

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

KELLEY DRYE & WARREN LLP

James S. Carr, Esq.

Eric R. Wilson, Esq. (admitted *pro hac vice*)

Maeghan J. McLoughlin, Esq. (admitted *pro hac vice*)

Connie Y. Choe, Esq.

One Jefferson Road, 2nd Floor

Parsippany, NJ 07054

Tel: (973) 503-5900

Fax: (973) 503-5950

Email: jcarr@kelleydrye.com

ewilson@kelleydrye.com

mmcloughlin@kelleydrye.com

cchoe@kelleydrye.com

*Proposed Counsel to the Official Committee of
Unsecured Creditors*

In re:

BOWFLEX INC., *et. al.*,

Debtors.¹

Case No. 24-12364 (ABA)

Chapter 11

(Jointly Administered)

Hearing: Only if an Objection is Timely Filed
Objection Deadline: April 19, 2024

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF PROVINCE, LLC AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 21, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully submits this application (the “Application”), pursuant to sections 328(a), 330, 331 and 1103(a) of title 11 of the United States Code

¹ The Debtors in these chapter 11 cases, are BowFlex Inc. and BowFlex New Jersey LLC.

(the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Jersey (the “Local Bankruptcy Rules”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ Province, LLC (“Province”) as financial advisor to the Committee, effective as of March 21, 2024. In support of this Application, the Committee submits the declaration of David Dunn, attached hereto as **Exhibit B** (the “Dunn Declaration”) and respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 (a)-(b) and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, of the United States District Court for the District of New Jersey, dated as of September 18, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). The Committee hereby consents to the entry of final orders or judgments by the Court on this Application if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a), 330, 331 and 1103, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1. Compensation will be in accordance with sections 330 and 331 of the Bankruptcy Code.

BACKGROUND

4. On March 4, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request has been made for the appointment of a trustee or an examiner in the Chapter 11 Cases.

5. On March 15, 2024, the Office of the United States Trustee for Regions Three and Nine (the “U.S. Trustee”) appointed three of the Debtors’ unsecured creditors to serve as members of the Committee.² The Committee currently comprises the following entities and persons: (i) Zhejiang Arcana Power Sports Tech. CO., LTD.; (ii) Cerence Operating Company; and (iii) Core Health and Fitness, LLC.

6. On March 21, 2024, the Committee selected Kelley Drye & Warren LLP to serve as counsel to the Committee and Province, LLC to serve as its financial advisor, in each case subject to Court approval.

RELIEF REQUESTED

7. The Committee seeks to retain and employ Province as its financial advisor pursuant to Bankruptcy Code sections 328(a), 330, 331 and 1103(a), Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1, effective as of March 21, 2024.

RETENTION OF PROVINCE, LLC

8. The Committee requests that this Court approve the employment of Province to perform advisory services consistent with the mandate of the Committee to provide for fair and lawful treatment of the Debtors’ unsecured claims.

² *Notice of Appointment of Official Committee of Unsecured Creditors*, dated March 15, 2024 [ECF No. 116].

9. Province has extensive experience representing official creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases, including, as (i) financial advisor to the official committees of unsecured creditors in the A.B.C. Carpet, Alex and Ani, Armstrong Flooring, Aruze Gaming, Ascena Group, Avadim Health, BL Restaurants Holding, Carbonlite Holdings, Cherry Man Industries, Cyprus Mines, David's Bridal, DCL Holdings (USA), Destination Maternity, Eastern Outfitters, EHT US1 (Eagle Hospitality), Endo International, Francesca's Holding Corporation, Honx, Insys Therapeutics, Independent Pet Partners, Invacare, Invitae Corporation, J Crew, Kidde-Fenwal Inc., Lucky's Market, L'Occitane, Mallinckrodt, Mountain Express Oil Company, Nielsen & Bainbridge (NBD Home), Neopharma, One Web, Papyrus, Path Medical, Pier 1, PBS Brand Co. (Punch Bowl), Purdue Pharma, Prime Core Technologies, Restoration Forest Products, Reverse Mortgage, Revlon, SiO2 Medical Products, Stimwave Technologies, Surgalign, TECT Aerospace Group, The Rockport Company, Thrasio Holdings, True Religion Apparel, Tuesday Morning, Virgin Orbit, Wesco Aircraft and White Stallion Energy, Winsor Terrace matters; (ii) financial advisor to the debtors in 4E Brands, Basic Energy Services, Cherry Man Industries, Cinemex Holdings USA, Codiak BioSciences, Coin Cloud, Decurtis Holdings, Frontsight Management, Penthouse Global Media, Superior Linen, True Religion Apparel, Vesta Holdings, and Woodbridge Group of Companies; and (iii) the trustee in Aegean Marine Petroleum, Advance Watch, American Apparel, Aruze Gaming America, Borden Dairy, CS Mining, Cycle Force, DCL, EBH Topco, Eclipse Berry Farms, Energy & Exploration (ENXP), Fieldwood, Gump's, Invacare, La Paloma Generating Company, Limetree Bay Services, Mallinckrodt, Maxus Energy, Neogenix, PBS Brand Co. (Punch Bowl), Promise Healthcare Group, RadioShack Corporation, RMIT (Reverse Mortgage), and Samson Resources, Stimwave Technologies, among others.

10. In light of the foregoing, the Committee believes that the employment of Province to provide the financial advisory services described herein and such other services as may be necessary for the Committee to satisfy its obligations and is in the best interests of the Debtors' estates.

SCOPE OF SERVICES

11. The Committee respectfully submits that it is necessary and appropriate for it to employ and retain Province as its financial advisors to provide the following services, including without limitation:

- a. analyzing the Debtors' assets and liabilities, and overall financial condition and liquidity during the Chapter 11 Cases;
- b. reviewing financial and operational information furnished by the Debtors;
- c. reviewing other operational data and agreements related to the interaction of the Debtors;
- d. scrutinizing the economic terms of various agreements, including, but not limited to, various professional retentions;
- e. analyzing the Debtors' proposed business plans and developing alternative scenarios, if necessary;
- f. analyzing the various types of claims against the Debtors;
- g. assessing the Debtors' various pleadings and proposed treatment of creditor claims therefrom;
- h. preparing, or reviewing as applicable, avoidance action and claim analyses;
- i. assisting the Committee in reviewing the Debtors' financial reports, including, but not limited to, SOFAs, Schedules, budgets, and Monthly Operating Reports;
- j. advising the Committee on the current state of the Chapter 11 Cases;
- k. advising the Committee in negotiations with the Debtors and third parties as necessary;

- l. if necessary, participating as a witness in hearings before the bankruptcy court with respect to matters upon which Province has provided advice; and
- m. other activities as are approved by the Committee, the Committee's counsel, and as agreed to by Province.

PROFESSIONAL COMPENSATION

12. The Committee desires to employ Province and compensate Province with reasonable fees to be determined by the Court. No compensation will be paid to the Province except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of this Court. Province has received no retainer in the Chapter 11 Cases to represent the Committee. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by Province in its representation of the Committee.

13. Province's current hourly rates are:

| <u>Professional Level</u> | <u>Per Hour (USD)</u> |
|--|------------------------------|
| Managing Directors and Principals | \$870-\$1,450 |
| Vice Presidents, Directors, and Senior Directors | \$690-\$950 |
| Analysts, Associates, and Senior Associates | \$370-\$700 |
| Other / Para-Professional | \$270-\$410 |

14. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

15. In addition, Province will bill for all out-of-pocket expenses reasonably incurred by Province in connection with the matters contemplated by this Application.

16. Province intends to provide notice to the Committee, the Debtors, and the U.S. Trustee before implementing any increases in Province's rates for professionals working on the Chapter 11 Cases.

17. Province will maintain detailed records of fees and expenses incurred in connection with the rendering of the advisory services described above, in accordance with applicable rules and guidelines.

18. The Committee understands that any compensation and expenses paid to Province must be approved by the Court upon application consistent with the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, U.S. Trustee Guidelines, and any orders of the Court respecting compensation of professionals.

NO ADVERSE INTEREST

19. To the best of the Committee's knowledge, and based upon the Dunn Declaration attached hereto, neither Province nor any of its employees have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Dunn Declaration.

20. To the best of the Committee's knowledge, except as provided in the Dunn Declaration, neither Province, nor any of its employees represent any interest adverse to that of the Committee in the matters on which they are to be retained.

21. While Province has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Province, through its continuing efforts, learn of any new connections of the nature described above, Province will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

22. Province represents many debtors, trustees and committees in other bankruptcy cases, and the debtors, the members of those committees, or those estates may be creditors of the Debtors. However, Province will not represent those debtors, committees or their members with respect to any claims that they may collectively or individually have against the Debtors.

BASIS FOR RELIEF

23. The Committee seeks approval of this Application pursuant to Bankruptcy Code section 1103. Bankruptcy Code section 1103(a) provides, in relevant part, that a creditors' committee, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a). The employment of Province by the Committee is reasonable and in line with the terms and conditions typical for engagements of this size and character.

24. In addition, Bankruptcy Code section 328(a) provides that the Committee, subject to Court approval, "may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a).

25. The Committee submits that, for all of the reasons set forth above and in the Dunn Declaration, the retention of Province as financial advisor to the Committee on the terms set forth herein and in the Dunn Declaration is warranted and should be approved.

RETENTION AS OF MARCH 21, 2024

26. The Committee believes that the employment of Province, effective as of March 21, 2024, the date the Committee selected Province as its proposed financial advisor, is warranted under the circumstances of the Chapter 11 Cases. Upon its selection, the Committee requested that Province commence work immediately on time-sensitive matters and devote substantial resources to the Chapter 11 Cases prior to the submission and approval of this Application. Thus, Province has provided, and will continue to provide, valuable services to the Committee.

NOTICE

27. Notice of this Application will be provided to: (a) the Debtors; (b) counsel to the Debtors; (c) the office of the United States Trustee for the District of New Jersey; (d) counsel to the Ad Hoc First Lien Group; (e) counsel to the DIP Lenders; (f) counsel to the Administrative Agent under the Revolving Credit Facility; (f) any other person or entity entitled to notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee respectfully submits that no further notice of the Application is necessary or required.

NO PRIOR REQUEST

28. No prior Application for the relief requested herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Committee requests that the Court enter an order, substantially in the form annexed hereto as **Exhibit A**, approving the employment of Province, LLC as its financial advisor, effective as of March 21, 2024, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow, and grant the Committee such other and further relief as the Court deems just and proper.

Dated: April. 10, 2024

Respectfully submitted,

The Official Committee of Unsecured Creditors
of BowFlex Inc., *et al.*

By: _____

Chairperson of the Official Committee of
Unsecured Creditors of BowFlex, Inc., *et al.*,³

³ Under the Bylaws and Procedural Rules for the Official Committee of Unsecured Creditors of BowFlex, Inc, *et al.*, Zhjiang Arcana Power Sports Tech. Co. Ltd., as Chairperson of the Committee has authority to act on behalf of the Committee as appropriate to implement decisions of the Committee made in accordance with the Bylaws

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

KELLEY DRYE & WARREN LLP

James S. Carr, Esq.

Eric R. Wilson, Esq. (admitted *pro hac vice*)

Maeghan J. McLoughlin, Esq. (admitted *pro hac vice*)

Connie Y. Choe, Esq.

One Jefferson Road, 2nd Floor

Parsippany, NJ 07054

Tel: (973) 503-5900

Fax: (973) 503-5950

Email: jcarr@kelleydrye.com

ewilson@kelleydrye.com

mmcloughlin@kelleydrye.com

cchoe@kelleydrye.com

*Proposed Counsel to the Official Committee of
Unsecured Creditors*

In re:

BOWFLEX INC., *et. al.*,

Debtors.¹

Chapter 11

Case No. 24-12364 (ABA)

(Jointly Administered)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF BOWFLEX INC., *ET AL.* TO RETAIN AND EMPLOY PROVINCE,
LLC AS FINANCIAL ADVISOR, EFFECTIVE AS OF MARCH 21, 2024**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby
ORDERED.

¹ The Debtors in these chapter 11 cases, are BowFlex Inc. and BowFlex New Jersey LLC.

Page: 2
Debtors: BowFlex Inc., *et al.*
Case No.: 3:24-bk-12364
Caption: Order Authorizing and Approving the Employment and Retention of Province, LLC as Financial Advisor for the Official Committee of Unsecured Creditors of BowFlex Inc., *et al.*, effective as of March 21, 2024

Upon the application (the “Application”)⁵ of the Official Committee of the Unsecured Creditors (the “Committee”) in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession, (collectively the “Debtors”), for entry of an order authorizing the Committee to employ and retain Province, LLC (“Province”) as its financial advisor effective as of March 21, 2024, pursuant to sections 328(a) and 1103 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of New Jersey (the “Local Bankruptcy Rules”); and upon the declaration of David Dunn (the “Dunn Declaration”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334(b); and it appearing that the Application is a core matter pursuant to 28 U.S.C. §157(b)(2)(A) and that the Court can enter a final order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Dunn Declaration, that Province does not hold or represent an adverse interest in connection with the case, and that Province is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the

⁵ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

Page: 3
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Court having determined that the relief sought in the Application is in the best interest of the Committee, the Debtors, their creditors and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Dunn Declaration, and at the hearing establishing just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, the Committee is authorized to employ and retain Province as financial advisor to the Committee effective as of March 21, 2024, as modified by this Order.
3. Province shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-1(a), the proposed Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court, if approved, and such other procedures as may be fixed by order of this Court.
4. Province shall provide ten (10) business days' notice of any rate increases to the Committee, the United States Trustee, and the Debtors before any increases in the rates set forth in the Application are implemented, and shall file a Supplemental Affidavit setting forth any such increases. The Committee, the Debtors, the United States Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including but not limited to the

Page: 4
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reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Notwithstanding anything in the Application or the Kietlinski Declaration to the contrary, Province shall, to the extent that Province uses the services of contract attorneys, independent contractors or subcontractors (collectively, the “Contractors”) in the chapter 11 cases, (i) pass through the cost of such Contractors at the same rate that Province pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors (to the extent they are attorneys, accountants, or other agents) (A) are subject to the same conflict checks and disclosures as required by Province and (B) file with the Court such disclosures required by Bankruptcy Rule 2014; and (iv) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases.

6. In the event that, during the pendency of the Chapter 11 Cases, Province seeks reimbursement for any attorneys’ fees and/or expenses, the invoices and supporting time records from such attorneys shall be included in Province’s fee applications and such invoices and time records shall be in compliance with the Local Bankruptcy Rules, and shall be subject to the U.S. Trustee Guidelines and approval of the Court under the standards of section 330 and 331 of the Bankruptcy Code, without regard to whether such attorney has been retained under sections 327 or 1103 of the Bankruptcy Code. All rights are reserved to permit objection to any request for reimbursement of expenses, including but not limited to, any request for the reimbursement of legal fees of Province’s independent legal counsel.

Page: 5
Debtors: BowFlex Inc., *et al.*
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7. Province shall (i) comply with the requirements of Local Rule 2016-1; (ii) not seek reimbursement of any fees or costs including attorney fees and costs arising from the defense of any objections to any of Province's fee application in these chapter 11 cases; (iii) use billing and expenses categories that are substantially similar to those set forth in the U.S. Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"); (iv) only bill fifty percent (50%) for non-working travel; and (v) provide any and all monthly fee statements, interim fee applications and final fee applications in "LEDES" format to the U.S. Trustee.

8. None of the fees payable to Province shall constitute a "bonus" or fee enhancement under applicable law, except where authorized by this Order

9. To avoid any duplication of effort and provide services to the Committee in the most efficient and cost-effective manner, Province shall coordinate with any additional professionals the Committee retains regarding their respective responsibilities in the Chapter 11 Cases.

10. Any material changes to the scope of services being provided by Province, as outlined in the Application, shall require further Court approval.

11. In the event Province seeks to use any of its affiliates to perform services for the Committee, the Committee shall seek the separate retention of any such affiliates

12. The relief granted herein shall be binding upon any chapter 11 trustee appointed in these chapter 11 cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7.

Page: 6
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13. To the extent that there may be any inconsistency among the terms of the Application, the Declarations and this Order, the terms of this Order shall govern.

14. The Committee and Province are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

15. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

16. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT B

DECLARATION OF DAVID DUNN

| | |
|---|---|
| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY Caption in Compliance with D.N.J. LBR 9004-1(b) | |
| KELLEY DRYE & WARREN LLP James S. Carr, Esq. Eric R. Wilson, Esq. (admitted <i>pro hac vice</i>) Maeghan J. McLoughlin, Esq. (admitted <i>pro hac vice</i>) Connie Y. Choe, Esq. One Jefferson Road, 2 nd Floor Parsippany, NJ 07054 Tel: (973) 503-5900 Fax: (973) 503-5950 Email: jcarr@kelleydrye.com ewilson@kelleydrye.com mmcloughlin@kelleydrye.com cchoe@kelleydrye.com | |
| <i>Proposed Counsel to the Official Committee of Unsecured Creditors</i> | |
| In re: BOWFLEX INC., <i>et. al.</i> , <div style="text-align: right;">Debtors.⁶</div> | Chapter 11 Case No. 24-12364 (ABA) (Jointly Administered) |

**DECLARATION OF DAVID DUNN PURSUANT TO 28 U.S.C. §1746 IN
 SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF
 UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING
 THE EMPLOYMENT AND RETENTION OF PROVINCE, LLC AS
 FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS EFFECTIVE AS OF MARCH 21, 2024**

I, David Dunn, declare under penalty of perjury as follows:

1. I am a principal with Province, LLC (“Province”), which is a financial advisory firm with its principal office located at 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074. Province also has offices in the Greenwich, Los Angeles, Miami and New York metro

⁶ The Debtors in these chapter 11 cases, are BowFlex Inc. and BowFlex New Jersey LLC.

areas. I am authorized to submit this declaration in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of March 21, 2024* (the “Application”).⁷

2. Province’s corporate structure, including its parent entities, affiliates, and subsidiaries, is as follows: Province, LLC is a Delaware limited liability company, and Province’s sole subsidiary, which is wholly-owned, is Province Fiduciary Services, LLC, a Nevada limited liability company. All of the membership interests in Province, LLC are held by Province Holdings, Inc., a Delaware corporation (“Holdco”), and Province Management, LLC, a Delaware limited liability company (“Management Holdco”). Neither Holdco, Management Holdco, nor any Province subsidiary (i) has any employees, (ii) has any connection to the Debtors or any person listed on the Entity List (defined below), (iii) has any physical or electronic access to Province’s physical or electronically stored information; (iv) will be involved in this engagement; nor (v) have they been engaged to advise the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), or any other party in interest in connection with the Chapter 11 Cases. Additionally, all Province conflicts checks and related disclosures include any connections of each of Province’s subsidiary, Holdco and Management Holdco.

3. Neither I, Province, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, its creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee or any person employed in the office of the U.S. Trustee, except as set forth herein.

⁷ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

4. This Declaration is submitted pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Bankruptcy Rules”) in support of the Application.

5. In connection with its proposed retention by the Committee in the Chapter 11 Cases and in preparing this Declaration, Province used a set of procedures developed to ensure compliance with the requirements of the Bankruptcy Code and the Federal and Local Bankruptcy Rules regarding the retention of professionals (the “Retention Procedures”). Pursuant to the Retention Procedures, and under my direction and supervision, Province researched its client connections database, which includes all engagements that concluded within the past twenty-four (24) months, to determine whether it has relationships with any of the entities that were identified to Province as creditors or parties in interest in the Chapter 11 Cases (the “Entity List”) a copy which is attached hereto as **Schedule 1**. To the extent such a search indicated that Province has a relationship with any of the entities on the Entity List, the identities of such entities and Province’s relationship with such entities is disclosed in the attached **Schedule 2**.

6. Province sent an email questionnaire to each employee inquiring as to whether each employee or any member(s) of his or her household:

- i. owns any debt or equity securities of the Debtors or its non-debtor affiliates;
- ii. holds a claim against or interest adverse to the Debtors or its non-debtor affiliates;
- iii. is or was an officer, director, or employee of the Debtors or its non-debtor affiliates;
- iv. is related to or has any connections to any Bankruptcy Judge in the United States Bankruptcy Court for the District of New Jersey;

- v. is related to or has any connections to anyone working in the Office of the United States Trustee for the District of New Jersey;
- vi. was an officer, director or employee of the Debtors within two years prior to the Petition Date; or
- vii. has a connection with a party in interest listed on the Entity List.

7. Province received the following response to its internal inquiries of its employees, none of which affects Province's disinterestedness or creates an interest adverse to the Debtors:

- i. Province employee Walter Bowser, who is a Director with Province, has an adult son that works as a Director for KPMG, LLP, affiliates of which appear to be listed on **Schedule 1**; however, Mr. Bowser's son does not work on Debtors' matters, Mr. Bowser is not presently assigned to perform any work on this matter, and Mr. Bowser's son is not a member of Mr. Bowser's household.
- ii. Province employee Adam Rosen, who is a Principal with Province, is married to a Human Resources Director with Sidley Austin LLP, affiliates of which appear to be listed on **Schedule 1**; however, Mr. Rosen's wife does not work on Debtors' matters.
- iii. Two (2) Province employees received access to the Debtors' data room relative to the Debtors' ongoing sales process in relation to a potential engagement by a potential prospective bidder. Despite this, Province has not been (and will not be) retained by said potential prospective bidder for this specific purpose, and should Province be approved to represent the Committee in this matter, these two (2) Province employees will be placed behind an ethical wall, they will not work on this engagement, and they will have no access to the data and materials generated relative to Province's representation of the Committee. With these caveats, the Debtors granted Province a limited waiver of any arguable potential conflict of interest relative to the above-stated data room access and interaction with Debtors. Similarly, the above facts were disclosed to the Committee, and the Committee members had no objection to Province's retention under the facts stated.

8. Based on the result of that search and employee questionnaire, I have been able to ascertain after diligent inquiry that to the best of my knowledge, Province (i) does not represent any entity having an adverse interest in connection with the Chapter 11 Cases and (ii) does not represent or hold an interest adverse to the interest of the Debtors or its estate with respect to the

matters on which Province is to be employed. Moreover, Province and its subsidiaries are disinterested within the meaning of section 101(14) of the Bankruptcy Code, in that neither I, Province, any Province subsidiary, nor any of their principals, employees (including those working on this engagement) or associates:

- a. are creditors, equity security holders or insiders of the Debtors;
- b. are or were within two years before the Petition Date, a director, officer or employee of the Debtors;
- c. have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors or for any other reason; or
- d. hold any debt or equity securities of the Debtors.

9. As a part of Province's financial advisory practice, Province's clientele includes: debtors, creditors and other statutory committees, institutional creditors, asset purchasers, venture capitalists, secured parties, lessors, contract parties, equity holders, directors and officers, court-appointed fiduciaries, plan sponsors, indenture trustees, and bond insurers. The Debtors have numerous creditors and other parties in interest.

10. Except as otherwise set forth herein and in **Schedule 2**, insofar as I have been able to ascertain, the principals, associates and staff members of Province do not have any connection with the Debtors, the Debtors' officers and directors, the Debtors' creditors, the Debtors' equity security holders, and other known parties in interest or their respective professionals.

11. **Schedule 2** to the Dunn Declaration sets forth those entities from the Entity List with which Province has a relationship. No party identified by Province in **Schedule 2** of the Dunn Declaration is a former or current client of Province, with the exception of WeWork and Apollo. Services performed on behalf of these entities are wholly unrelated to the Debtors. The parties disclosed by Province in **Schedule 2** of the Dunn Declaration include:

- i. parties that are serving or have served as professionals (legal, financial, consulting advisors) in matters unrelated to the Debtors where Province served as an advisor;
- ii. parties that are serving or have served as current or former committee members in matters unrelated to the Debtors to which Province served as an advisor; and
- iii. an independent manager in an unrelated matter in which Province served as an advisor.

12. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor any principal, associate or staff member of Province, insofar as I have been able to ascertain, is related to the bankruptcy judge assigned to the above-captioned Chapter 11 Cases.

13. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, nor any principal, associate or staff member of Province, insofar as I have been able to ascertain, has a connection to the United States Trustee or any person employed in the office of the United States Trustee.

14. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties in interest in the Chapter 11 Cases, neither I nor Province is able to conclusively identify all potential relationships or state with absolute certainty that every client representation or other connection of Province has been disclosed. To the extent Province discovers any facts or additional information during the period of Province's retention that requires disclosure, Province will supplement this Declaration to disclose such information.

15. Province has neither received any retainer from the Debtors nor Committee nor any payment, nor has it received any promise of payment, during the one-year period prior to the filing of the Debtors' petition. No compensation has been paid or promised to be paid from a source other than the Debtors' estate in the Chapter 11 Cases. No promises have been received by Province nor by any advisors or attorneys thereof as to compensation in connection with the

Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Province has no agreement with any other entity to share with such entity any compensation received by Province in connection with the Chapter 11 Cases, except among employees of Province. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by Province in its representation of the Committee.

16. Province intends to apply for compensation for professional services rendered in connection with the Chapter 11 Cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Province.

17. Province's standard hourly rates are:

| <u>Professional Level</u> | <u>Per Hour (USD)</u> |
|--|------------------------------|
| Managing Directors and Principals | \$870-\$1,450 |
| Vice Presidents, Directors, and Senior Directors | \$690-\$950 |
| Analysts, Associates, and Senior Associates | \$370-\$700 |
| Other / Para-Professional | \$270-\$410 |

18. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Province intends to provide notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in Province's rates for professionals working on the Chapter 11 Cases.

19. In addition to the fees described above, Province will bill for all out-of-pocket expenses reasonably incurred by Province in connection with the matters contemplated by this Application.

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: April 12, 2024

By: /s/ David Dunn
David Dunn, Principal

Schedule 1

Conflicts Search List

Schedule of Searched Parties

Debtor Affiliates

BowFlex Inc.

BowFlex New Jersey LLC

Non-Debtor Affiliates

BowFlex Delaware LLC

Nautilus Fitness International B.V

Nautilus (Shanghai) Fitness Equipments,
Co., Ltd.

Nautilus Fitness UK, Ltd.

Nautilus (Shanghai) Fitness, Co., Ltd.

Nautilus Switzerland AG

Nautilus Fitness Canada, Inc.

Pacific Direct LLC

Banks

Bank of Montreal, Toronto

JPMorgan Chase Bank, N.A.

Credit Suisse, Zurich

Provident Bank

Crystal Financial LLC d/b/a SLR Credit
Solutions

Royal Bank of Canada

Industrial And Commercial Bank Of China

Wells Fargo Bank, National Association

Material Contract Counterparties

ADOBE SYSTEMS, INC (ACH)

GUARDSMAN CPS LLC

Alvarez & Marsal Holdings, LLC

HOFFMAN AGENCY, THE

AURUM DATA SOLUTIONS INC

Innova Solutions, Inc.

BOOMI INC

KPMG LLP

CDW Direct, LLC

NINGBO SHANGYONG FITNESS

Chengdu Vantron Technology Co., Ltd.
(USR)

EQUIPMENT Co., Ltd. (US)

COLLINS + PARTNERS, LLC

Pepper Foster Consulting, LLC

COMPUNET INC

Protiviti, Inc

DISH NETWORK

Qualtrics LLC

Embarc Advisors LLC

RealRyder International LLC

EQware Engineering, Inc.

Seko Logistics (HK) Limited

Feed Media Inc.

SEKO WORLDWIDE LLC

Five9, Inc.

SPIRAFLEX, INC.

Globant LLC

Stefanini, Inc.

TEKsystems, Inc.

Debtor and Creditor Restructuring Professionals

Edelman Smithfield
Epiq
Focus Management Group
Fox Rothschild LLP
FTI Consulting, Inc.

Holland & Hart LLP
McGuireWoods LLP
Morgan, Lewis & Bockius LLP
Sidley Austin LLP

Current Directors and Officers

Aina E. Konold
Alan L. Chan
Anne G. Saunders
Becky L. Alseth
James “Jim” Barr, IV

John R. Goelz
Kelley Hall
Patricia “Patty” M. Ross
Ruby Sharma
Shailesh Prakash

Former Directors and Officers

Aaron M. Brotherton
Bruce M. Cazenave
Carlos Navarro
Christopher J. Finley
Christopher K. Quatrochi
Ellen Raim
Ernest D. Jenkins
Farid Farbod
Garry Wiseman
James Pope
Jay E. McGregor
Jeffery L. Collins

Jeffery Smith
Jeffrey D. Maurer
Julia F. Eschman
Linda M. Sorensen
M. Carl Johnson
Mark Lowder
Ryan M. Simat
Sidharth Nayar
Steve McMillan
Steven M. Rodden
Wayne M. Bolio
William B. McMahon

Equity Shareholders

Armistice Capital LLC
BlackRock Fund Advisors
Namdar Igal
RBF Capital LLC

Renaissance Technologies LLC
Safe Asset Management LP
The Vanguard Group, Inc.

Top 30 Unsecured Creditors

Zhejiang Arcana Power Sports Tech. CO., LTD.
Ningbo ShangYong Co., Ltd. (USR)
NINGBO SHANGYONG FITNESS EQUIPMENT Co., Ltd. (US)
Magnate Health Tech. Co., Ltd.
Cerence Operating Company

Core Health and Fitness, LLC (US)
Xiamen Everesports Goods Co., Ltd.
DongYang SOPOP Co., Ltd. (US)
US CUSTOMS & BORDER PROTECTION
Electronic Way Technology Co., Ltd
Impact Tech, Inc.

DISH NETWORK
Dongguan MKS Electronic Controls Co.,
Ltd.
Go Configure, LLC
Nantong Ironman Co., Ltd. (US)
Lake Forest Bank & Trust Company, N.A.
VI Technologies, Inc.
Brown Printing, Inc.
FedEx (Federal Express Corp.)
TMF POLYMER SOLUTIONS INC. (US)

Columbia Tech Center, LLC
NeoU LLC
Qualtrics LLC
Coherent Solutions, Inc.
Axian, Inc.
GUARDSMAN CPS LLC
Dscout
QualityLogic, Inc.
Kimmel, Kylie
Bank-Jaffe, Leigh

Insurance Parties

ACE American Insurance Company
Associated Industries Insurance Company,
Inc.
AXIS Insurance Company
Berkley Insurance Company
Chubb
Federal Insurance Company
First Insurance Funding
Hartford Fire Insurance Company
HDI Global Insurance Company
Homeland Insurance Company of New York
Lloyds of London - Beazley

National Union Fire Insurance Company of
Pittsburg, PA
Navigators Insurance Company, Inc.
Old Republic Insurance Company
The Hartford Insurance Group
Travelers Property Casualty Insurance
Company
Trumbull Insurance Company
Twin City Fire Insurance Company
U.S. Specialty Insurance Company
WOODRUFF-SAWYER OREGON, INC
XL Insurance America Inc.
XL Specialty Insurance Company

Landlords

Brodiaea APG, LLC
Columbia Tech Center, LLC

Granite REIT, LLC

Lenders, Agents, Indenture Trustees or Other Debtholders

Crystal Financial SPV LLC

KATKER 2005 Kft.

Letter of Credit & Surety Bond Parties

American Alternative Insurance Corporation
Citizens Insurance Company of America
Massachusetts Bay Insurance Company

Nova Casualty Company
Roanoke Insurance Group
The Hanover Insurance Company

Litigation Parties

Abrams, Richard
Alleyne, Jesse

Bank-Jaffe, Leigh
Beharry, Jerry

BOULTON, Scott
Chen, Yiwen
Douglas, Blair
Himmelreich, Ryan
Hipskind, Stephen
Holland, Tom
Johnston, Kevin
Kaushal, Rajni

Kensit, Michael
Kimmel, Kylie
Lukaskiewicz, David
Mackay, Trevor
Morra, Katie
Perry, Keisha
Polishiuk, Alex
Zaller, Craig

Ordinary Course Professionals

Bruce P. Clark P.C.
ClearPort Technologies LLC
Computer Patent Annuities Limited
Connor Group
Dentons US LLP
Dorsey & Whitney LLP
Fangda Partners
Flanagan, Barone & O'Brien, LLC
Foster Garvey PC
Gallagher Bassett
Godfrey & Kahn

Husch Blackwell LLP
KLARQUIST SPARKMAN
Lasater & Martin, P.C.
Litchfield Cavo LLP
Mayer Brown LLP (Frankfurt)
Page Fura, P.C.
Perkins Coie LLP
Reilly, McDevitt & Henrich, P.C.
Simpactful, LLC
Stoel Rives
Zientek CFO Consulting LLC

Other Secured Parties (Lienholders)

ABF Freight System, Inc.
APL LOGISTICS
ARCBEST
BFG Corporation
Data2Logistics LLC
DHL EXPRESS (USA) INC
DHL World Express
Direct Transport, Inc
EXPEDITORS INT'L
EXPEDITORS TRADEWIN, LLC
FedEx (Federal Express Corp.)
FREIGHTQUOTE.COM INC.
IMC Logistics LLC - Pacific
J.B. Hunt Transport, Inc.
Kuehne + Nagel, Inc.
MARY JOYCE ALSTEEN
Oak Harbor Freight Lines, Inc.

OEC Freight Company INC
Old Dominion Freight Line
ONTRAC
Radiant Global Logistics Inc (Airgroup Corporation)
RAYMOND LEASING CORP
RXO LAST MILE INC.
SCREEN ACTORS GUILD INC
Sporting Goods Shippers Assoc. Inc.
TP Freight Lines
UPS
UPS Supply Chain Solutions, Inc.
XPO Global Forwarding, Inc.
XPO Logistics Global Forwarding (Last Mile)
YRC (RDWY)

Payment Processing Companies

Affirm Holdings, Inc.

American Express

CareCredit
Discover
Mastercard
PayPal

Synchrony
Visa
Vive

Top Retail Customers

AAFES.COM
Academy Sports and Outdoors, Inc.
Amazon.com
Beach Camera
Bert's Bikes And Sport
Best Buy
Brainstorm Logistics
Canadian Tire
CLUB PISCINE QUEBEC C.P.P.Q. INC.
Costco Wholesale
Dick's Sporting Goods Inc.
Fitness Town Inc

Flaman Fitness Edmonton
Lowe's
Nebraska Furniture Mart Inc.
Northern Fitness Solutions
Play It Again Sports
QVC
Rymax
SAMS CLUB
Scheel's
Target
Walmart

Taxing & Regulatory Authorities

Acadia Parish School Board
Alabama Department of Revenue
Allen Parish School board
ARIZONA DEPARTMENT OF REVENUE
ARKANSAS DEPARTMENT OF
FINANCE
Ascension Parish
Association of Washington Business
Assumption Parish
Avoyelles Parish Sales Tax
Beauregard Parish Sheriff Office
Bienville Parish School Board
Bossier City - Parish
CA Dept of Tax and Fee Administration
Caddo Shreveport
Calcasieu Parish
California Secretary of State
CCA - Division of Taxation
City of Arvada
City of Aurora
City of Boulder
CITY OF CENTRAL
City of Colorado Springs
City of Commerce City

City of Cortez
City of Delta
City of Denver
City of Durango
City of Englewood
CITY OF FLAGSTAFF
City of Fort Collins
City of Glendale, CO
City of Glenwood Springs
City of Golden
City of Grand Junction - SUT
City of Greeley
City of Greenwood Village
City of Lafayette
City of Lakewood
City of Lamar
City of Littleton
City of Lone Tree
City of Longmont
City of Louisville
City of Montrose
City of New Orleans
City of Northglenn
CITY OF PORTLAND

City of Pueblo
City of Seattle - Rev & Consumer Affairs
City of Tacoma
City of Thornton
City of Tucson
City of Westminster
City of Wheat Ridge
Clark County Treasurer
Collector, Claiborne Parish Sls Tax Dept.
COLORADO DEPARTMENT OF
REVENUE
Colorado Secretary of State
COMMONWEALTH OF
MASSACHUSETTS
COMPTROLLER OF MARYLAND
CT Commissioner of Revenue Services
D.C. TREASURER
Delaware Division of Revenue
Desoto Parish
East Baton Rouge Parish & City Treasurer
East Feliciana Parish Sales Tax Fund
Evangeline Parish Tax Commission
FLORIDA DEPARTMENT OF REVENUE
FRANCHISE TAX BOARD
Franklin Parish School Board
GEORGIA DEPT OF REVENUE
Georgia Sales & Use Tax Division
Grant Parish Sheriff's Sales Tax Fund
HAWAII STATE TAX COLLECTOR
IA Sales/Use Tax Processing
Iberville Parish Sales Tax Department
IDAHO STATE TAX COMMISSION
ILLINOIS DEPARTMENT OF REVENUE
Illinois Secretary of State
INDIANA DEPARTMENT OF REVENUE
Internal Revenue Service
IOWA STATE TREASURER
Jackson Parish, Louisiana Sales Tax
Collecting Agent (STCA)
Jefferson Davis Parish School Board
Jefferson Parish Sheriff's Office
KANSAS DEPARTMENT OF REVENUE
KANSAS RETAILERS COMPENSATING
USE TAX
KENTUCKY DEPARTMENT OF
REVENUE

Kentucky State Treasurer
LA Department of Revenue and Taxation
Lafayette Parish School Board
LaFourche Parish School Board
LaSalle Parish Sales Tax Fund
Lincoln Parish
Livingston Parish School Board
LOUISIANA DEPARTMENT OF
REVENUE
Maine Revenue Services
MASSACHUSETTS DEPARTMENT OF
REVENUE
Minnesota Department of Revenue
MISSISSIPPI STATE TAX COMMISSION
MISSISSIPPI TAX COMMISSION
MISSOURI DEPARTMENT OF
REVENUE
MONTANA DEPARTMENT OF
REVENUE
Morehouse Sales and Use Tax Commission
Natchitoches Tax Commission
ND Office of State Tax Commissioner
Nebraska Department of Revenue
NEBRASKA DEPT OF REVENUE
Nevada Department of Taxation
NEW HAMPSHIRE DEPT OF REVENUE
ADMINISTRATION
New Jersey Sales Tax
NEW MEXICO TAXATION AND
REVENUE DEPT.
NEW YORK STATE CORPORATION
TAX
NORTH CAROLINA DEPARTMENT OF
REVENUE
North Dakota Office of State Tax
Commissioner
NYS Sales Tax Processing
Ohio Bureau of Workers Compensation
Ohio Department of Taxation
OKLAHOMA SECRETARY OF STATE
OKLAHOMA TAX COMMISSION
Oregon Department of Revenue
Oregon Dept of Revenue
Oregon SECRETARY OF STATE
Ouachita Parish
PA Department of Revenue

Parish of Caldwell Sales Tax Fund
Parish of Catahoula
Parish of Concordia
Parish of EAST CARROLL
Parish of ST. Bernard
Parish of St. Mary
PENNSYLVANIA DEPARTMENT OF
REVENUE
Plaquemines Parish
Pointe Coupee Parish Sales and Use Tax
Rapides Parish Sales Tax Fund
Regional Income Tax Agency
RHODE ISLAND DIVISION OF
TAXATION
RI Tax Administrator
Richland Parish Tax Commission
Riverside County Treasurer-Tax Collector
Sabine Parish
Securities and Exchange Commission
SOUTH CAROLINA DEPARTMENT OF
REVENUE
South Carolina Tax Commission
South Dakota State Treasurer
St. Charles Parish School Board
St. Helena Parish Sheriff's Office
St. James Parish School Board
St. John the Baptist Parish SUT Office
St. Landry Parish School Board
St. Martin Parish School Board
State of Arkansas
STATE OF CONNECTICUT
State of Michigan
State of New Jersey
State of New Jersey Department of The
Treasury
State of New Mexico
Tangipahoa Parish School System

TAX COLLECTOR, MULTNOMAH
COUNTY
Tax Collector, Parish of St. Tammany
Tennessee Department of Revenue
Terrebonne Parish Sales Tax Fund
Texas COMPTROLLER OF PUBLIC
ACCOUNTS
Town of Carbondale
Treasurer of the State of Ohio
TREASURER, STATE OF MAINE
TX State Comptroller
Union Parish School Board
US CUSTOMS & BORDER
PROTECTION
US Department of Treasury
Utah State Tax Commission
Vermilion Parish School Board
VERMONT DEPARTMENT OF TAXES
Vernon Parish Sales Tax Department
Virginia Department of Taxation
Virginia State Corporation Commission
WA LABOR AND INDUSTRIES
Washington Parish Sheriff's Office
Washington Secretary of State
Washington State Department of Revenue
Webster Parish School Board
West Baton Rouge Parish
West Carroll Parish School Board
West Feliciana Parish
WEST VIRGINIA STATE TAX
DEPARTMENT
West Virginia Tax Department
Winn Parish School Board Sales & Use Tax
WISCONSIN DEPARTMENT OF
REVENUE
Wyoming Department of Revenue

United States Trustee Personnel and Bankruptcy Judges (New Jersey)

Alfaro, Adela
Altenburg, Andrew B., Jr.
Ardelean, Kirsten K.
Arendas, Francyne D.
Artis, Michael
Bielskie, Lauren

Callahan, Kevin
Clausen, Joanne E.
D'Auria, Peter J.
Dugan, Dianne P.
Fuentes, Neidy
Gambardella, Rosemary

Gerardi, David
Gravelle, Christine M.
Green, Tia
Hildebrandt, Martha
Kaplan, Michael B.
Kern, Joseph C.
Kropiewnicki, Daniel C.
McGee, Maggie
Meisel, Stacey
Nikolinos, Alexandria
Oppelt, Tina L.
Ortiz-Ng, Angeliza
Papalia, Vincent F.

Poslusny, Jerrold N., Jr.
Renye, Heather
Schepacarter, Richard
Schneider, Robert J., Jr.
Shaarawy, Adam
Sherwood, John K.
Sodono, Anthony
Sponder, Jeffrey
Steele, Fran B.
Stives, James
Vara, Andrew R.
Wolf, Rachel
Ziemer, William J.

Utility Providers

China Telecom (America's) Corp
City of Obetz
City of Vancouver Utility Services
Clark Public Utilities
COMCAST CABLE COMMUNICATIONS
Comcast One
DIRECTV LLC
Eastern Municipal Water District
Frontier Communications Holdings, LLC
JMG Security Systems, Inc.
Level 3 Communications, LLC
(CenturyLink)

LOCAL WASTE SERVICES LTD
Metro Access Control
Moreno Valley Electric Utility
NORTHWEST NATURAL GAS
RecycleWise
VERIZON WIRELESS
Waste Connections of WA, Inc Vancouver
District
Waste Management, Inc.
ZAYO GROUP LLC

Top Vendors

ADP INC.
AMAZON MEDIA GROUP LLC
Amazon Web Services, Inc.
Angeion Group, LLC
Axian, Inc.
Cerence Operating Company
Coherent Solutions, Inc.
Core Health and Fitness, LLC (US)
DEVELOPMENTNOW INC
Digital One Corporation
DongYang SOPOP Co., Ltd. (US)
Go Configure, LLC
Grant Thornton LLP
GSPANN Technologies Inc.
Impact Tech, Inc.

Jiangsu Junxia Gym Equipment Co., Ltd
(US)
Koepfel Direct
Magnate Health Tech. Co., Ltd.
Magnate International Limit
Nantong Ironman Co., Ltd. (US)
NeoU LLC
Ningbo ShangYong Co., Ltd. (USR)
ODW LOGISTICS
ORACLE AMERICA, INC
Paypool LLC
QualityLogic, Inc.
Regence BlueCross BlueShield
Salesforce.com, Inc.
Sinosure

SLALOM, LLC
T. Rowe Price Trust Co
The Bluebird Group LLC
VI Technologies, Inc.
Wells Fargo Corporate Card

Xiamen Everesports Goods Co., Ltd.
Zhejiang Arcana Power Sports Tech. CO.,
LTD.
ZINC PRODUCTIONS LLC

Schedule 2

Identified Connections

| Party | Connection Role |
|--------------------------------|------------------------|
| Adobe Systems, Inc (ACH) | Former UCC Member |
| Alvarez & Marsal Holdings, LLC | Professional |
| BlackRock Fund Advisors | Equity Holder |
| Dentons US LLP | Professional |
| Dorsey & Whitney LLP | Professional |
| Epiq | Professional |
| Fox Rothschild LLP | Professional |
| FTI Consulting, Inc. | Professional |
| Grant Thornton LLP | Professional |
| Klarquist Sparkman | Former UCC Member |
| KPMG LLP | Professional |
| Mayer Brown LLP (Frankfurt) | Professional |
| McGuireWoods LLP | Professional |
| Morgan, Lewis & Bockius LLP | Professional |
| Renaissance Technologies LLC | Equity Holder |
| Sidley Austin LLP | Professional |