTAL\$0

Part 6:

Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was Paid or Who Received the Transfer? Address	Email / Website	Who Made the Payment, if not Debtor	If not Money, Describe any Property Transferred	Dates	Value
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11.1 NONE

Part 6:

Certain Payments or Transfers

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

☒ None

Name of trust or Device	Trustee	Describe any Property Transferred	Dates Transfers were Made	Total Amount / Value
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12.1 NONE

13. Transports not already listed on this statement

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Name and Address of Transferee, Relationship to Debtor	Description of Property	Date Transfer was Made	Total Amount or Value
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13.1 NONE

Part 7:

Previous Locations

14. Previous Addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ None

Adress	Dates of Occupancy
14.1 9800 DE SOTO AVE CHATSWORTH, CA 91311	4/1/2012 - PRESENT

Part 8:

Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ None

Facility Name and Address	Nature of the Business Operation, Including Type of Services the Debtor Provides	Location Where Patient Records are Maintained (if Different from Facility Address). If Electronic, Identify any Service Provider.	If Debtor Provides Meals and Housing, Number of Patients in Debtor's Care	How are Records Kept?

15.1 NONE

16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No
- ☐ Yes. State the nature of the information collected and retained.

Does the debtor have a privacy policy about that information?

- ☐ No
- ☐ Yes

~~Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy~~

~~Page 37 of 50~~

Personally Identifiable Information

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

Describe: _____ EIN: _____

Has the plan been terminated?

- ☐ No.
- ☐ Yes.

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution Name and Address	Last 4 Digits of Acct Number	Type of Account	Date of Closing	Last Balance
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18.1 NONE

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy Page 39 of 50

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository Institution Name and Address	Names of Anyone with Access to it and Address	Description of the Contents	Does Debtor still have it?
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19.1 NONE

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy Page 40 of 50

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility Name and Address	Names of Anyone with Access to it	Address	Description of the Contents	Does Debtor still have it?
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20.1 NONE

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's Name and Address	Location of the Property	Description of the Property	Value
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21.1 NONE

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium)
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ None

Case Title and Case Number	Court or Agency Name and Address	Nature of Proceeding	Status
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22.1 NONE

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium)
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable under or in violation of an environmental law?

☒ None

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
23.1	NONE		

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium)
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ None

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
24.1	NONE		

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business Name and Address	Describe the Nature of the Business	Employer Identification Number (Do not include SSN or ITIN)	Dates Business Existed
25.1 STRATEGIC DISTRIBUTION, L.P. 4715 MOUNTAIN CREEK PKWY DALLAS, TX 75234	DORMANT COMPANY	20-0317869	10/16/2003 - PRESENT

Part 13:Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and Address		Dates of Service
26a.1	SEAN BOGUE 1119 COLORADO AVE SANTA MONICA, CA 90401	6/26/2023 - PRESENT
26a.2	KEN KUSHIBAB 1119 COLORADO AVE SANTA MONICA, CA 90401	1/27/2023 - 6/26/2023
26a.3	JAMES TAGLIANI 1119 COLORADO AVE SANTA MONICA, CA 90401	11/8/2021 - 1/27/2023
26a.4	MOSES DJIBINIAN 1119 COLORADO AVE SANTA MONICA, CA 90401	4/18/2022 - PRESENT

26. Books, records, and financial statements

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and Address		Dates of Service
26b.1	MOSS ADAMS 999 3RD AVE, STE 2800 SEATTLE, WA 98104	7/16/1996 - PRESENT
26b.2	CNM LLP 6320 CANOGA AVE WOODLAND HILLS, CA 91367	9/15/2022 - PRESENT
26b.3	THOMAS KLEIN, CPA 10 LACKEY DRIVE WILLIAMS BAY, WI 53191	1/2/2022 - PRESENT
26b.4	MORGANFRANKLIN CONSULTING 7900 TYSONS ONE PL MCLEAN, VA 22102	11/11/2021 - PRESENT

Part 13:Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and Address		If any Books of Account and Records are Unavailable, Explain Why
26c.1	SEAN BOGUE 1119 COLORADO AVE SANTA MONICA, CA 90401	
26c.2	MOSS ADAMS 999 3RD AVE, STE 2800 SEATTLE, WA 98104	
26c.3	CNM LLP 6320 CANOGA AVE WOODLAND HILLS, CA 91367	
26c.4	MOSES DJIBINIAN 1119 COLORADO AVE SANTA MONICA, CA 90401	
26c.5	KPMG LLP 811 MAIN ST HOUSTON, TX 77002	
26c.6	ROPES & GRAY LLP 800 BOYLSTON STREET BOSTON, MA 2199	
26c.7	KENT PERCY 909 3RD AVE NEW YORK, NY 10022	

26. Books, records, and financial statements

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and Address	
26d.1	KPMG LLP 811 MAIN ST HOUSTON, TX 77002
26d.2	KKR 30 HUDSON YARDS NEW YORK, NY 10001
26d.3	UBS INVESTMENT BANK 600 WASHINGTON BLVD STAMFORD, CT 6901
26d.4	WELLS FARGO & COMPANY PO BOX 70241 PHILADELPHIA, PA 191760241
26d.5	PARTNERS GROUP 1114 AVENUE OF THE AMERICAS, 37TH FL NEW YORK, NY 10036
26d.6	AMERICAN EXPRESS PO BOX 360001 FORT LAUDERDALE, FL 333360001
26d.7	JPMORGAN CHASE BANK NATIONAL ASSOCIATION PO BOX 26040 NEW YORK, NY 100876040
26d.8	CAPITAL ONE N.A. PO BOX 669354 DALLAS, TX 752669354
26d.9	FIS CAPITAL MARKETS US LLC PO BOX 4535 CAROL STREAM, IL 601974535
26d.10	AVALON RISK MANAGEMENT INSURANCE AGENCY 150 NW POINT BLVD, 2ND FL ELK GROVE VILLAGE, IL 60007
26d.11	FIRST NATIONAL CAPITAL LLC 38 DISCOVERY STE 150 IRVINE, CA 92618
26d.12	MOODY'S INVESTORS SERVICE PO BOX 102597 ATLANTA, GA 303680597

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ None

Name of the Person who Supervised the Taking of the Inventory	Name and Address of the Person who has Possession of Inventory Records	Date of Inventory	Dollar Amount	Basis
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27.1 NONE

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

☐ None

Name and Address		Position and Nature of any Interest	Percent of Interest, if any
28.1	SEAN BOGUE ADDRESS ON FILE	CHIEF FINANCIAL OFFICER	
28.2	SID LAKHANI ADDRESS ON FILE	CHIEF EXECUTIVE OFFICER	
28.3	KENT PERCY ADDRESS ON FILE	CHIEF RESTRUCTURING OFFICER	

Part 13:

Details About the Debtor's Business or Connections to Any Business

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ None

Name and Address		Position and Nature of Interest	Period During Which Position Was Held
29.1	GIRISHA CHANDRARAJ ADDRESS ON FILE	FORMER CHIEF EXECUTIVE OFFICER	4/1/2022 - 11/27/2023
29.2	JAMES TAGLIANI ADDRESS ON FILE	FORMER CHIEF FINANCIAL OFFICER	11/8/2021 - 1/27/2023
29.3	KEN KUSHIBAB ADDRESS ON FILE	FORMER CHIEF FINANCIAL OFFICER	1/27/2023 - 6/26/2023

30. Payments, Distributions, or Withdrawals Credited or Given to Insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ None

Name and Address of Recipient and Relationship to Debtor	Amount	Amount Description	Dates	Reason for Providing the Value
30.1 NONE				
TOTAL		\$0		

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ None

Name of Parent Corporation	Employer Identification Number of the Parent Corporation
31.1 NONE	

Part 13:

Details About the Debtor's Business or Connections to Any Business

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ None

Name of Pension Fund	Employer Identification Number of the Pension Fund
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32.1 NONE

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this Statement of Financial Affairs and any attachments 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: 3/5/2024

Signature: /s/ Kent Percy

Kent Percy, Chief Restructuring Officer

Name and Title

Are additional pages to the Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207) attached?

- ☒ No
- ☐ Yes