

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

In re:

PACKABLE HOLDINGS, LLC F/K/A  
ENTOURAGE COMMERCE, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-10797 (CTG)

(Jointly Administered)

**Re: D.I. 10, 55**

**DECLARATION OF SARAH BAKER IN SUPPORT OF MOTION OF DEBTORS FOR INTERIM AND FINAL ORDERS (I)(A) CONFIRMING, ON AN INTERIM BASIS, THAT THE INVENTORY DISPOSITION AGREEMENT IS OPERATIVE AND EFFECTIVE AND (B) AUTHORIZING, ON A FINAL BASIS, THE DEBTORS TO ASSUME THE INVENTORY DISPOSITION AGREEMENT; (II) AUTHORIZING AND APPROVING INVENTORY AND FF&E SALES FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES; AND (III) GRANTING RELATED RELIEF**

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

1. I am Vice President, Deputy General Counsel of Hilco Trading, LLC (“Hilco Trading”), the ultimate parent company of Hilco Merchant Resources, LLC (“Hilco”), located at 5 Revere Drive, Suite 206, Northbrook, Illinois.

2. I submit this declaration (the “Declaration”) on behalf of Hilco in support of the *Motion of Debtors for Interim and Final Orders (I)(A) Confirming, on an Interim Basis, that the Inventory Disposition Agreement is Operative and Effective and (B) Authorizing, on a Final Basis, the Debtors to Assume the Inventory Disposition Agreement; (II) Authorizing and Approving Inventory and FF&E Sales Free and Clear of all Liens, Claims, and Encumbrances;*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: Packable Holdings, LLC (6932); Greenpharm Ventures LLC (1513); Packable Media, LLC (6006); Pharmapacks, LLC (6676); Packable Ventures, LLC (1172); and Access Brands, LLC (8582). The location of the Debtors’ service address in these chapter 11 cases is 1985 Marcus Avenue, Suite 207, Lake Success, NY 11042.

*and (III) Granting Related Relief* (D.I. 10) (the “Motion”). Although not required for purposes of approval of the Motion pursuant to section 363 of the Bankruptcy Code, I submit this Declaration and disclose Hilco’s connections to the Debtors and Parties In Interest (as defined below) in support thereof. I have reviewed and am familiar with the Motion and the relief sought therein.

3. The facts set forth in my Declaration are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Hilco Trading under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Declaration.

4. In the ordinary course of its business, Hilco Trading, Hilco and its affiliates and subsidiaries (collectively, “Hilco Global”) maintain a database (the “Transaction Database”) for purposes of performing “conflicts checks.” The Transaction Database contains information regarding present and past representations and transactions of Hilco Global. I obtained a list of names of individuals and companies provided by the Debtors for purposes of searching the Transaction Database and determining the connection(s) which Hilco Global has with such entities (attached hereto as **Schedule 1**; collectively, the “Parties in Interest”). Hilco ran the names of all of the Parties in Interest through the Transaction Database to determine whether Hilco Global had in the past, or currently has, any connection to such Parties in Interest. The Transaction Database includes information relating to debt and equity holdings of the entities comprising Hilco Global (including debt and equity holdings by such entities for the account of a third party, if any). In short, if one of the entities comprising Hilco Global holds debt or equity in a Party in Interest, that connection would be identified in the conflicts check and disclosed. Moreover, the conflicts check conducted by Hilco in connection with the Motion did not exclude any affiliates of Hilco or its ultimate parent company.

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

6. Neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco has agreed to share or will share any portion of the compensation to be received from the Debtors by Hilco with any other person other than the principals and regular employees of Hilco.

7. Except with respect to entry into the Inventory Disposition Agreement (as defined in the Motion), and except as set forth in Schedule 2 hereto, to the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, is a creditor, equity security holder, or an insider of the Debtors.

8. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, is or has been, within two years before the date of the filing of the petition(s) herein, a director, officer or employee of the Debtors.

9. To the best of my knowledge, neither I, Hilco, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Hilco, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which Hilco is engaged, by reason of any direct or indirect relationship to, or connection with, or interest in, the Debtors or for any other reason.

10. Hilco is conducting further inquiries regarding Hilco's engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of

Hilco's engagement if Hilco should discover any facts bearing on the matters described herein, Hilco will supplement the information contained in this Declaration.

*[Remainder of page intentionally left blank]*

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

Dated: Northbrook, Illinois  
September 19, 2022

**Hilco Merchant Resources, LLC**

By:   
\_\_\_\_\_  
Sarah Baker  
Vice President & Deputy General Counsel,  
Managing Member

**Schedule 1**

**Parties In Interest List**

Name	Top 80% Vendor	Category	Notes
Morgan, Lewis & Bockius LLP		Bankruptcy Professionals - Other	ABL Counsel
Alvarez & Marsal LLC		Bankruptcy Professionals - Retained	Restructuring Advisor
Cooley LLP		Bankruptcy Professionals - Retained	Bankruptcy Counsel
Epiq Global		Bankruptcy Professionals - Retained	Claims Agent
Greenhill & Co.		Bankruptcy Professionals - Retained	Investment Banker
Potter Anderson & Corroon LLP		Bankruptcy Professionals - Retained	Local BK Counsel
62 Castle Ridge LLC		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
AJZ Windmill		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Altaheide		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Bank of America		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Carlyle (Pacer Corp. Blocker)		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Carlyle (Pacer Holdings)		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Carlyle (Pacer L.P. Blocker)		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
CVI Investment Management		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Gioia Ventures		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Glenn M Creamer		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Gribovo Holdings		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Heights Capital Management		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
JFMW Capital		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Jonathan Webb		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
JPMorgan Chase Bank		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Lombr Odier		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Luxor Capital		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
McKesson Ventures		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
MGG Investment Group LP		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Morningside		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Quality King		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Reckitt Benckiser Group PLC		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Scott Emerson		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
Shanklin Corporation		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
TAB 710 Holdings		Banks/Lender/UCC Lien Parties/Administrative Agents	Secured Lender
The Poses Family Foundation		Banks/Lender/UCC Lien Parties/Administrative Agents	Convertible Noteholder
Access Brands, LLC		Debtors	
Greenpharm Ventures LLC		Debtors	
Packable Holdings, LLC		Debtors	
Packable Media, LLC		Debtors	
Packable Ventures, LLC		Debtors	
Pharmapacks, LLC (dba Packable)		Debtors	
Adam Berkowitz		Director/Officer	
Adam Rodgers		Director/Officer	
Andreas Schulmeyer		Director/Officer	
Andrew Vagenas		Director/Officer	
Arjun Purkayastha		Director/Officer	
Ash Mehra		Director/Officer	
Brad Tramunti		Director/Officer	
Carrie Williams		Director/Officer	
Chris Pfeiffer		Director/Officer	
Daniel Bennett		Director/Officer	
Glenn Nussdorf		Director/Officer	
Ian Cohen		Director/Officer	
James Mastronardi		Director/Officer	
Jay Sammons		Director/Officer	
Karen (Sunny) Nastase		Director/Officer	
Leanna Bautista		Director/Officer	
Maria Harris		Director/Officer	
Neal Goldman		Director/Officer	
Scott Emerson		Director/Officer	
Yue Bonnet		Director/Officer	
1516 Media Group, LLC		Known Affiliates - JV	
CASA Home, LLC		Known Affiliates - JV	
Little Yawn Collective, LLC		Known Affiliates - JV	
Pacific Shaving Company		Known Affiliates - JV	
Pharmapacks Brand Holdings, LLC)		Known Affiliates - JV	
Theraplex, LLC		Known Affiliates - JV	

Name	Top 80% Vendor	Category	Notes
1516 MP, LLC		Landlords	
80 Wilshire Blvd., LLP		Landlords	
BDG 1516 MP, LLC		Landlords	
CH/BDG Harvill, LLC		Landlords	
CK-HP 1985 Marcus Avenue LLC		Landlords	
Edgewater Industrial Park, LLC		Landlords	
Feiga Holly Hall/1985 Marcus Avenue LLC		Landlords	
Quality King Distributors, Inc.		Landlords	
Urban Engineers of New York D.P.C. FKA Ubran			
Engineers of New York P.C.		Landlords	Sublessor
4X Commerce, LLC dba MyFBAPrep		Legal Matters	Demand Letter
Raymond Handling Solutions Inc.		Legal Matters	Demand Letter
FreshGogo, Inc.		Other Interested Parties	Sublessee
MGG Investment Group LP		Other Interested Parties	
Shopify		Other Interested Parties	
Walmart		Other Interested Parties	
Capital One Bank		Vendor	
Citibank		Vendor	
De Lage Landen Financial		Vendor	
DLA Piper LLP (US)		Vendor	
Fox Rothschild LLC		Vendor	
Staples		Vendor	
US Bank National Association		Vendor	
3M Company	Y		Top 80% Vendor
4X Commerce LLC (My Fba Prep)	Y		Top 80% Vendor
80 Wilshire Blvd., LLP	Y		Top 80% Vendor
Active Nutrition (Natures Bounty)	Y		Top 80% Vendor
Adecco USA Inc	Y		Top 80% Vendor
American International Services LLC	Y		Top 80% Vendor
Amerisourcebergen Drug Corp. (H.D.Smith)	Y		Top 80% Vendor
Bayer Healthcare LLC	Y		Top 80% Vendor
Beyond Technologies Consulting USA	Y		Top 80% Vendor
Bi-Lo Distributors Ltd	Y		Top 80% Vendor
Blackhawk Data LLC	Y		Top 80% Vendor
BOFA Securities, Inc.	Y		Top 80% Vendor
Brecham Group, LLC	Y		Top 80% Vendor
Carbonklean LLC	Y		Top 80% Vendor
CCA Financial LLC	Y		Top 80% Vendor
CFGH Holdings, LLC	Y		Top 80% Vendor
Chubb Insurance	Y		Top 80% Vendor
Church & Dwight Co. Inc.	Y		Top 80% Vendor
Cosmopolitan Cosmetics Inc	Y		Top 80% Vendor
Data Sales Co., Inc.	Y		Top 80% Vendor
Deloitte & Touche LLP	Y		Top 80% Vendor
Endicia	Y		Top 80% Vendor
Epam Systems, Inc.	Y		Top 80% Vendor
Ethique Limited	Y		Top 80% Vendor
GSK Consumer Healthcare Services Inc.	Y		Top 80% Vendor
Hub International (The B&G Group)	Y		Top 80% Vendor
Infosys Limited	Y		Top 80% Vendor
Jacavi Beauty LLC	Y		Top 80% Vendor
Johnson & Johnson Consumer Inc	Y		Top 80% Vendor
Kinray Inc.	Y		Top 80% Vendor
Korber Supply Chain Us, Inc. (Highjump)	Y		Top 80% Vendor
Maesa Holdings Inc. (Kristin Ess)	Y		Top 80% Vendor
Mastercard	Y		Top 80% Vendor
Mckesson Medical	Y		Top 80% Vendor
Mead Johnson & Company LLC	Y		Top 80% Vendor
Medtech Products, Inc. (Prestige)	Y		Top 80% Vendor
Monarca Maintenance Corp	Y		Top 80% Vendor
MTBC Ltd (TBC Enterprises)	Y		Top 80% Vendor
Nimble Gravity LLC	Y		Top 80% Vendor

Name	Top 80% Vendor	Category	Notes
Perfume Worldwide Inc	Y		Top 80% Vendor
Pro's Choice Beauty Care	Y		Top 80% Vendor
Quality Fragrance	Y		Top 80% Vendor
Quality King Distributors	Y		Top 80% Vendor
Randstad Us, LLC	Y		Top 80% Vendor
RB Health(US) LLC	Y		Top 80% Vendor
RB Hyho	Y		Top 80% Vendor
Right Management Inc	Y		Top 80% Vendor
Sap America, Inc.	Y		Top 80% Vendor
Scrub Daddy Inc.	Y		Top 80% Vendor
Sheralven Enterprises Ltd	Y		Top 80% Vendor
Sunstar Americas Inc. (Gum Brand)	Y		Top 80% Vendor
Supplyone Long Island	Y		Top 80% Vendor
The B&G Group	Y		Top 80% Vendor
The Benchmark Company LLC	Y		Top 80% Vendor
Thornel Associates, Inc.	Y		Top 80% Vendor
Tradeswell Inc.	Y		Top 80% Vendor
Ultra/Standard Dist	Y		Top 80% Vendor
United Healthcare	Y		Top 80% Vendor
United Parcel Service	Y		Top 80% Vendor
Ups Mail Innovations	Y		Top 80% Vendor

**Schedule 2**

**Disclosures**

Schedule 2

- a. Hilco and affiliates of Hilco employ the following individuals who previously were associated with the Bankruptcy and Corporate Restructuring section of the law firm of Young Conaway Stargatt & Taylor, LLP (“YCST”) in Wilmington, Delaware: (i) Ian S. Fredericks, President and Chief Legal Officer of Hilco, and (ii) David Peress, Executive Vice President of Hilco IP Services, LLC. Mr. Fredericks and Mr. Peress left YCST in 2008 and 2000, respectively. While at YCST, the Honorable John Dorsey was a partner in the Bankruptcy and Corporate Restructuring section.
- b. Hilco’s parent company has a credit facility with (i) Bank of America, (ii) JPMorgan Chase, and (iii) US Bank National Association, for which Hilco is a guarantor.
- c. Hilco Real Estate, LLC (“HRE”), an affiliate of Hilco, provides lease acquisition, disposition, and restructuring services to its commercial real estate clients. In the course of providing such services, HRE may have transacted with one or more of the parties-in-interest identified as landlords of the Debtors on matters unrelated to the Debtors.
- d. Affiliates of Hilco provide asset valuation, monetization or advisory services for, or related to loans made by, the following: (i) Bank of America, (ii) Bi-Lo, LLC, which may be an affiliate of Bi-Lo Distributors Ltd, (iii) Capital One Bank, (iv) Citibank, (v) De Lage Landen Financial, (vi) Deloitte & Touche LLP, (vii) JPMorgan Chase Bank, (viii) Nature’s Bounty Co., Inc. (ix) Perfume Worldwide, Inc., (x) Sheralven Enterprises Ltd., (xi) Staples, and (xii) SupplyOne, Inc., which may be an affiliate of Supplyone Long Island.
- e. From time to time, Hilco and its affiliates have worked with and/or been represented by (i) Morgan, Lewis & Bockius, (ii) Alvarez & Marsal LLC, (iii) Carlyle Group, (iv) Cooley LLP, (v) Deloitte & Touche LLP, (vi) DLA Piper, (vii) Fox Rothschild LLC, (viii) Mintz Levin Cohn Ferris Glosky & Popeo PC, and (ix) Potter Anderson & Corroon LLP, in matters wholly unrelated to the Debtors and these chapter 11 cases.
- f. Because of the magnitude of the entire creditor list in these cases, it is possible that Hilco may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with these cases. Hilco presently or in the past has served as a professional person in other matters, wholly unrelated to the Debtors or these cases, in which other attorneys, accountants and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons.