

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

In re:

World and Main (Cranbury), LLC,

Debtor.

Case No. 23-10119

Chapter 7 case, converted from Chapter 11

**FINAL REPORT OF DEBTOR AS DEBTOR IN POSSESSION
UPON CONVERSION OF CHAPTER 11 CASE TO CHAPTER 7 CASE
PURSUANT TO BANKRUPTCY RULE 1019(5)**

I. Cash

(a) Cash balance on hand at date of conversion: **\$ 31,099.09**

(b) List the bank name and last four digits of account numbers
where all of the cash held on conversion date was located.

Bank	Account Ending
PNC Bank, National Association	2229
PNC Bank, National Association	7499

(c) Is the cash balance on hand at conversion stated above
subject to a security interest? **Yes**

(f) If so, state the name and address of the secured creditor and the
amount unpaid on the security agreement as of the date of conversion:

<u>Name and Address of Secured Creditor</u>	<u>Amount Unpaid</u>
PNC Bank, National Association	\$29,324,861.44¹

¹ PNC Bank, National Association ("PNC") has reported to the Debtors that the amount of its unpaid secured claim against the Debtors as of September 28, 2023, was \$29,324,861.44. Additionally, PNC has issued letters of credit on behalf of the Debtors in the amount of \$3,334,118.77. As of September 28, 2023, PNC held unapplied cash paid by the Debtors in the amount of \$628,459.20.

II. Accounts Receivable

(a) Total amount due the debtor from other entities or individuals on date the case was converted to a chapter 7 case. **\$ 0.00²**

(b) Is the account receivable balance stated above subject to a security interest? **N/A**

(c) If so, state the name and address of the secured creditor and the amount unpaid on the date of conversion on the security agreement:

<u>Name and Address of Secured Creditor</u>	<u>Amount Unpaid</u>
N/A	N/A

(d) Itemize below all accounts receivable due the debtor from other entities or individuals on the date that the case was converted to a chapter 7 case:

<u>Name and address of customer</u>	<u>Kind of obligation</u>	<u>Date of obligation</u>	<u>Amount due debtor</u>
N/A	N/A	N/A	N/A

III. Accounts Payable

(a) Total unpaid debts incurred during chapter 11 case. **\$30,734,292.17³**

(b) Itemize below all unpaid debts incurred during the chapter 11 case including unsecured debts, secured debts, taxes, wages, administrative expenses, etc, but not including any prepetition debts:

<u>Name and Address of unpaid creditors</u>	<u>Kind of debt</u>	<u>Date incurred</u>	<u>Amount unpaid</u>
See Exhibit 1 attached hereto			

IV. Date that Matrix of Unpaid Creditors during the Chapter 11 case was filed: October 12, 2023.

Not later than 14 days after conversion of the case, a schedule of unpaid debts is to be filed. This schedule should be an appropriate matrix for mailing purposes containing the names and address of all unpaid entities since the commencement of the Chapter 11 case.

² Excludes intercompany receivables.

³ Excludes intercompany payables.

V. Original Chapter 11 Assets

Itemize below the assets of the debtor other than cash or accounts receivable *on the date the petition was filed* that were disposed of during the chapter 11 case or that were retained but had a reduced or increased value on the date of conversion to the chapter 7 case:

On March 28, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [D.I. 291] (the “Sale Order”) approving the sale of substantially all of the Debtors’ assets (the “Sale”) to H2 Acquisition, LLC, pursuant to the Purchase Agreement, a copy of which is attached to the Sale Order as Exhibit 1. The Sale closed on March 31, 2023. See D.I. 308. The “Acquired Assets” and “Excluded Assets” are identified in the Purchase Agreement. See Purchase Agreement, §§ 2.1 and 2.2. The Debtor is not aware of any retained assets having a reduced or increased value as of the date of conversion.

VI. New Chapter 11 Assets

Itemize below the assets of the debtor other than cash or accounts receivable that were acquired by the debtor during the chapter 11 case and that were disposed of during chapter 11 case or that were retained as assets on the date of conversion to a chapter 7 case. (Note: For individual debtors, this must include post-petition earnings. See 11 U.S.C. § 1115(a)(2)).

Description of asset	Price paid for asset	If disposed of, <u>explain disposition</u>	If retained, value on <u>date of conversion</u>
N/A	N/A	N/A	N/A

VII. Executory Contracts and Unexpired Leases

- (a) Rejected: List below the unexpired leases and other executory contracts that were rejected during the chapter 11 case, including the name and address of every other party to each contract, the obligations of each party under the contract and the description and value of property covered by the contract:

COUNTERPARTY	TITLE OF CONTRACT	DOC. NO.
<u>Bank of the West Equipment Finance</u> 1625 W. Fountainhead Pkwy, AZ-FTN-10C-A Tempe, AZ 85282	Commercial Master Lease Agreement No. 2642946 dated December 1, 2020, including but not limited to Schedule Nos. 300-2642946-001 and 300-2642946-002	499
<u>Byline Financial Group</u> 2801 Lakeside Drive, Suite 212 Bannockburn, IL 60015	Lease Agreement No. 57244, dated January 25, 2021	499
<u>Byline Financial Group</u> 2801 Lakeside Drive, Suite 212 Bannockburn, IL 60015	Lease Agreement No. 57248, dated January 25, 2021	499
<u>Crown Equipment Corporation d/b/a Crown Credit Company</u> 40 S Washington St, New Bremen, OH 45869	Lease Schedule No. 40568505, dated April 19, 2020	499
<u>Huntington (fka TCF Tech Finance)</u> 1405 Xenium Lane North (PCC180) Plymouth, MN 55441	Lease Number 001-080389-100 dated December 4, 2020	499
<u>Tech. Finance Co., LLC</u> 16430 N. Scottsdale Road, Suite 170 Scottsdale, AZ 85254	Master Lease Agreement No. 3333, dated December 7, 2020, including Lease Schedule No. 3333-001	499
<u>Xerox Financial Services LLC</u> 45 Glover Avenue Norwalk, CT 06856	Lease Agreement No. 020-0066229-002	499

- (b) New, assumed, or not rejected: List below the unexpired leases and other executory contracts that were assumed or not rejected and the new executory contracts including leases that were entered into during the chapter 11 case, including the name and address of every other party to each contract, the obligations of each party under the contract and the description and value of property covered by the contract:

COUNTERPARTY	TITLE OF CONTRACT	DOC. NO.
<u>Affinius Capital LLC</u> 350 Park Ave Floor 15 New York, NY 10022	Industrial Building Lease, dated as of February 11, 2019, which was assigned to L'Occitane, Inc. effective as of August 28, 2023	426

VIII. Payments to Insiders during the course of the Chapter 11 pendency

<u>Name</u>	<u>Amount</u>	<u>Purpose</u>
None	N/A	N/A

The Final Report above, consisting of **five (5)** pages and **one (1)** exhibit, has been prepared for or by the undersigned, who declares under penalty of perjury that the statements contained therein are true and correct to the best of my knowledge, information and belief.

Executed on: October 27, 2023Signed: /s/ Jason D. AngeloPrint name: Jason D. AngeloTitle: Counsel for the Debtors and
Debtors-in-Possession

The debtor has reviewed this Final Report, consisting of **five (5)** pages and **one (1)** exhibit and declares under penalty of perjury that the statements contained therein are true and correct to the best of my knowledge, information and belief.

Executed on: October 27, 2023DebtorSigned: /s/ Howard P. MeitinerPrint name: Howard P. MeitinerTitle: Chief Restructuring Officer

Exhibit 1**Unpaid Debts Incurred During the Chapter 11 Case**

Name	Address	Kind of Debt	Date Incurred	Amount Unpaid¹
Carl Marks Advisory Group LLC	900 Third Ave. 33rd Floor, New York, NY 10022, United States	Professional fees and expenses	Apr. 2023 – Sept. 2023	\$510,815.00
Epiq Corporate Restructuring LLC	777 Third Ave., 12th Floor, New York, NY 10017, United States	Professional fees and expenses	Feb. 2023 – Sept. 2023	\$115,260.05
PNC Bank, National Association	One North Franklin, 25th Floor Mailstop: D1-Y806-25-3 Chicago, IL 60606	DIP Financing	February 2, 2023	\$29,324,861.44 ²
Reed Smith LLP	225 Fifth Ave., Pittsburgh, PA 15224, United States	Professional fees and expenses	Apr. 2023 – Sept. 2023	\$783,355.68

¹ The Debtors and their professionals acknowledge and confirm that payment of the professionals' fees and expenses referenced in this Schedule is limited by application of the Post-Sale Carve-Out established under and defined in the *Order Amending, in Part, the Order (I) Authorizing the Debtors, on a Final Basis, to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders, and (C) Utilize Cash Collateral; (II) Providing Adequate Protection to the Pre-Petition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief, Pursuant to 11 U.S.C. Sections 105, 361, 362, 363, 364 and 507* [D.I. 302].

² PNC Bank, National Association ("PNC") has reported to the Debtors that the amount of its unpaid secured claim against the Debtors as of September 28, 2023, was \$29,324,861.44. Additionally, PNC has issued letters of credit on behalf of the Debtors in the amount of \$3,334,118.77. As of September 28, 2023, PNC held unapplied cash paid by the Debtors in the amount of \$628,459.20