

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Limited Stores, LLC

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

N/A

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

3. Debtor's federal Employer Identification Number (EIN)

37-1546463

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

7775 Walton Parkway, Suite 400

Number

Street

Number

Street

P.O. Box

New Albany, Ohio, 43054

City

State

Zip Code

City

State

Zip Code

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

Franklin County, Ohio

County

Number

Street

City

State

Zip Code

5. Debtor's website (URL)

http://www.thelimited.com/

6. Type of debtor

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

Debtor Limited Stores, LLC
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 (Clothing Stores)

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.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

District of Delaware

When

01/17/2017

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

Case number, if known _____

MM / DD / YYYY

Debtor Limited Stores, LLC
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 for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets (on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Limited Stores, LLC
Name

Case number (if known) _____

**16. Estimated liabilities
(on a consolidated
basis)**

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

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 01/17/2017
MM/ DD / YYYY

x

Timothy D. Boates
Signature of authorized representative of debtor

Timothy D. Boates
Printed name

Title Authorized Signatory

18. Signature of attorney

x

Domenic E. Pacitti
Signature of attorney for debtor

Date 01/17/2017
MM/ DD/YYYY

Domenic E. Pacitti

Printed name

Klehr Harrison Harvey Branzburg LLP

Firm name

919 North Market Street, Suite 1000

Number Street

Wilmington

City

302-426-1189

Contact phone

3989

Bar number

DE

State

19801-3062

ZIP Code

dpacitti@klehr.com

Email address

DE

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Limited Stores Company, LLC.

- Limited Stores Company, LLC
- Limited Stores, LLC
- The Limited Stores GC, LLC

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

In re: LIMITED STORES, LLC, <div style="text-align: right;">Debtor.</div>)))))))	Chapter 11 Case No. 17-_____(____)
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LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Limited Stores, LLC	Limited Stores Company, LLC	7775 Walton Parkway, Suite 400, New Albany, Ohio 43054	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	Limited Stores, LLC
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

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 List of Equity Security Holders

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

Executed on

01/17/2017
MM/DD/YYYY



Signature of individual signing on behalf of debtor

Timothy D. Boates

Printed name

Authorized Signatory

Position or relationship to debtor

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

Fill in this information to identify the case and this filing:	
Debtor Name	Limited Stores, LLC
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

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12/15

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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 Corporate Ownership Statement

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

Executed on

01/17/2017
MM/DD/YYYY



Signature of individual signing on behalf of debtor

Timothy D. Boates

Printed name

Authorized Signatory

Position or relationship to debtor

Fill in this information to identify the case and this filing:	
Debtor Name	Limited Stores, LLC
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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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 Certification of Creditor Matrix

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

Executed on

01/17/2017
MM/DD/YYYY



Signature of individual signing on behalf of debtor

Timothy D. Boates

Printed name

Authorized Signatory

Position or relationship to debtor

Fill in this information to identify the case:Debtor name Limited Stores Company, LLC, et al.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): 17-_____ (State)

- Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	LF Centennial PTE LTD	ATTN: Julie Yoon Lifung Tower 888 Cheung Sha Wan Road Kowloon, Hong Kong Tel: 82-2-3441-6631 Fax: (852) 230-5767 Email: julieyoon@lfsourcing.com					\$32,224,942.04
2	Seven Licensing Co. LLC/aka Sunrise	ATTN: Gerald Guez 801 S. Figueroa Street, Suite 2500 Los Angeles, CA, 90017 Tel: (323) 265-8000 Fax: (323) 881-0369 Email: gerard@guez.co					\$2,842,673.17
3	LLS Freight/aka Mast Global Logistics	ATTN: Mike Koempel Two Limited Parkway Columbus, OH 43230 Tel: (614) 415-7500 Fax: (614) 415-6809 Email: mkoempel@mast.com					\$1,504,748.91

Debtor Limited Stores Company, LLC, et al.
Name

Case Number (if known) _____

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4	US Customs & Border Protection	ATTN: Patrick Brosnahan 6747 Engle Road Middleburg Heights, OH, 44130 Tel: (312) 983-5343 Fax: (440) 891-3870 Email: patrick.brosnahan@cbp.dhs.gov					\$1,456,511.30
5	United Parcel Service-05436A/87X913	ATTN: Paul Niehaus 55 Glenlake Parkway NE Atlanta, GA 30328 Tel: (513) 253-8161 Fax: Email: pniehaus@ups.com					\$1,332,066.76
6	Kenilworth Creations	ATTN: Eric Soloff P.O. Box 9541 30 Jefferson Park Warwick, RI, 02888 Tel: (401) 921-6601 Fax: Email: erics@kenilworthcreations.com					\$1,151,772.67
7	John Buell	ATTN: John Buell 7283 Lambton Green South New Albany, OH, 43054 Tel: (614) 775-9812 Fax: Email: johndbuelljr@gmail.com					\$1,087,999.02
8	KSC Studio LLC (and/or OneKreate)	ATTN: Paulette Ellison 3850 29th Terrace, #101 Hollywood, FL 33020 Tel: (954) 322-7600 Fax: Email: paulette.ellison@onekreate.com					\$1,013,315.87
9	RDG Global LLC	ATTN: Irene Gossett 530 7th Ave., Suite 302 New York, NY, 10018 Tel: (212) 997-7464 Fax: Email: irene@global530.com					\$1,002,892.85

Debtor Limited Stores Company, LLC, et al.
Name

Case Number (if known) _____

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Sunrise Apparel Group LLC	ATTN: Gerald Guez 801 S. Figueroa Street, Suite 2500 Los Angeles, CA, 90017 Tel: (323) 780-8250 ext: 1322 Fax: (323) 881-0369 Email: gerard@guez.co					\$974,758.20
11	MGF Sourcing US LLC	ATTN: Jim Schwartz 4200 Regent Street, Suite 205 Columbus, OH, 43219 Tel: (614) 904-3267 Fax: Email: jschwartz@mgfsourcing.com					\$924,102.96
12	TRU Fragrance & Beauty LLC	ATTN: Mark Magliaro 7725 S. Quincy Street Willowbrook, IL, 60527 Tel: (973) 464-0540 (cell) Fax: Email: mark.magliaro@trufragrance.com					\$798,481.83
13	Salty Inc.	ATTN: Isabella Friedman 499 7th Ave., 9th Floor New York, NY, 10018 Tel: (212) 869-1424 ext: 112 Fax: Email: isabella@4salty.com					\$656,934.78
14	TradeGlobal LLC	ATTN: Dave Cook 5389 E Provident Dr. Cincinnati, OH, 45246 Tel: (513) 830-0108 Fax: Email: Dave.Cook@tradeglobal.com					\$622,663.56
15	C.O. International	ATTN: Jason Shi 42 Dufflaw Road Toronto, Ontario M6A 2W1 Tel: (212) 213-9140 Fax: Email: jason.shi@clio-oz.com					\$458,969.79

Debtor Limited Stores Company, LLC, et al.
Name

Case Number (if known) _____

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16	Elliot Staples	ATTN: Elliot Staples 231 West 16th Street, Apt. 5E New York, NY, 10011 Tel: (212) 255-4486 Fax: Email: elliotstaples@yahoo.com					\$451,880.29
16	Innomark Communications	ATTN: Matt Schuermann 3233 South Tech Blvd Miamisburg, OH, 45342 Tel: (937) 425-6100 Fax: (937) 425-6210 Email: schuermannm@innomarkcom.com					\$443,360.54
17	DemandWare Inc.	ATTN: Patrick Lynn 5 Wall Street, Accounts Receivable Burlington, MA, 01803 Tel: (404) 205-3207 Fax: Email: plynn@demandware.com					\$364,416.66
18	Arden Jewelry MFG Co.	ATTN: Steve Abrams 10 Industrial Lane Johnston, RI, 02919 Tel: (401) 274-9800 X13 Fax: (401) 273-1862 Email: steven@ardenjewelry.com					\$327,199.55
19	Rakuten Marketing LLC	ATTN: Jaclyn Munch 215 Park Ave. South, 8th Floor New York, NY, 10003 Tel: (646) 943-8279 Fax: (646) 943-8204 Email: jaclyn.munch@rakuten.com					\$312,891.56
20	Federal Express Corp.	ATTN: Jack Deloatch PO Box 371461 Pittsburgh, PA, 15250-7461 Tel: (614)404-2583 Fax: (614) 475-7241 Email: michael.deloatch@fedex.com					\$297,891.53

Debtor Limited Stores Company, LLC, et al.
Name

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	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Diane Gilman Jeans LLC/aka Sunrise	ATTN: Gerald Guez 801 S. Figueroa Street, Suite 2500 Los Angeles, CA, 90017 Tel: (323) 780-8250 Fax: (323) 881-0369 Email: gerard@guez.co					\$285,829.34
22	International Bullion	ATTN: Drew Kovacs 14051NW 14th Street Sunrise, FL, 33323 Tel: (954) 660-6900 Fax: (954) 660-6925 Email: drew@ibbusa.com					\$242,273.00
23	Creative Production Resources	ATTN: Jules Weinsieder Resources 126 E Haley St., Suite A-15 Santa Barbara, CA, 93101 Tel: (805) 963 7193 Fax: (805) 963-7198 Email: julesw@cpr-sb.com					\$223,308.96
24	Simon Property Group	ATTN: Catherine M. Martin 225 West Washington Street Indianapolis, IN, 46204 Tel: (317) 685-7263 Fax: (317) 263-7901 Email: cmartin@simon.com; david.durbin@simon.com; lcgeneral@simon.com; rtucker@simon.com					\$218,423.66
25	CDW Direct LLC	ATTN: John Gillespie 200 N. Milwaukee Vernon Hills, IL, 60061 Tel: (877) 742-3116 Fax: (847) 465-6800 Email: johngil@cdw.com					\$199,688.27
26	GGPLP Real Estate Inc.	ATTN: Marvin Levine 110 North Wacker Drive Chicago, IL, 60606 Tel: (312) 960-5000 Fax: (312) 960-5463 Email: marvin.levine@generalgrowth.com					\$186,820.21

Debtor Limited Stores Company, LLC, et al.
Name

Case Number (if known) _____

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
27	Google Inc.	ATTN: Philip Frazer 320 N. Morgan, Suite 600 Chicago, IL 60606 Tel: (773) 630-2126 Fax: Email: pfrazer@google.com					\$181,510.43
28	Microsoft Licensing GP	ATTN: Scott Auferheide 8800 Lyra Drive, Suite 400 Columbus, OH, 43240 Tel: (614) 849-8340 Fax: (614) 621-8978 Email: scotta@microsoft.com					\$169,402.79
29	Microsoft Online Inc.	ATTN: Ming Chan 11 Times Square New York, NY, 10003 Tel: (646) 225-4698 Fax: Email: minchan@microsoft.com					\$157,402.35
30	Bernardo Inc.	ATTN: Bernie Maceroni 54 Taylor Drive East Providence, RI, 02916 Tel: (401) 272-2885 Fax: (401) 272-2887 Email: bmaceroni@bernardomfg.co					\$144,046.12

Fill in this information to identify the case and this filing:

Debtor Name Limited Stores Company, LLC, *et al.*,

United States Bankruptcy Court for the: District of Delaware (State)

Case number (If known):

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: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration _____

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

Executed on

01/17/2017
MM/DD/YYYY



Signature of individual signing on behalf of debtor

Timothy D. Boates

Printed name

Authorized Signatory

Position or relationship to debtor

**CONSENT OF THE SOLE MEMBER OF
LIMITED STORES, LLC**

January 16, 2017

The undersigned, being the sole member of Limited Stores, LLC, a Delaware limited liability company (the “Company”), in lieu of holding a special meeting of the sole member of the Company (the “Member”) hereby takes the following actions and adopts the following resolutions by written consent pursuant to the Company’s second amended and restated limited liability company agreement (the “LLC Agreement”) and Section 18-302(d) of the Limited Liability Company Act of the State of Delaware (the “Act”):

WHEREAS, the Member considered presentations by the management and the financial and legal advisors of the Company regarding the financial situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s businesses.

WHEREAS, the Member has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be, and hereby is, authorized to file or cause to be filed the voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”).

RESOLVED, that any duly appointed officer of the Company (collectively, including, but not limited to, the Chief Restructuring Officer, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operation of the Company’s businesses or to assist the Company in the Chapter 11

Cases and in carrying out its duties under the provisions of the Bankruptcy Code.

DEBTOR-IN-POSSESSION FINANCING, CASH COLLATERAL, AND ADEQUATE PROTECTION

RESOLVED, that the Company will obtain benefits from: (i) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders (collectively, the “Secured Lenders”) party to that certain Term Loan Agreement, dated as of December 20, 2011, as amended, amended and restated, supplemented, or otherwise modified, refinanced, or replaced from time to time prior to the date hereof, among the Company, as lead borrower, The Limited Stores GC, LLC, as borrower, Limited Stores Company, LLC as facility guarantor, Cerberus Business Finance, LLC as administrative agent and collateral agent, and certain lenders from time to time party thereto; and (ii) certain debtor-in-possession financing (the “DIP Financing”) provided by certain of the Secured Lenders or their affiliates.

RESOLVED, that to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Secured Lenders (the “Adequate Protection Obligations”), as documented in a proposed interim order (the “Interim DIP Order”) and submitted for approval to the Bankruptcy Court.

RESOLVED, that in the business judgment of the Member, it is desirable and in the best interests of the Company, its stakeholders, its creditors, and other parties in interest, to enter into a certain new debtor-in-possession credit agreement (the “DIP Credit Agreement”), in form or substantially in the form thereof submitted to the Member.

RESOLVED, that the form, terms, and provisions of the DIP Credit Agreement, and the form, terms, and provisions of such other agreements, certificates, schedules, and instruments contemplated thereby (including the DIP Credit Agreement, collectively, the “DIP Credit Agreement Documents”) be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Company be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreement Documents, and incur

and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Member, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof.

RESOLVED, that the form, terms, and provisions of the Interim DIP Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Interim DIP Order, and such other agreements, certificates, instruments, receipts, petitions, motions, objections, replies, or other papers or documents to which the Company is or will be a party, including, but not limited to, any term sheet, credit agreement, security and pledge agreement, or guaranty agreement (collectively with the Interim DIP Order and the DIP Credit Agreement Documents, the "DIP Documents"), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Member, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof.

RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and certain secured claims pursuant to the DIP Credit Agreement Documents (the "DIP Obligations") and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Credit Agreement Documents (collectively, the "Adequate Protection Transactions").

RESOLVED, that the Authorized Officers of the Company be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including,

without limitation, any amendments to any DIP Documents (collectively, the “Adequate Protection Documents”); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Agents (as defined in the DIP Credit Agreement); and (c) such forms of deposit account control agreements, officer’s certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers of the Company be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to file or to authorize the Agents to file any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that the Agents deem necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the Agents may reasonably request to perfect the security interests of the Agents under the Interim DIP Order.

RESOLVED, that each of the Authorized Officers of the Company be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper, or advisable to perform any of the Company’s obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to fully carry out the intent of the foregoing resolutions.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Klehr

Harrison Harvey Branzburg 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, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Klehr Harrison Harvey Branzburg LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Guggenheim Securities, LLC, 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; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Guggenheim Securities, LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of RAS Management Advisors, LLC, as restructuring 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 each of the Company's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of RAS Management Advisors, LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Donlin, Recano & Company, Inc. as notice, claims, and balloting agent 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 in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Donlin, Recano & Company, Inc.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's Chapter 11 case, with a view to the successful prosecution of the case.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in the case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Member has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

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 the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Member.

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, or manager of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.


FURTHER RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

FURTHER RESOLVED, that the actions taken by this written consent shall have the same force and effect as if taken at a special meeting of the Member duly called and constituted pursuant to the LLC Agreement and the laws of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date above first written.

LIMITED STORES COMPANY, LLC, as sole
member of the Company

By: _____
Name: Timothy D. Boates
Title: Chief Restructuring Officer