

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

In re: SAM ASH MUSIC CORPORATION, et al., Debtors. ¹	Chapter 11 Case No. 24-14727 (SLM) (Jointly Administered)
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**DECLARATION OF JOSEPH MALFITANO IN SUPPORT OF
DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) AUTHORIZING THE DEBTORS TO ASSUME AND PERFORM UNDER THE
CONSULTING AGREEMENT RELATED TO THE SALE OF INVENTORY,
(II) APPROVING PROCEDURES FOR THE SALE OF INVENTORY,
(III) APPROVING MODIFICATIONS TO CERTAIN CUSTOMER PROGRAMS, AND
(IV) GRANTING RELATED RELIEF**

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

1. I am Senior Managing Director & Global Head Transaction Counsel of Gordon Brothers Group, LLC ("Gordon Brothers"), parent company of Gordon Brothers Retail Partners, LLC ("GBRP"), which maintains an office at 101 Huntington Avenue, 11th Floor, Boston, Massachusetts 02199,

2. GBRP is a retail consulting firm that, together with its syndication partner, Tiger Capital Group, LLC ("Tiger"), has been hired by the above-captioned debtors and debtors in possession (collectively, the "Debtors") to act as their exclusive consultant to assist with

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Sam Ash Music Corporation (3915); Samson Technologies Corp. (4062); Sam Ash Megastores, LLC (9955); Sam Ash California Megastores, LLC (3598); Sam Ash Florida Megastores, LLC (7276); Sam Ash Illinois Megastores, LLC (8966); Sam Ash Nevada Megastores, LLC (6399); Sam Ash New York Megastores, LLC (7753); Sam Ash New Jersey Megastores, LLC (8788); Sam Ash CT, LLC (5932); Sam Ash Music Marketing, LLC (2024); and Sam Ash Quikship Corp. (7410). The location of debtor Sam Ash Music Corporation's principal place of business is 278 Duffy Avenue, P.O. Box 9047, Hicksville, NY 11802.

ongoing “store closing” or similar themed sales at certain of the Debtors’ retail locations that have been designated by Debtors’ management for closing (collectively, the “Store Closing Sales”).

3. I submit this declaration (the “Declaration”) on behalf of GBRP in support of the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume and Perform Under the Consulting Agreement Related to the Sale of Inventory, (II) Approving Procedures for the Sale of Inventory, (III) Approving Modifications of Certain Customer Programs, and (IV) Granting Related Relief* [Docket No. 14] (the “Motion”).² Although not required for purposes of approval of the Motion pursuant to section 363 of the Bankruptcy Code, I submit this Declaration and disclose GBRP’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.

4. 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 Gordon Brothers or GBRP under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Declaration.

5. In the ordinary course of its business, GBRP, through its parent company, Gordon Brothers maintain a database for purposes of performing “conflicts checks.” The database contains information regarding present and past representations and transactions of Gordon Brothers and all other companies presently controlled by Gordon Brothers (including GBRP). I obtained a list of names of individuals and companies provided by the Debtors with the names of each of the Debtors, certain of the Debtors’ significant creditors, and other parties-in-interest (attached hereto as Schedule 1; collectively, the “Parties-In-Interest”). A search of the

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

aforementioned database was conducted for purposes of determining what, if any, connection(s) Gordon Brothers and other companies presently controlled by Gordon Brothers (including GBRP) may have with any Parties-In-Interest.

6. GBRP's search of the transaction database identified the connections listed on and described in the attached **Schedule 2**.

7. Except with respect to GBRP's contractual joint venture partners, neither I, GBRP, or any principal, partner, director, officer, or employee thereof, or any professional retained by GBRP has agreed to share or will share any portion of the compensation to be received from the Debtors by GBRP with any other person other than the principals and regular employees of GBRP.

8. Except with respect to entry into the Consulting Agreement, and except as set forth in **Schedule 2** (which sets forth the connections and potential connections of GBRP and its affiliates, to Parties-In-Interest in matters unrelated to the Debtors or these chapter 11 cases), to the best of my knowledge and belief, after reasonable inquiry, neither I, GBRP, nor any principal, consultant or employee thereof:

- a) are creditors, equity security holders, or insiders of the Debtors;
- b) are (or within two (2) years before the Petition Date were) directors or officers of the Debtors; or
- c) have interests materially adverse to the interests of the estate or 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.

9. To the best of my knowledge, none of I, GBRP, or any principal, partner,

director, officer, or employee thereof, or any professional retained by GBRP, 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 GBRP 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. GBRP is conducting further inquiries regarding GBRP's engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of GBRP's engagement if GBRP should discover any facts bearing on the matters described herein, GBRP will supplement the information contained in this Declaration.

11. As a part of a large and diverse business operation, Gordon Brothers and certain of its affiliates (including GBRP) have previously, are currently, and may in the future appear or participate (as agent, consultant, appraiser, professional, advisor, investor, lender, principal or otherwise) in numerous cases, proceedings, transactions and engagements, with, among other market participants, professionals, advisors, banks and other lenders, landlords, restructuring firms, liquidation firms, vendors, insurance carriers and brokers, operating companies, and equity and/or debt holders, each of whom may be involved in these proceedings, may represent Parties-In-Interest in these cases, and/or may be Parties-In-Interest in these cases ("Ordinary Course Interactions"). Except as disclosed herein, none of the Ordinary Course Interactions are believed to be matters directly connected or relating to the Debtors or these chapter 11 cases, nor does GBRP believe that any of the Ordinary Course Interactions will interfere with or impair GBRP's activities, actions, responsibilities, or objectives in these cases.

12. In addition, Gordon Brothers is a portfolio company of investment funds managed by Stone Point Capital LLC (such investment funds and manager, collectively, "Stone Point"). No facts or circumstances concerning Stone Point, or any other portfolio company of any

investment fund managed by Stone Point, or any other entities affiliated with Stone Point were reviewed or considered as part of preparing this Declaration (and thus were not disclosed as part of this Declaration).

13. The disclosures identified above are based upon my knowledge and belief after reasonable inquiry. Gordon Brothers is conducting further inquiries regarding Gordon Brothers' engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of Gordon Brothers' engagement if Gordon Brothers should discover any facts bearing on the matters described herein, Gordon Brothers will supplement the information contained in this Declaration.

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: Philadelphia, Pennsylvania

May 20, 2024

GORDON BROTHERS GROUP, LLC

By: /s/ Joseph Malfitano
Joseph Malfitano
Senior Managing Director & Global Head
Transaction Counsel

Schedule 1

Parties-In-Interest List

Parties-In-Interest

Debtors

Sam Ash Music Corporation
Samson Technologies Corporation
Sam Ash Megastores, LLC
Sam Ash Nevada Megastores, LLC
Sam Ash Florida Megastores, LLC
Sam Ash New York Megastores, LLC

Sam Ash Illinois Megastores, LLC
Sam Ash New Jersey Megastores, LLC
Sam Ash Quickship Corporation
Sam Ash California Megastores, LLC
Sam Ash CT, LLC

Non-Debtor Affiliates

Sam Ash Properties Corporation
Samson Trading (Shenzeng Co. Ltd)

Current Directors and Officers

David Ash
Richard Ash
Benjamin Ash
Robert Seith

Howie Mendelson
Barry Horowitz
Derek Ash
Jack Knight

Professionals

Reimer & Braunstein LLP
Cole Schotz PC
BDO USA LLP

SierraConstellation Partners
Capstone Capital Markets, LLC

Banks

JP Morgan Chase
Wells Fargo
Synchrony

Landlords

Armadillo Enterprises
ICER Properties
Wareco Enterprises, Inc.
Stiles

JSL Plaza Puente Hills, LLC
ROOKER
Fields-Realty
JBAD Limited Partnership

Steel OCR, LLC
RIPCO
Harbour Commercial Real Estate
Brookfield
Sam Ash Properties Corp.
Urban Edge
National Shopping Plazas, Inc.
Pine Tree
Bergen Springfield Associates, LLC
IMC Equity Group
Sovereign Property Management
Greens of Lyndhurst, Ltd. (Wald & Fisher Inc.)
The Stonehenge Company
Eden Plaza
Simon
Pompanette LLC.
A2Z Real Estate
Cutwater Capital

Magnolia Palms Daphne, LLC
Donald Rothenberg Family Limited Partnership
Taubman
Laurich Properties
RVG Management
NAI Bergman
Winbrook Management
Kimco
ACF Property Management
MIMCO
Ford Karlin Partnership
Iroquois Investment Company
10838 NCX, LLC
Ultimate Capital LLC
American Realty Group
The Martin Family Trust
Long Island Industrial Management LLC

Secured Creditors

Tiger Finance, LLC

Consultants

Gordon Brothers
Tiger Capital Group, LLC

Litigation Parties

Damien Duvalier
Alexandria Southgate
Daniel Bitton
Aisha McKinney

Rafael Santiago
Edward Knieriem
Susan Esparza

Major Suppliers, Vendors, and Other Parties

YAMAHA CORPORATION OF AMERICA
ROLAND CORP US
BOSCH SECURITY SYSTEMS INC

ALPHA THETA MUSIC AMERICAS INC
HOSHINO USA INC
FENDER MUSICAL INSTRUMENTS
GIBSON BRANDS INC.

FEDERAL EXPRESS
INMUSIC BRANDS INC
D'ADDARIO CO
WORLDWIDE EXPRESS
SHURE BROS INC
PRS GUITARS
THE ESP GUITAR CO.
LOUD AUDIO, LLC.
SENNHEISER ELEC CORP
YAMAHA GUITAR GROUP, NC.
CONN-SELMER, INC
GATOR CASES INC
HAL LEONARD PUBLISHING CORP.
QSC, LLC
DRUM WORKSHOP, INC.
CF MARTIN & CO INC
A & G REALTY PARTNERS LLC
KAWAI AMERICA CORP
HARMAN PROFESSIONAL INC
BRINK'S INCORPORATED
DUNLOP MFG INC
KORG USA INC
KING OF PRUSSIA CENTER, LLC
CORDOBA MUSIC GROUP INC
AMERICAN MUSIC & SOUND
HOWARD CORE COMPANY LLC
RHC HOLDING CORP DBA THE RAPCO
AVEDIS ZILDJIAN CO
TAYLOR-LISTUG, INC. DBA:TAYLOR
GOOGLE
KHS AMERICA INC
TMP, DIVISION OF JAM IND. USA
MEINL
SLJ REALTY LLC
SCHECTER GUITAR RESEARCH
ERNIE BALL
CHAUVET INC.
MAGENTO, INC.
PRAXIS MUSICAL INSTRUMENTS INC
CANNONBALL
AT&T INTERSTATE PRIVATE LINE S
BAD CAT AMPS
CASIO INC.
DAMAGE CONTROL ENGINEERING
DBA NEW SENSOR CORPORATION
AUDIO-TECHNICA

AMERICAN WAY MARKETING LLC
HOSA TECHNOLOGY INC
ALFRED PUB CO
MARSH USA INC.
XVIVE USA
WB MASON COMPANY
1998 AUGUSTUS PARTNERS LP
ROBERT HALF
ARTURIA CORP.
UNIVERSAL AUDIO, INC.
BPREP 333 W 34TH LLC
ALGOLIA, INC.
REMO INC
W.L. GORE ASSOCIATES
RAKUTEN MARKETING LLC
FISHMAN TRANSDUCERS
BOUTIQUE AMPS DISTRIBUTION
IK MULTIMEDIA US LLC
TRUETONE AKA VISUAL SOUND
BOSE CORPORATION
SEQUENTIAL, LLC.
FENDER MUSICAL INSTRUMENTS
COR
ASSOCIATED PAPER & SUPPLY OF F
JACKSON LEWIS PC
EXTEND RECEIVABLES 7289
BUFFET CRAMPON USA, INC
NATIVE INSTRUMENTS NORTH
AMERI
DANIEL SCHIOPUCIE
RODE MICROPHONES LLC
GALLIEN - KRUEGER
JHS PEDALS
KMC MUSIC AKA JAM IND USA, LLC
RADIAL ENGINEERING LTD
EVETS CORPORATION
EXERTIS ALMO
BEYER DYNAMIC INC.
GROUP ONE, LTD.
ALBERT URESTI/BEXAR CTY TAX CO
ASHUN SOUND MACHINES
PRO STAGE GEAR LLC
SEYMOUR DUNCAN PICKUP
MIMCO, LLC/AP GROWTH PROPERTIE
MISSION & FIELDS / 2 VISIONS
BIG BANG DISTRIBUTION

AT&T
AT&T GLOBAL NETWORK SERVICES
TEAC AMERICA, INC.
JOHN M CONNOLLY COINC
CITRUS FRESH CARPET CARE
PERRI'S LEATHERS LTD.
EARTHQUAKER DEVICES LLC
STAGE NINJA LLC
ENVIRO-MASTER OF ATLANTA
CYBERSOURCE CORPORATION
ANTHEM LIFE & DISABILITY INSUR
BEST BOXES PACKING SHIPPING LL
ODYSSEY INNOVATIVE DESIGN AKA
NEIL KJOS
10 TO 1 PUBLIC RELATIONS
DUKE ENERGY
K-PACK INC.
GFI MUSICAL PRODUCTS
ADAM HALL NORTH AMERICA,INC.
KYSER MUSICAL PRODUCTS
AURALEX ACOUSTICS INC.
SAGE NET LLC
EMD MUSIC
VURSOR
TRYCO OF INDIANA
MARK OF THE UNICORN
WALRUS PRODUCTIONS
NORTEK SECURITY & CONTROL, LLC
BERGANTINO AUDIO SYSTEMS, INC.
HBW HEATING & AIR CONDITIONING
ALLPARTS
DATA PRINT TECHNOLOGIES INC.
CITIGUARD INC.
STERLING INFOSYSTEMS, INC.
HOWARD PAVING & EXCAVATING CO.
BLUE YONDER, INC.
THE MCMINN EMPLOYMENT LAW FIRM
ROC -N- SOC
TECH SERVICES ELECTRIC LLC
AVALARA, INC.
WILMINGTON FIBRE
ACE PRODUCTS ENTERPRISES, INC.
PREMIER GRAPHICS, INC.
LINGK, INC.
KEELEY ELECTRONICS , INC.
PAISTE AMERICA, INC

DIVERSIFIED MECHANICAL SOLUTIO
ULINE
LEGACY
HAMMOND SUZUKI USA, INC.
ILIO ENTERPRISES LLC
SCHILKE MUSIC PROD
RAINBOW MAINTENANCE &
CLEANING
S & H WEST COAST OF FLORIDA
CON EDISON OF NEW YORK, INC.
GIVEX USA CORPORATION
TELEFUNKEN USA
SKEPTICAL GUITARIST PUBL AKA B
ENVIRONMENTAL ENGINEERING, INC
MEL BAY PUBLICATIONS
HK SECURITY SERVICES, INC.
C. E. MECHANICAL, INC.
DAS COMPANIES
RUPERT NEVE DESIGNS LLC
NICHOLS PLUMBING & HEATING
MILLENNIA MEDIA
SHIFT4 CORPORATION
A&G BUILDING CORP.
AIR CONDITIONING BY JAY
HENRY REBMANN PLUMBING & HEATI
TRIPLE S
GOLD TONE INC
WASTE CONNECTIONS OF NEW YORK
YORKVILLE GROUP
RCF - USA INC
ST.LOUIS MUSIC AKA US BAND & O
CINTAS FAS LOCKBOX 636525
ACCELERATED SERVICES INC.
WALRUS AUDIO LLC
REVEREND GUITAR
TRAFFIC TECH, INC.
PAPER SYSTEMS INCORPORATED
PEAVEY ELECTRONICS
CORPORATION
AVANTONE PRO LLC
IRISH MECHANICAL SERVICES, INC
UNITED ILLUMINATING
C.A. SEYDEL SOHNE GMDH
GERMANY
COM ED
WM CORPORATE SERVICES, INC.

MUSIC NOMAD LLC
MARSHALL ELECTRONICS, INC.
SAFE AND SOUND ARMoured CAR
STEWART-MACDONALD
YELP, INC.
ACCU-NET LLC
WARM AUDIO LLC.
DELUCIA HOME IMPROVEMENT
ALL AMERICAN WASTE, LLC
R & L LAWN CARE, INC.
THE HILLER COMPANIES, LLC
BASIN HAULAGE, INC.
ALLIED SUPPLY CORP
MAYFAIR POWER SYSTEMS INC.
GLASSTECH SPECIALIST, INC.
TITAN HQ C/O COPPERFASTEN TECH
SYNTHAX
VIBES, LLC.
GLOBAL EQUIPMENT CO.
E&S SECURITY & LOCKSMITH, INC
WASTE MANAGEMENT
VERIZON
NEW GENERATION MECHANICAL LLC
MANATEE COUNTY UTILITIES DEPT.
PARADIGM MECHANICAL CORP.
SKB CORPORATION
GODIN GUITAR CO.
ATTENTIVE MOBILE INC.
SAN DIEGO GENERAL CONTRACTING
GROOT INC.
DR MUSIC
KALA BRAND MUSIC CO
EVERY THING AIR LLC
VATER'S PERCUSSION
KYOCERA DOCUMENT SOLUTIONS WES
PREFERRED ELECTRIC, LLC
E & O MARI, INC.
ADT COMMERCIAL LLC
J.L. SMITH & CO. INC.
TAMPA ELECTRIC
SABIAN, INC.
LIFE SAFETY ENGINEERED SYSTEMS
PIEDMONT NATURAL GAS
PMI
STAMPS.COM
AUDIX CORPORATION

MARSHALL AMPL USA DIV AKA US M
HIGHTEC HVAC, INC.
AMERICAN PLASTICS SUPPLY , MFG
P.O. MICHAEL BELL
SUBURBAN CARTING
YELLOW MATTER ENTERTAINMENT LLC
CHARLOTTE TEMPERATURE
CONTROLS
TREETWORKS CHIMES
WASTE INDUSTRIES, LLC
JODI HEAD
WASTE MANAGEMENT OF FLORIDA
LAWSON ENVIRONMENTAL
SERVICES,
MUSIC MEDIC.COM
TOTAL FIRE CONTROL
LENNY LOWE ENTERPRISES, LLC
GEMEINHARDT MUSICAL
INSTRUMENT
AIRECOM, INC.
BALCO INDUSTRIES INC.
FERREE'S TOOLS, INC.
VILLAGE OF BUFFALO GROVE
LR BAGGS CO.
NICOR GAS
MO AIR CONDITIONING LLC
MOODLE US LLC
COLUMBIA GAS
CR&R INCORPORATED
UNIVERSAL IFM
PERFECTION GROUP, INC.
PROFESSIONAL BUILDING SERVICES
VECTOR SECURITY, INC.
MUSIC MARKETING
ADVANCED MAINTENANCE SERVICE I
REGIONAL INDUSTRIES, LLC
CITIZENHAWK INC.
DAYSMART APPOINTMENTS
TITO'S GENERAL LANDSCAPING COR
JAMAICA ASH & RUBBISH REMOVAL
ORKIN PEST CONTROL
CROWN EQUIPMENT CORP.
FIRST FLASH JANITORIAL SERVICE
STAFFORD ASSOCIATES COMPUTER S
RUMPKE OF OHIO, INC.

GREENCARE BY OUTDOOR
EXPRESSIO
GREENTOUCH ENTERPRISES, INC.
ORTOFON, INC.
PROTEC
THOMSON REUTERS
JBL BAGS
DEERING BANJOS
STRING SWING MFG.
GROVER/TROPHY MUSICAL
PRODUCTS
TECH 21
LOOMIS ARMORED US, LLC
VOCOPRO
DANA B. GOODS
GEMINI CLEANING SERVICES
P.O. RICHARD GARCIA
P.O. NAYELY HERNANDEZ
P.O. AMER KAMAL
P.O. ERIC KIM
P.O. JOSE LOPEZ
P.O. BRANDON ROMAN
P.O. MAHDI SUEIDAN
CABLEVISION/OPTIMUM
GRIGNARD CO. LLC.
J.JOHNSON MUSIC PUB. AKA JULIE
PHOENIX POLICE DEPT.
GENERAL LAWN MAINTENANCE INC.
EXCELZIA MUSIC PUBLISHING, LLC
SWITCHCRAFT INC.
RHYTHM BAND INC.
HUMES & BERG MFG CO
DIMARZIO, INC.
UPGRADE SERVICES, LLC
CINTAS CORPORATION
JANI-KING OF PHILADELPHIA,INC.
ALCOR ELECTRIC INC.
MADISON SUBURBAN UTILITY DISTR
P.O. ANTHONY BASORA
ARMADILLO ENTERPRISES
BAM FRANCE
XSTATIC PRO, INC.
A-DIAMOND DELIVERY SERVICE, IN
GILBERT'S LAWN CARE
HONZ TECH, LLC.
ATMOS ENERGY CORP.

TOWNSHIP OF EDISON
JODY JAZZ INC
ALTERMAN, INC.
SAM ASH HOUSTON/PETTY CASH
NATIONAL GRID
VSC FIRE AND SECURITY, INC.
CARL FISCHER LLC
DAVID DYER
ICONNECTIVITY AKA IKINGDOM COR
ACCURATE PAPER RECYCLING,INC.
GRAPH TECH GUITAR LABS
CITY OF RALEIGH
WILLSCOT/MOBILE MINI
JAN-PRO CLEANING SYSTEMS
CITY OF INDIANAPOLIS
HILLSBOROUGH COUNTY FIRE
MARSH
CAM IMPORTS
MOJOTONE
MEDICI MUSIC
PETERSON ELC MUSICAL
SPRATT MUSIC PUB
ARROW ENVIRONMENTAL SERVICES L
ALBERT ELOVITZ INC./AIM
SHER MUSIC
AIRGAS USA, LLC
PLANT IT EARTH
MITCH THE MILKMAN
TRICK PERCUSSION PROUCTS, INC.
ROLLS CORPORATION
DELKIN DEVICES
CITY OF PHILADELPHIA
ISOACOUSTICS INC
OSIAMO LLC
KELLER'S PEST CONTROL, INC.
CHARLES DUMONT & SON, INC.
INTERNATIONAL BUSINESS MACHINE
APOGEE ELECTRONICS
FISH WINDOW CLEANING
STEDMAN CORPORATION
S2E, INC. DBA MEE AUDIO
GHS CORP
LONG BEACH MUSIC CO.
GOLD LINE CONNECTOR
MISSION ENGINEERING, INC.
STATE OF NORTH CAROLINA-EPROC

NEKTAR TECHNOLOGY INC
AQUARIAN DRUMHEADS.COM
GIA PUBLICATIONS
TWO OLD HIPPIES LLC
THE MUSIC LINK CORPORATION
EARBYTE INC

ORANGE MUSIC ELECT CO INC DBA
MANLEY LABORATORIES, INC.
AVIOM, INC.
ADJ PRODUCTS LLC
FOCUSRITE GROUP US, INC.
WINBROOK MANAGEMENT, LLC

United States Bankruptcy Judges in the District of New Jersey

The Honorable Rosemary Gambardella
The Honorable John K. Sherwood
The Honorable Vincent F. Papalia
The Honorable Stacey L. Meisel
The Honorable Michael B. Kaplan

The Honorable Christine M. Gravelle
The Honorable Andrew B. Altenburg, Jr.
The Honorable Vincent F. Papalia
The Honorable John K. Sherwood
The Honorable Jerrold N. Poslusny, Jr.

Members of US Trustee's Office

Alfaro, Adela
Ardelean, Kirsten K.
Arendas, Francyne D.
Artis, Michael
Bielskie, Lauren
D'Auria, Peter J.
Gerardi, David
Green, Tia
Hildebrandt, Martha
Kern, Joseph C.
Kropiewnicki, Daniel C.

McGee, Maggie
Nikolinos, Alexandria
Oppelt, Tina L.
Ortiz-Ng, Angeliza
Schneider, Robert J. Jr.
Shaarawy, Adam
Sponder, Jeffrey
Steele, Fran B.
Stives, James
Vara, Andrew
Ziemer, William J.

Key BK Staff Members

Thomas C. Walsh
Lucy Veloz-Jimenez
Robert Heim
Sharon Moore
Charlene Richardson
Zelda Haywood
Maria Figueria
Juan Filgueiras
Mariela Primo
Ntorian Pappas
Nancy Figueroa
Bruce Jackson
Michael Gilmore

Diane Lipcsey
Rachel Stillwell
Michael Brown
Wendy Quiles
Kiya Martin
Sean Quigley
Margie McGettigan
Marie Flynn
Chris Fowler
Kathleen Ryan
Catherine McAuley
Heather Renye
Andrew Dickson

Contract Parties

BPREP 333 W 34th LLC
Iroquois Investment Company
North Freeway Partners, LLC
10838 NCX, LLC
National Shopping Plazas, Inc.
Steel OCR, LLC
Magnolia Palms Daphne, LLC
Sam Ash Properties Corp.
UE 2100 Route 38, LLC
Springdale Kemper Associates, Ltd.
1998 Augustus Partners, LP
Greater Orlando Aviation Authority
NMRD3 Limited
Caseleton Plaza Shopping Center, LLC
G Rack Fields, LLC
Kapok Pavilion I, Ltd
King of Pruss Center, LLC
Karen MM, LLC
Pines Plaza, LLC
Greens of Lyndhurst, Lts
Peppertree Plaza, LLC
Dolphin Mall Associates Limited
Partnership
Wareco Enterprises, Inc
BAI Rivergate, LLC

JBAD Limited Partnership
Larry Scott Karlin and Debra Lisa Karlin
Trustees of the Karlin Family Trust
Ontanio Mills II, LP
Lee Road Partners LP
AP Growth Properties, LP
JSL Plaza Puente Hills, LLC
Three Mac Properties, LLC
WRI/Raleigh LP
Broad Street FF, LLC
Pavilions North Shopping Center 18, LLC
Ultimate Capital LLC
Pamela Rubinson
Bergen Springfield Associates, LP
Pompanette, LLC
An Tang Dao dba Eden Plaza
Skellig Realty, Inc.
Chrysler Capital
Benzel-Busch Motor Car Corp
Rallye BMW
Darcars of Englewood Inc
Porsche Audi Warrington
Tiger Finance LLC
Fiserv

Other

Katten Muchin Rosenman LLP
Jackson Lewis PC

Schedule 2

Disclosures

Schedule 2

DISCLOSURE OF GORDON BROTHERS RETAIL PARTNERS, LLC

- a. GBRP's affiliate, 1903 Partners, LLC ("1903"), is a participant in the interests of Tiger Finance, LLC ("Tiger Finance") in (i) that certain Loan and Security Agreement, dated as of February 21, 2024, among the Debtors, as borrowers, and Tiger Finance, as lender; and (ii) that certain Senior Secured Super-Priority Debtor-In-Possession Loan and Security Agreement, dated as of May 8, 2024, among the Debtors, as borrowers, and Tiger Finance, as lender (together, the "Loans"). Relatedly, Tiger Finance is party to that certain Stalking Horse Asset Purchase Agreement, pursuant to which Tiger Finance proposes to credit bid for a material portion of the Debtors' assets, and 1903 will hold an interest in such credit bid transaction through its participation in the Loans.
- b. GBRP is a retail consulting firm with significant experience assisting companies in maximizing the value of retail inventory both in and out of bankruptcy cases.
- c. GBRP's affiliate, Gordon Brothers Asset Advisors, LLC, provided appraisal services to Wells Fargo Capital Finance with respect to certain assets of the Debtors. Such services were unrelated to these chapter 11 cases.
- d. In matters unrelated to the Debtors and these chapter 11 cases, GBRP and/or affiliates of Gordon Brothers currently provide or have previously provided asset valuation, furniture, fixture & equipment disposition services, real estate advisory, real estate appraisal, enterprise valuation services, inventory liquidation services, and/or retail advisory services for (or related to) the following entities: (i) JP Morgan Chase, (ii) SierraConstellation Partners, and (iii) Wells Fargo Bank N.A. GBRP does not believe that these connections create a conflict of interest regarding the Debtors or chapter 11 cases.
- e. From time to time, Gordon Brothers and/or its affiliates have collaborated with or engaged the professional services of (i) Federal Express, (ii) Thomson Reuters, and (iii) Tiger Finance, LLC, in matters unrelated to the Debtors or these chapter 11 cases.
- f. Cindi Giglio, a former Associate General Counsel of Gordon Brothers, is currently a partner of Katten, Muchin, Rosenman LLP ("Katten"). Katten has previously represented Gordon Brothers or its affiliates and is currently representing an affiliate of GBRP in matters unrelated to the Debtors or these chapter 11 cases.
- g. GBRP has close relationships with several law firms based upon such firms' extensive representation of it and its affiliates, it is possible that one or more law firms engaged by the Debtors or other Parties in Interest, have previously or are currently representing GBRP or its affiliates in matters unrelated to the Debtors or these chapter 11 cases, and that such representations are not necessarily reflected in Gordon Brothers' database for purposes of performing "conflicts checks." Except as may be disclosed herein, any such law firm's representation of GBRP and its affiliates is unrelated to the Debtors and these chapter 11 cases.

- h. GBRP, from time to time, engages in business on a joint venture basis with other nationally recognized retail liquidation firms, including without limitation, Tiger Capital Group, LLC. GBRP and its affiliates may, in the future, partner on transactions or engagements related to assets of the Debtors not encompassed within the Motion in connection with any sale process conducted by the Debtors regarding the foregoing.
- i. GBRP and its affiliates may have had Ordinary Course Interactions with certain of the Parties in Interest within the prior two years, but none of such Ordinary Course Interactions are believed to be related to the Debtors or these chapter 11 cases.
- j. An affiliate of GBRP provides lease acquisition, disposition, and restructuring services to its commercial real estate clients. In the course of providing such services, the affiliate may have transacted with one or more of the parties-in-interest identified as landlords or additional guarantor landlords of the Debtors on matters unrelated to the Debtors.
- k. Because of the magnitude of the entire creditor list in these cases, it is possible that GBRP may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with these cases. GBRP 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.