

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____ Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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 1377 Sixth Avenue Bakery, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 81-2969717

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1377 Sixth Avenue</u> New York, NY 10019 Number, Street, City, State & ZIP Code	<u>921 Broadway</u> New York, NY 10010 P.O. Box, Number, Street, City, State & ZIP Code
	<u>New York</u> County	<u>Location of principal assets, if different from principal place of business</u> Number, Street, City, State & ZIP Code

5. Debtor's website (URL) maison-kayser-usa.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

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>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

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

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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	<u>See Attachment A</u>	Relationship	<u>Affiliate</u>
District	<u>Southern District of New York</u>	When	<u>Pending</u>
		Case number, if known	

Debtor **1377 Sixth Avenue Bakery, 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 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 1377 Sixth Avenue Bakery, LLC
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 09/10/2020
MM / DD / YYYY

X *José Alcalay*
Signature of authorized representative of debtor

Title Chief Executive Officer

José Alcalay
Printed name

18. Signature of attorney X /s/ Andrew R. Gottesman
Signature of attorney for debtor

Date 09/10/2020
MM / DD / YYYY

Andrew R. Gottesman
Printed name

Mintz & Gold LLP
Firm name

600 Third Avenue
25th floor
New York, NY 10016
Number, Street, City, State & ZIP Code

Contact phone (212) 696-4848 Email address gottesman@mintzandgold.com

2960649 NY
Bar number and State

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliated of the Debtor

Concurrently herewith, each of the affiliated entities listed below, including the Debtor filing this petition (collectively, the “Debtors”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

Cosmoledo, LLC
Breadroll, LLC
95 Broad Commissary, LLC
178 Bruckner Commissary, LLC
688 Bronx Commissary, LLC
8 West Bakery, LLC
55 Hudson Yards Bakery, LLC
210 Joralemon Bakery, LLC
339 Seventh Avenue Bakery, LLC
370 Lexington Avenue Bakery, LLC
400 Fifth Avenue Bakery, LLC
575 Lexington Avenue Bakery, LLC
685 Third Avenue Bakery, LLC
787 Seventh Avenue Bakery, LLC
921 Broadway Bakery, LLC
NYC 1294 Third Ave Bakery, LLC
1377 Sixth Avenue Bakery, LLC
1400 Broadway Bakery, LLC
1535 Third Avenue Bakery, LLC
1800 Broadway Bakery, LLC
2161 Broadway Bakery, LLC

Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Location of the Debtors’ Principal Assets (on a Consolidated Basis)

- a. Certain material contracts, which generate a significant portion of the Debtors’ revenues, are governed by New York law and provide for venue in nonbankruptcy matters in New York.
- b. The Debtors’ funded debt is governed by New York law and provides for venue in non-bankruptcy matters in New York.
- c. The Debtors maintain bank accounts in New York City.
- d. The Debtors have funded retainers for certain professionals held in bank accounts located in New York City.
- e. The Debtors lease office space at the following location: 373 Park Avenue South 2nd Floor New York, NY 10016

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Chapter 11

In re:

COSMOLEDO, LLC, *et al.*¹

Case No. 20-_____ ()

(Joint Administration Pending)

Debtors.

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 20 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the twenty largest unsecured claims (the “Top 20 List”) against Cosmoledo, LLC (“Cosmoledo”), and its affiliated debtors and debtors in possession in the above-captioned cases (collectively the “Debtors”). This list has been prepared based upon the books and records of the Debtors. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 20 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, including those creditors with a right to setoff under applicable law, unless the value of the collateral (or amount entitled to be offset) is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation: (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff; or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

[List appears on next page]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Cosmoledo, LLC (6787); Breadroll, LLC, (3279); 688 Bronx Commissary, LLC (6515); 95 Broad Commissary, LLC (2335); 178 Bruckner Commissary, LLC (2581); 8 West Bakery, LLC (6421); NYC 1294 Third Ave Bakery, LLC (2001); 921 Broadway Bakery, LLC (2352); 1800 Broadway Bakery, LLC (8939); 1535 Third Avenue Bakery, LLC (1011); 2161 Broadway Bakery, LLC (2767); 210 Joralemon Bakery, LLC (4779); 1377 Sixth Avenue Bakery, LLC (9717); 400 Fifth Avenue Bakery, LLC (6378); 1400 Broadway Bakery, LLC (8529); 575 Lexington Avenue Bakery, LLC (9884); 685 Third Avenue Bakery, LLC (9613); 370 Lexington Avenue Bakery, LLC (0672); 787 Seventh Avenue Bakery, LLC (6846); 339 Seventh Avenue Bakery, LLC (1406); and 55 Hudson Yards Bakery, LLC (7583).

Fill in this information to identify the case:**Debtor name:** Cosmoledo, LLC, et al.**United States Bankruptcy Court for the:** Southern District of New York**Case number (if known):** 20-_____☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis**

12/15

A list of creditors holding the 20 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 20 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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	Santander Bank N.A Sovereign Bank P.O. Box 14655 Reading PA 19612	Alex Escobar aescobar@santander.us Tel: 917-421-4869	Loan	☐ C ☐ U ☐ D			\$6,662,292.00 ¹
2	Maison Eric Kayser Medatlantique Limited 7D Nikou Kradioti tower 4 3rd Floor Flat / Office 302 Ergomi PC Nicosia 2411 Cyprus	Francois Herbaux francois.herbaux@maison-kayser.com Tel: 3572-231-3339	Royalties	☐ C ☐ U ☒ D			\$623,988.99 ¹
3	Central Park South Associates LLC 240 Central Park South Mgmt Office New York NY 10019	Jenny K. jennyk@omnispective.com Tel: 212-581-6394	Rent	☐ C ☐ U ☐ D			\$453,071.85 ¹
4	AB 40th Street LLC 110 East 59th Street 34th Floor New York NY 10022-1379	Shauna Singer ssinger@resnicknyc.com Tel: 212-421-1300 Ext 574	Rent	☐ C ☐ U ☐ D			\$318,235.26 ¹
5	3rd and 87th LP Attn: Pinnacle City Living P.O. Box 445 Emerson NJ 07630	200east87mgr@pinnacleliving.com Tel: 646-813-2275	Rent	☐ C ☐ U ☐ D			\$305,501.48 ¹
6	575 Lex Property Owner LLC P.O. Box 780236 Philadelphia PA 19178-0236	Christa Hinckley chinckley@normandyrealty.com Tel: 212.702.9824 x202	Rent	☐ C ☐ U ☐ D			\$288,824.57 ¹
7	The Langham Place, Fifth Avenue 400 Fifth Avenue New York NY 10018	Hannah Riches hannah.riches@langhamhotels.com Tel: 212-613-8643	Rent	☐ C ☐ U ☐ D			\$288,198.50 ¹

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
8	William Colavito, Inc. 352 Seventh Avenue Suite 211 New York NY 10001	colavito_re@yahoo.com Tel: 212-688-1414	Rent	☐ C ☐ U ☐ D			\$268,697.55 ¹
9	The Claridge's Company LLC c/o Manhattan Skyline 103 W 55th Street New York NY 10019	Adolfo Rodas AR@msskyline.com Tel: 212-977-4813	Rent	☐ C ☐ U ☐ D			\$263,530.95 ¹
10	Douglas Elliman Property Mgmt C/O 175 East 74th Corporation PO Box 11830 AR Dept: PD Newark NJ 07101-8182	Neil Rappaport Neil.Rappaport@ellimanpm.com Tel: 212-350-2879	Rent	☐ C ☐ U ☐ D			\$260,635.00 ¹
11	Colorado Associates LLC 421 Seventh Avenue 15th floor New York NY 10001	Ethel He ehee@aagmgmt.com Tel: 212-564-7250	Rent	☐ C ☐ U ☐ D			\$256,296.42 ¹
12	373-381 PAS Associates, LLC c/o Atco Properties & Management 97-77 Queens Blvd 11th Floor Rego Park NY 11374	Martina Jankova MJankova@atco555.com Tel: 718- 326-3560	Rent	☐ C ☐ U ☐ D			\$225,914.31 ¹
13	ESRT 1400 Broadway LLC P.O. Box 28848 New York NY 10087-8848	Othaniel Stone ostone@empirestaterealtytrust.com Tel: 212-400-3331	Rent	☐ C ☐ U ☐ D			\$219,117.75 ¹
14	FSP 787 Seventh, LLC PO Box 780378 Philadelphia PA 19178-0378	Cinthia Tejada ctejada@cwpm-ms.com Tel: 212.554.8879	Rent	☐ C ☐ U ☐ D			\$201,419.13 ¹
15	BSD 370 Lexington, LLC P.O. Box 76310 Baltimore MD 21275-6310	Nyshema Gary jamesa@bsdre.com Tel: 212-370-9800	Rent	☐ C ☐ U ☐ D			\$195,500.59 ¹
16	One Hudson Yards Owner, LLC c/o The Related Companies LP 60 Columbus Circle New York NY 10023	Ted Shields ted.shields@related.com Tel: 347-920-7514	Rent	☐ C ☐ U ☐ D			\$193,391.33 ¹
17	GO 685 Third Avenue Owner LLC 285 Madison Avenue Suite 1800 New York NY 10017	Jason Hill Ira.Gardner@am.jll.com Tel: 212-682-5601	Rent	☐ C ☐ U ☐ D			\$178,559.69 ¹
18	Imperial Bag & Paper Co., LLC 255 Route 1&9 Jersey City NJ 07306	cmcerced@imperialbag.com Tel: 201-437-7440	Trade	☐ C ☐ U ☒ D			\$161,987.86 ¹

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
19	Baldor Specialty Foods, Inc P.O. Box 5411 New York NY 10087-5411	John Hansburg SLuna@baldorfood.com Tel: 347-672-2176	Trade	☐ C ☐ U ☒ D			\$151,277.26 ¹
20	210 Muni LLC c/o United American Land LLC 73 Spring Street 6th Floor New York NY 10012	Miriam Bric miriam@ualny.com Tel: 917-560-9168	Rent	☐ C ☐ U ☒ D			\$148,592.00 ¹

¹The Debtors reserve all rights with respect to all claims as listed on this schedule.

Cosmoledo, LLC
Secretary's Certificate

I, Paul Yun, Acting Secretary of Cosmoledo, LLC (the "Company"), do hereby certify, in such capacity and not individually, as follows:

1. A true and complete copy of resolutions of the Board of Directors of the Company, adopted by unanimous written consent on September 10, 2020 is attached as Exhibit A, and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 10th day of September 2020.



Paul Yun

EXHIBIT A

WHEREAS, on July 16, 2020 the Board of Directors (the “Board”) of Cosmoledo, LLC (the “Company”) authorized the Company, among other things, to explore potential alternatives to maximize the value of the Company’s assets for all stakeholders and engage third party advisors to assist in that regard; and

WHEREAS, on August 13, 2020 the Board considered presentations by the Company’s management (the “Management”) and financial and legal advisors (collectively, the “Advisors”) regarding the liabilities and liquidity situation of the Company and the strategic alternatives available to it including an out of court wind down, state court remedies, an out of court sale and a transaction under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”) and authorized Management and its Advisors to solicit bids for a sale of the Company and or its assets; and

WHEREAS, on August 29, 2020, the Board considered proposals from potential purchasers and authorized Management to execute a term sheet, negotiate definitive documentation and pursue a transaction with Aurify Brands (the “Purchaser”) to sell the assets of the Company under the provisions of the Bankruptcy Code (the “Transaction”), and

WHEREAS, in connection with the Transaction, Moussechoux, Inc. (“Mousse”), the holder of the senior secured debt of the Company, has informed the Board that it plans to enter into an agreement with Purchaser, whereby Purchaser will acquire all of the senior secured debt held by Mousse for a purchase price of \$1 million payable upon signing (which would occur immediately prior to the Company’s execution of a binding definitive agreement for the Transaction) and \$1 million payable upon the closing of the Transaction, and that Mousse understands that Purchaser intends to “credit bid” the senior secured debt in connection with the Transaction; and

WHEREAS, four of the directors on the Board are affiliated with Mousse, and, in light of Mousse’s proposed sale of the senior secured debt of the Company to Purchaser as described above, each of these directors has advised the Board that, as such, he or she may be an “interested director” in connection with the Transaction; and

WHEREAS, the Board is aware of the material facts related to the relationships and interests described above and has had an adequate opportunity to ask questions regarding, and investigate the nature of, such relationships and interests; and

WHEREAS, the Board, having been fully apprised of all facts relevant to the Transaction, has determined that it is in the best interests of the Company, its creditors, stockholders, employees, and other interested parties, that the Company sell its assets in the Transaction based on the Board’s analysis of each of the other alternatives and Management’s recommendations with respect thereto; and

WHEREAS, the Board wishes to authorize the officers of the Company to take certain actions in connection with commencing and prosecuting a Chapter 11 case and seeking court approval of a sale of the assets of the Company; and

NOW THEREFORE IT IS RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, employees, and other interested parties, that the Company and its subsidiaries (i) enter into an Asset Purchase Agreement for the Transaction with Aurify Brands consistent with the terms presented to the Board (the “Asset Purchase Agreement”) and (ii) commence a Chapter 11 case by filing a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the Board hereby recommends that the members of the Company adopt and approve the foregoing matters in accordance with the requirements of the Fourth Amended and Restated Limited Liability Company Operating Agreement, dated as of December 22, 2014, as amended;

FURTHER RESOLVED that José Alcalay, the Chief Executive Officer of the Company (the “Authorized Officer”) be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company or its subsidiaries to (i) execute and the deliver the Asset Purchase Agreement, together with any ancillary agreements contemplated thereby or related thereto and (ii) execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in which the principal executive offices of the Company are located (the “Bankruptcy Court”) at such time as said authorized officer executing the same shall determine; and it is

FURTHER RESOLVED that the Authorized Officer and such other officers of the Company as the Authorized Officer shall designate from time to time, be and hereby are authorized and empowered, in the name and on behalf of the Company, appointed as the Company’s authorized representatives, and in such capacity, acting alone or together, with power of delegation, be, and they hereby are, authorized and empowered to execute and file on behalf of the Company, including in the Company’s capacity as sole member of its subsidiaries, all petitions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all actions that the Authorized Officer may deem necessary, proper, or desirable in connection with the Chapter 11 case, with a view to successful prosecution of the case; and it is

FURTHER RESOLVED that without limiting the generality of the foregoing, the Authorized Officer is hereby authorized to file petitions for relief under Chapter 11 of the Bankruptcy Code for each affiliate or subsidiary of the Company for which the Company is the sole member or of which the Company holds the majority of the membership interests or other voting equity;

FURTHER RESOLVED that the Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Mintz & Gold LLP with offices currently located at 600 Third Avenue, 25th Floor, New York, New York 10016, as counsel to represent and assist the Company in carrying out and fulfilling its duties and obligations under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are 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 Mintz & Gold LLP; and it is

FURTHER RESOLVED that the Authorized Officer be, and hereby is, authorized and directed to employ the firm of CBIZ Accounting, Tax and Advisory of New York, LLC (“CBIZ”) as financial advisors, accountants, and consultants to represent and assist the Company in carrying out and fulfilling its duties and obligations under the Bankruptcy Code, and to take all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Officer with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of CBIZ; and it is

FURTHER RESOLVED that the Authorized Officer be, and hereby is, authorized and directed to employ the firm of Donlin Recano & Company, Inc. (“DRC”) as solicitation, notice, and claims agent to represent and assist the Company in carrying out and fulfilling its duties and obligations in connection with solicitation under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of DRC; and it is

FURTHER RESOLVED that the Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to take such action as may reasonably be required to sell the assets of the Company and its subsidiaries pursuant to the Transaction in accordance with the terms of the Asset Purchase Agreement; and it is

FURTHER RESOLVED that the Authorized Officer shall, with the assistance of counsel and subject to the oversight and approval of the Board as appropriate, take such action as may be reasonably necessary to, among other things, (a) consummate the Transaction with the Purchaser or with such other purchaser as may submit a higher and/or better offer for the assets of the Company at an auction authorized by the Bankruptcy Court, (b) settle or reduce the claims of creditors of the Company, (c) prepare an acceptable Plan of Liquidation, which Plan shall be submitted to this Board for review and approval, and (d) take such actions as may be required to obtain the approval of such Plan by the Bankruptcy Court (including, without limitation, preparation of an adequate Disclosure Statement); and it is

FURTHER RESOLVED that upon confirmation of the Plan of Liquidation, the officers of the Company shall take such actions as may be reasonably required in order for the Company to perform its obligations under such Plan; and it is

FURTHER RESOLVED that the Authorized Officer be, and hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things, to pay any and all expenses, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates, including, without limitation, amendments to agreements and supplements to indentures, in the name and on behalf of the Company or otherwise as any such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions, including but not

limited to the performance of the obligations of the Company under any document referred to herein and the payment of fees of counsel; and it is

FURTHER RESOLVED that that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken previously by any Authorized Officer or employees of the Company on its behalf, such actions are hereby ratified, approved and confirmed in their entirety.

**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP
STATEMENT OF AEGERION PHARMACEUTICALS, INC.
PURSUANT TO BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

1377 Sixth Avenue Bakery, LLC is a wholly owned subsidiary of Cosmoledo, LLC.

As of the Petition Date, Cosmoledo, LLC is the sole member of the following of the following entities: Breadroll, LLC, 95 Broad Commissary, LLC, 178 Bruckner Commissary, LLC, 688 Bronx Commissary, LLC, 8 West Bakery, LLC, 55 Hudson Yards Bakery, LLC, 210 Joralemon Bakery, LLC, 339 Seventh Avenue Bakery, LLC, 370 Lexington Avenue Bakery, LLC, 400 Fifth Avenue Bakery, LLC, 575 Lexington Avenue Bakery, LLC, 685 Third Avenue Bakery, LLC, 787 Seventh Avenue Bakery, LLC, 921 Broadway Bakery, LLC, NYC 1294 Third Ave Bakery, LLC, 1377 Sixth Avenue Bakery, LLC, 1400 Broadway Bakery, LLC, 1535 Third Avenue Bakery, LLC, 1800 Broadway Bakery, LLC, 2161 Broadway Bakery, LLC

Fill in this information to identify the case:

Debtor name 1377 Sixth Avenue Bakery, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

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 _____

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

Executed on 09/10/2020

x *José Alcalay*
Signature of individual signing on behalf of debtor

José Alcalay
Printed name

Chief Executive Officer
Position or relationship to debtor