

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **DB Investors, Inc.**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

FKA CDR DB Investors, Inc.3. Debtor's federal Employer Identification Number (EIN) **46-0868503**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**1001 Washington Street
Conshohocken, PA 19428-2356**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Montgomery

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.davidsbridal.com**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **DB Investors, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4481**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **DB Investors, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **DB Investors, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement 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.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 11/19/2018

MM / DD / YYYY

X /s/ Joan Hilson

Signature of authorized representative of debtor

Joan Hilson

Printed name

Title **Executive Vice President and
Chief Financial and Operating Officer****18. Signature of attorney****X /s/ Edmon L. Morton**

Signature of attorney for debtor

Date **11/19/2018**

MM / DD / YYYY

Edmon L. Morton

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

**Rodney Square
1000 North King Street
Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **(302) 571-6600**

Email address

3856, Delaware

Bar number and State

Debtor **DB Investors, Inc.**
Name _____

Case number (if known) _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION**
Pending Bankruptcy Cases Attachment

Debtor	David's Bridal, Inc.		Relationship to you	Affiliate
District	District of Delaware	When _____	Case number, if known	Pending
Debtor	DB Holdco, Inc.		Relationship to you	Affiliate
District	District of Delaware	When _____	Case number, if known	Pending
Debtor	DB Midco, Inc.		Relationship to you	Affiliate
District	District of Delaware	When _____	Case number, if known	Pending

CERTIFICATE OF CORPORATE OFFICER

November 18, 2018

I, Joan Hilson, being a duly elected and authorized officer, as set forth on Exhibit A hereto, of each of the following (each a **“Company”** and, collectively, the **“Companies”**):

- A. David’s Bridal, Inc., a Florida corporation;
- B. DB Investors, Inc., a Delaware corporation;
- C. DB Holdco, Inc., a Delaware corporation; and
- D. DB Midco, Inc., a Delaware corporation

hereby certify as follows:

- (i) I am a duly qualified and elected officer of each of the Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies;
- (ii) Attached hereto is a true, correct and complete copy of the joint resolutions of the board of directors of each of the Companies, duly adopted and approved on November 18, 2018, in accordance with each Company's corporate organizational documents; and
- (iii) Such resolutions have not been amended, altered, annulled, rescinded, modified or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matter set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 18th day of November, 2018.

/s/ Joan Hilson

Name: Joan Hilson

EXHIBIT A

ENTITY	POSITION
David's Bridal, Inc.	Executive Vice President and Chief Financial and Operating Officer
DB Investors, Inc.	Executive Vice President and Chief Financial and Operating Officer
DB Holdco, Inc.	Executive Vice President and Chief Financial and Operating Officer
DB Midco, Inc.	Executive Vice President and Chief Financial and Operating Officer

**JOINT RESOLUTIONS OF THE BOARDS OF DIRECTORS OF
DB INVESTORS, INC.,
DB HOLDCO, INC.,
DB MIDCO, INC. AND
DAVID'S BRIDAL, INC.**

November 18, 2018

A joint meeting of the Boards of Directors (collectively, the "**Board**") of DB Investors, Inc. ("**Investors**"), DB Holdco, Inc. ("**Holdco**"), DB Midco, Inc. ("**Midco**") and David's Bridal, Inc. ("**David's Bridal**") and, collectively with Investors, Holdco and Midco, the "**Company**") was held telephonically on November 18, 2018, starting at approximately 10:30 a.m. NY time. All participants could hear and be heard by the other participants.

Board Members of Investors and Holdco in attendance were: **Paul Pressler, Ken Giuriceo and Michael Kirton.**

Board Members of Midco and David's Bridal in attendance were: **Paul Pressler, Ken Giuriceo, Michael Kirton, Scott Key and Neal Goldman.**

Upon a motion duly made and seconded, and acting pursuant to each of the Companies' respective organizational documents, the members of the Board took the following actions and adopted the following resolutions:

WHEREAS, the Board has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's business;

WHEREAS, the Board has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

WHEREAS, in accordance with prior approval of the Board, the Company will be entering into a restructuring support agreement (the "**RSA**"), dated as of November 18, 2018;

WHEREAS, the Board has determined that, in furtherance of the RSA and assuming execution of the RSA, it is desirable and in the best interests of the Company and its respective creditors, equity holders, employees and other parties-in-interest that the Company, in accordance with the RSA, commence solicitation ("**Solicitation**") of votes to obtain acceptances of a joint prepackaged plan of reorganization (the "**Prepackaged Plan**") to effectuate the restructuring under the RSA and thereafter file a case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") to pursue confirmation of the Prepackaged Plan;

WHEREAS, in the judgment of the Board, a restructuring of the Company to be accomplished through the Prepackaged Plan under chapter 11 of the Bankruptcy Code and the other transactions identified in the RSA are in the best interest of the Company and its creditors;

NOW, in each case assuming execution of the RSA, it is hereby:

Solicitation of Prepackaged Plan and Filing of Chapter 11 Petition

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company (i) commence Solicitation and (ii) thereafter file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of the Bankruptcy Code;

RESOLVED, that each of the officers of the Company (the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including any action necessary to maintain the ordinary course operation of the Company’s business;

Debtor-in-Possession Financing

RESOLVED, that in connection with the commencement of the chapter 11 cases, the Authorized Officers be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to negotiate, execute and deliver the debtor-in-possession loan facilities as provided in the RSA (including the DIP ABL Documents and the DIP Term Loan Documents (each as defined in the RSA)), to the extent applicable, on the terms and conditions such Authorized Officers executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document and future amendments, restatements, modifications or other supplements to any of the foregoing, to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

RESOLVED, that the Company be, and it hereby is, authorized to guarantee the obligations of the Borrowers pursuant to the DIP ABL Documents and the DIP Term Loan Documents;

RESOLVED, that the Company be, and it hereby is, authorized to secure payment of the loans or other extensions of credit made under the DIP ABL Documents and the DIP Term Loan Documents, interest thereon, and fees and

expenses related thereto, and payment and performance of all other obligations and liabilities of the Company and its direct or indirect subsidiaries arising under, out of, or in connection with, the DIP ABL Documents and the DIP Term Loan Documents by pledging and granting to Bank of America, N.A., as agent under the DIP ABL Documents, for the benefit of the DIP ABL Lenders, and Cantor Fitzgerald Securities, as agent under the DIP Term Loan Documents, for the DIP Term Lenders, a lien or mortgage on or security interest in, all or any portion of the Company's assets;

Retention of Professionals

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Debevoise & Plimpton LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor LLP as Delaware bankruptcy and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Evercore Group L.L.C. as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AlixPartners, LLP as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Donlin, Recano & Company, Inc. ("DRC") as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, and to retain DRC as claims and noticing agent in accordance with 28 U.S.C. § 156(c) and Del. Bankr. L.R. 2002-1(f);

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of KPMG LLP as independent auditors and accountants to represent and assist the Company in carrying out its

duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations; and

RESOLVED, that the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and future amendments, restatements, modifications or other supplements to any of the foregoing and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that a copy of these resolutions of the Board shall be filed with the minutes of the proceedings of the Board.

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

In re:

DAVID'S BRIDAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-____ (____)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE 30 LARGEST UNSECURED CLAIMS**

David's Bridal, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The following is the consolidated list of the Debtors' creditors holding the 30 largest unsecured claims (the "**Consolidated Top 30 List**") based on the Debtors' books and records as of November 17, 2018. The Consolidated Top 30 List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated Top 30 List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim at any later point as they deem appropriate.

	Name of Creditor	Address	Contact, Mailing Address, Telephone Number/Fax Number, & Email	Nature of claim	Contingent, unliquidated, disputed, or subject to set off	Amount
1	Wilmington Trust, National Association as Trustee	246 Goose Ln., Ste. 105 Guilford, CT 06437	Joseph P. O'Donnell T: 203-453-4130 jodonnell@wilmingtontrust.com F: 203-453-1183	7.75% Senior Note Due 2020, dated as of October 11, 2012		\$270,000,000

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: David's Bridal, Inc. (4563); DB Investors, Inc. (8503); DB Holdco, Inc. (4567); and DB Midco, Inc. (3096). The location of the Debtors' corporate headquarters is 1001 Washington Street, Conshohocken, Pennsylvania 19428.

	Name of Creditor	Address	Contact, Mailing Address, Telephone Number/Fax Number, & Email	Nature of claim	Contingent, unliquidated, disputed, or subject to set off	Amount
2	California Wage & Hour Class Action, Irene Martinez	Law Offices of Kyle Todd 611 Wilshire Boulevard, Ste. 1000 Los Angeles, CA 90017-2906	Kyle Todd T: (323) 208-9171 kyle@kyletodd.com F: (323) 693-0822	Litigation Settlement	C	\$1,350,000
3	Ignite	1400 Broadway New York, NY 10018	Karen Schneider T: (212) 354-9670 info@slfashions.com F: (212) 730-6462	Trade Vendor		\$791,500
4	Alex Apparel Group Inc.	575 8th Ave. New York, NY 10018	Celia Bonifaz T: (212) 730-1533 info@alexevenings.com F: (212) 730-6462	Trade Vendor		\$733,038
5	Jump Design Group	Onyx Nite/Marina 1400 Broadway, Flr. 2 New York, NY 10018	Jeff Zheng T: (201) 558-9191 jeffz@jumpdesigngroup.com	Trade Vendor		\$532,389
6	Swat Fame Inc.	16425 E. Gale Ave. City Of Industry, CA 91789	Eva Carrie T: (626) 961-7928 ecarrie@swatfame.com F: (626) 961-5300	Trade Vendor		\$512,389
7	Blossom Footwear Inc.	18120 Rowland St. City of Industry, CA 91789	Connie Chee T: (626) 581-8837 techie@blossomfootwear.com F: (626) 581-8832	Trade Vendor		\$360,385
8	Dayleen Intimates, Inc.	540 Nepperhan Ave. Yonkers, NY 10701	Michael Hernoff T: (914) 969-5900 mchernoff@dayleen.com	Trade Vendor		\$282,827
9	Slalom Consulting	821 2nd Ave., Ste. 1900 Seattle, WA 98104	Amy Loftus T: (215) 861-6040 billing@slalom.com F: (206) 438-5686	Trade Vendor		\$225,800
10	Facebook Inc.	Attn: Accounts Receivable 15161 Collections Center Dr. Chicago, IL 60693	T: (833) 272-0777 legal@facebook.com	Trade Vendor		\$169,914

	Name of Creditor	Address	Contact, Mailing Address, Telephone Number/Fax Number, & Email	Nature of claim	Contingent, unliquidated, disputed, or subject to set off	Amount
11	Visionary Financial Solutions	P.O. Box 460 Braselton, GA 30517	Shelley Harlow T: (770) 965-6231 sdodge@nextfinancial.com F: (972) 539-8889	Trade Vendor		\$157,714
12	UPS – United Parcel Service	P.O. Box 7247-0244 Philadelphia, PA 19170-0001	Ruchard A. Koch T: (215) 389-9993 customerrelations@ups.com F: (800) 742-8477	Trade Vendor		\$155,119
13	Jodi Kristopher / City Triangle	1950 Naomi Ave Los Angeles , CA 90011	Elizabeth Boudreaux T : (323) 890-8000 elizabeth.boudreaux@citytriangles.com F : (213) 222-2761	Trade Vendor		\$143,246
14	Unique Structures LLC	315 Ushers Rd. Ballston Lake, NY 12019	Tom Donski T : (518) 877-0717 tom@usny.biz	Trade Vendor		\$132,782
15	Jerry Horn Construction Inc.	1755 Locust Rd. Sweickley, PA 15143	Jerry Horn T: (412) 741-8585 info@Jerryhornconstruction.com F: (412) 741-8572	Trade Vendor		\$121,122
16	Bunzl Retail	P.O. Box 402337 Atlanta, GA 30384-2337	Connie Breece T : (973) 994-1685 conniebreece@bunzlusa.com F : 44 16 1743 2233	Trade Vendor		\$115,860
17	G-III Leather Fashiions Inc.	P.O. Box 29242 New York, NY 10087-9242	Classical Carson T: (212) 403-0500 ccarson@g-iii.com F: (212) 719-0921	Trade Vendor		\$111,171
18	Sapient Corporation	P.O. Box 4886 Boston, MA 02241	Eliza Furtwaengler T: (617) 621-0200 ksrivastava@sapient.com F: (617) 621-1300	Trade Vendor		\$93,820
19	Bridal Veil Company Inc.	235 St. Marks Ave. Brooklyn, NY 11238	Paul Levitt T : (888) 403-5255 paul@marionat.com F : (718) 623-1829	Trade Vendor		\$90,990

	Name of Creditor	Address	Contact, Mailing Address, Telephone Number/Fax Number, & Email	Nature of claim	Contingent, unliquidated, disputed, or subject to set off	Amount
20	Weber Display & Packaging	P.O. Box 536136 Pittsburgh, PA 15253-5903	Danielle Ruggiero T: (215) 426-3500 druggiero@weberdisplay-pkg.com F: (215) 426-3500	Trade Vendor		\$90,104
21	Ceridian	P.O. Box 772830 Chicago, IL 60677	Edwin G. Parcher T: (866) 376-5942 trust@ceridian.ca F: 952-853-5300	Trade Vendor		\$74,121
22	IBM Global Services	P.O. Box 643600 Pittsburgh, PA 15264-3600	Rachel Fonseca T: (877) 426-6006 rachelf@us.ibm.com F: (845) 432-0662	Trade Vendor		\$67,024
23	Salesforce.com Inc.	P.O. Box 203141 Dallas, TX 75320-3141	Mark Sandahl T: (317) 524-1781 rbell@salesforce.com F: (415) 901 7040	Trade Vendor		\$66,514
24	Bliss Designs Inc.	1435 51 st St. North Bergen, NJ 07047	Gerald G. Genuh T: (201) 420-3873 sales@AnsoniaBridal.com	Trade Vendor		\$65,400
25	Connectria Corporation	10845 Olive Blvd., Ste. 300 Creve Coeur, MO 63141	Mark Bartig T: (314) 587-7000 info@connectria.com F: (314) 587-7090	Trade Vendor		\$59,933
26	Natasha Accessories Ltd.	7W 36 th St., Flr. 2 New York, NY 10018	Gokaran Singh T: (212) 643-2525 tasha@natashaaccessoriesltd.com F: (212) 643-3022	Trade Vendor		\$59,169
27	Spanx Inc.	3344 Peachtree Rd. NE Atlanta, GA 30326	T: (866) 326-9996 acctservices@spanx.com	Trade Vendor		\$55,829
28	OptumRX PBM of IL Inc.	1600 McConnor Parkway Schaumburg, IL 60173	Justin Campos T : (949) 252-4363 privacy@optum.com	Trade Vendor		\$52,531

	Name of Creditor	Address	Contact, Mailing Address, Telephone Number/Fax Number, & Email	Nature of claim	Contingent, unliquidated, disputed, or subject to set off	Amount
29	Benjamin Walk Corp.	45 Centre Rd. Somersworth, NH 03878	Carey-Ann Valladares T : (800) 621-0029 carey@benjamin-walk.com F : (603) 548-7928	Trade Vendor		\$47,532
30	Trellist Inc.	117 N. Market St., Ste. 300 Wilmington, DE 19801	Jie Yang T: (302) 778-1300 jyang@trellist.com F: (302) 778-1301	Trade Vendor		\$45,618

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

In re:

DAVID'S BRIDAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-____ (____)

Joint Administration Requested

**DEBTORS' CONSOLIDATED OWNERSHIP STATEMENT PURSUANT TO RULES
1007(a)(1) AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a "**Debtor**," and collectively, the "**Debtors**") hereby state, as follows:

1. Debtor DB Investors, Inc. ("**DB Investors**") owns, either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors.
2. The following entities hold 10% or more of the equity interests in DB Investors, as set forth more fully in the *List of Equity Security Holders* filed with the DB Investors voluntary chapter 11 petition: (a) Clayton, Dubilier & Rice Fund VIII, L.P. and (b) Green Equity Investors IV, L.P.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: David's Bridal, Inc. (4563); DB Investors, Inc. (8503); DB Holdco, Inc. (4567); and DB Midco, Inc. (3096). The location of the Debtors' corporate headquarters is 1001 Washington Street, Conshohocken, Pennsylvania 19428.

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

In re:

DB INVESTORS, INC.,

Debtor.

Chapter 11

Case No. 18-____ (____)

Joint Administration Requested

LIST OF EQUITY SECURITY HOLDERS

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, attached hereto as **Appendix 1** is a list of entities holding an equity security interest in DB Investors, Inc.

Appendix 1**List of Equity Security Holders¹**

Equity Holder	Address of Equity Holder	Interest	Amount
Clayton, Dubilier & Rice Fund VIII, L.P.	c/o Clayton, Dubilier & Rice, LLC 375 Park Ave., #18 New York, NY 10152	Common Stock	2,350,000
CD&R Advisor Fund VIII Co-Investor, L.P.			
CD&R Friends and Family Fund, L.P.			
DBI Coinvest LLC	c/o Leonard Green & Partners, L.P. 11111 Santa Monica Blvd., Ste. 2000 Los Angeles, CA 90025	Common Stock	800,000
Green Equity Investors IV, L.P.			
Jacqualin Athay	4130 E Roma Ave. Phoenix, AZ 85018	Common Stock	200
		Vested Options	1,800
		Unvested Options	1,600
Elio Auletta	15 Kenwood Ridge Kenley, UK CR8 5JW Great Britain	Vested Options	2,000
		Unvested Options	3,000
Elita Baram	316 Admirals Way Philadelphia, PA 19146	Vested Options	480
		Unvested Options	720
Holly Carroll	629 Crestwood Dr. Telford, PA 18969	Vested Options	560
		Unvested Options	840
Anthony Coccerino	2503 Skyview Ave. Feasterville, PA 19053	Common Stock	950
		Restricted Stock	300
		Vested Options	3,080
		Unvested Options	1,320
Lori Conley	475 Barbin St. Horsham, PA 19044	Vested Options	500
		Unvested Options	750
Robert Cooper	630 Bellaire Ave. Ambler, PA 19002	Vested Options	550
		Unvested Options	825
Elizabeth Crystal	231 Iron Works Way Wayne, PA 19087	Unvested Options	12,000
Heather D'Agosta	104 Stockton Rd. Bryn Mawr, PA 19010	Vested Options	550
		Unvested Options	825
Scott Dickson	30 Rolling Glen Ct. Mount Laurel, NJ 08054	Vested Options	400
		Unvested Options	600
Dreama Dillion	470 Caldwell Ln. Horsham, PA 19044	Vested Options	600
		Unvested Options	900
Molly Dunn-Binder	157 Patriot Ln. Downingtown, PA 19335	Vested Options	1,500
		Unvested Options	1,500

¹ As of November 9, 2018

Equity Holder	Address of Equity Holder	Interest	Amount
Cheryl Franceschini	315 Bunker Hill Dr. McMurray, PA 15317	Vested Options	1,960
		Unvested Options	2,440
Courtney Graybill	1 Academy Circle, Unit 311 Philadelphia, PA 19146	Vested Options	1,920
		Unvested Options	3,380
Scott Griffith	1101 E. Hector St., Apt. 355 Conshohocken, PA 19428-2455	Vested Options	1,400
		Unvested Options	2,100
Michael Griggs	2274 Garrison St. Brookhaven, GA 30319	Common Stock	234
		Vested Options	2,534
		Unvested Options	2,834
Cynthia Harriss	1018 Marine Dr. Laguna Beach, CA 92651	Common Stock	2,000
		Vested Options	14,027
		Unvested Options	19,373
Joan Hilson	1101 E Hector St., Unit 429 Conshohocken, PA 19428-2455	Common Stock	6,250
		Restricted Stock	1,800
		Vested Options	20,660
		Unvested Options	12,665
Christopher Hoover	6330 East Valley Green Rd. Flourtown, PA 19031	Vested Options	500
		Unvested Options	750
William Joyce	146 Celler Ave. New Hyde Park, NY 11040	Vested Options	400
		Unvested Options	600
Lori Kinkade	#2 Hickory Ln. Malvern, PA 19355	Common Stock	200
		Vested Options	1,800
		Unvested Options	2,100
Pamela Kraus	1350 Cinnamon Dr. Fort Washington, PA 19034	Vested Options	600
		Unvested Options	900
Dan Kulchinsky	619 Schiller Ave. Merion Station, PA 19066	Vested Options	400
		Unvested Options	600
Richard McGrath	4747 Sheldon St. Philadelphia, PA 19127	Vested Options	1,800
		Unvested Options	2,700
Christina Monkman	39 Victoria Dr. Aston, PA 19014	Vested Options	400
		Unvested Options	600
Mary Raddant	104 Alder Springs Ln. Mooresville, NC 28117	Vested Options	550
		Unvested Options	825
Daniel Rentillo	224 Riverside Dr., #5A New York, NY 10025	Vested Options	250
		Unvested Options	1,000

Equity Holder	Address of Equity Holder	Interest	Amount
Cynthia Richardson	124 Myrtle Ave. Havertown, PA 19083	Vested Options	580
		Unvested Options	870
Sheila Sciocchetti	125 Paoli Pike Malvern, PA 19355	Vested Options	700
		Unvested Options	1,050
Gary Walker	650 Broadmoor Dr. Blue Bell, PA 19422	Common Stock	3,500
		Restricted Stock	1,100
		Vested Options	12,450
		Unvested Options	2,900
Jillian Haney	828 Ellsworth St. Philadelphia, PA 19147	Vested Options	550
		Unvested Options	825
Jennifer Zappacosta	2 Allison Dr. Coatesville, PA 19320	Vested Options	200
		Unvested Options	800

Fill in this information to identify the case:Debtor name DB Investors, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration
 - Consolidated List of 30 Largest Unsecured Claims**
 - Corporate Ownership Statement**
 - List of Equity Security Holders**

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

Executed on 11/19/2018X /s/ Joan Hilson

Signature of individual signing on behalf of debtor

Joan Hilson

Printed name

Executive Vice President and Chief Financial and Operating Officer

Position or relationship to debtor