

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

In re:

SALT LIFE BEVERAGE, LLC, *et al.*,¹

Debtors.

Chapter 11

Case 24-11468 (LSS)

(Jointly Administered)

**DECLARATION OF SB360 CAPITAL PARTNERS, LLC IN SUPPORT
OF DEBTORS' MOTION FOR ENTRY OF ORDER
(A) APPROVING LIQUIDATION CONSULTING AGREEMENT; (B) AUTHORIZING
THE DEBTORS TO SELL REMAINING INVENTORY AND FF&E THROUGH
LIQUIDATION SALES; (C) AUTHORIZING THE DEBTORS TO ABANDON ANY
UNSOLD REMAINING INVENTORY AND FF&E; AND (D) WAIVING COMPLIANCE
WITH CONTRACTUAL LIQUIDATION SALE RESTRICTIONS AND LAWS
RESTRICTING LIQUIDATION SALES**

Aaron S. Miller, pursuant to 28 U.S.C. § 1746, declares under the penalty of perjury as follows:

1. I am over the age of twenty-one (21) years and am competent to make this Declaration.
2. I am the President of SB360 Capital Partners, LLC ("SB360"), with principal places of business located at 75 Second Avenue, Suite 570, Needham MA 02494 and 666 Old Country Road, Suite 104A, Garden City, NY 11530.
3. I submit this declaration (the "Declaration") in support of the above captioned debtors and debtors-in-possession (collectively, the "Debtors") motion (the "Motion") for entry of an Order (a) approving the Consulting Agreement (the "Consulting Agreement") between the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Salt Life Beverage, LLC, a Delaware limited liability company (8436), Delta Apparel, Inc., a Georgia corporation (8794), Salt Life, LLC, a Georgia limited liability company (6136), M. J. Soffe, LLC, a North Carolina limited liability company (2056), Culver City Clothing Company, a Georgia corporation (4619), DTG2Go, LLC, a Georgia limited liability company (6498), and Salt Life Beverage Management, LLC, a Delaware limited liability company (7886). The location of the Debtors' headquarters and mailing address is 2750 Premiere Parkway, Suite 100, Duluth, Georgia 30097.

Debtors and SB360 Capital Partners, LLC (the “Liquidation Consultant”) in connection with the proposed sale and liquidation of certain inventory and furniture, fixtures, equipment of the Debtors located at the Debtors’ seven distribution centers around the country (collectively, the “Remaining Inventory and FF&E”) (b) authorizing the Debtors to sell the Remaining Inventory and FF&E through liquidation sales; (c) authorizing the Debtors to abandon any unsold Remaining Inventory and FF&E; and (d) waiving compliance with any contractual liquidation sale restrictions and laws restricting liquidation sales and (II) granting related relief, all as more fully set forth in the Motion.

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 SB360, under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Declaration.

5. I obtained a list of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) creditors, and other parties in interest in the above-captioned cases (a copy of which is annexed hereto as Exhibit A, the “Schedule of Parties in Interest”) from Debtors’ counsel for purposes determining the connection(s), if any, which SB360 or its affiliates has with such entities.

6. Neither I, SB360, nor any principal, partner, director, officer, or employee thereof, nor any professional retained by SB360 has agreed to share or will share any portion of the compensation to be received from the Debtors by SB360 with any other person.

7. Except with respect to entry into the Consulting Agreement and performing services in connection with the Consulting Agreement, to the best of my knowledge, neither I, SB360, nor any principal, partner, director, officer, or employee thereof, insofar as I have been able to ascertain, is a creditor, equity security holder, or an insider of any of the Debtors.

8. As a part of a large and diverse business operation, SB360 and its affiliates and shareholders have previously, currently, and may in the future appear or participate (as agent, consultant, appraiser, professional, advisor, investor, principal, lender 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 this case, and/or may be Parties-in-Interest in this case (“Ordinary Course Interactions”).

9. Except as disclosed herein, none of the Ordinary Course Interactions are matters directly connected or relating to the Debtors or these chapter 11 cases, nor does SB360 believe that any of the Ordinary Course Interactions will interfere with or impair SB360’s activities, actions, responsibilities or objectives in this case. Without limiting the generality of the foregoing disclosure, and by way of example only for purposes of erring on the side of adequate disclosure:

- a. SB360 and its predecessor entities may from time to time engage in its business on a joint venture basis with other nationally recognized retail liquidation firms.
- b. Wells Fargo Bank, National Association is listed as a Lender. SB360 and affiliates have a line of credit with Well Fargo Bank, National Association.
- c. .SB360 and its affiliates perform appraisals for national banks including PNC Bank which is listed as a Lender. Marc S. Price is Executive Vice President of Corporate Development for SB360 Capital Partners. Before joining SB360, Marc was head of the retail finance unit for PNC Business Credit. Upon information and belief, parties with an ownership interest in SB360 have ownership in other entities which have banking relationships with PNC.
- d. Although not on the Schedule of Parties in Interest, Huntington National Bank appears in the Interim Order as having an objection preserved to the Motion. An affiliate of SB360 has a line of credit with Huntington National Bank.

10. SB360 submits that it does not have an adverse interest to the Debtors in connection with the services being provided under the Consulting Agreement, and that none of the foregoing identified connections would disqualify SB360 from being disinterested for purposes of the Consulting Agreement and serving as the Debtors’ consultant.

11. The disclosures identified above are based upon my knowledge and belief after reasonable inquiry. SB360 will continue to review its relationships and to the extent necessary, this Declaration will be supplemented as appropriate.

I hereby certify, under penalty of perjury, that the foregoing factual statements made by me are true to the best of my knowledge, information and belief.

Dated: September 10, 2024



Aaron S. Miller

<u>Debtors</u>	<u>Top 30 Unsecured Creditors</u>
Salt Life Beverage, LLC	Parkdale Mills Inc.
Delta Apparel, Inc.	Charm-In (HK) Co., Limited
Salt Life, LLC	Cougar Inc.
M. J. Soffe, LLC	Kornit Digital North America, Inc.
Culver City Clothing Company	AR Traffic Consultants – Freight
DTG2Go, LLC	Ernst & Young LLP
Salt Life Beverage Management, LLC	S&G International Development (Hong Kong) Limited
	Owens Sportswear Co. Ltd.
<u>Non-Debtor Entities</u>	Grupo Industrial Miro SA de CV CIT Factor
Campeche Sportswear S. de C.V.	Causa Direct / GBH
Delta Campeche S. de C.V.	Backflips, Inc.
Atled Holding Company Honduras, S. de R.L.	ASI Global Limited
Ceiba Textiles, S. de R.L.	UPS
Delta Apparel Honduras, S.A.	Calle Tazumal (Coval, SA de CV)
La Paz Honduras, S. de R.L.	Caisa International
Delta Cortes, S.A.	Avery Dennison
	Textiles Paraiso, SA
<u>Lenders</u>	Aurora Management Partners
Wells Fargo Bank, National Association	Color Image Apparel, Inc. / Bella Canvas
PNC Bank	M&R Sales & Service Inc.
Regions Bank	Energua SA
	Coats America Inc.
<u>Restructuring Professionals</u>	Just Like Falling Off A Bike LLC
Focus Management Group	Womble Bond Dickinson LLP
MMG Advisors, LLC	Suzhou Zhongtai Imp. & Exp. Co., Ltd.
Epiq Corporate Restructuring, LLC	Hornwood, Inc. dba Game Time Fabrics
	6 River Systems LLC
<u>Governmental, Regulatory, and Tax Agencies</u>	All Seasons Garments
Internal Revenue Service	Finos Textiles de El Salvador S.A.
Georgia Department of Revenue	Infor Global Solutions Inc.
South Carolina Department of Revenue	
North Carolina Department of Revenue	<u>Bankruptcy Judges – D. Delaware</u>
	Chief Judge John T. Dorsey
<u>Directors and Officers of Debtor</u>	Judge Craig T. Goldblatt
Anita Britt	Judge Karen B. Owens
Timothy Pruban	Judge Thomas M. Horan
	Judge Brendan L. Shannon
<u>Former Directors and Officers of Debtor</u>	Judge Laurie Selber Silverstein
Robert Humphreys	Judge J. Kate Stickles
Bradford Campbell	Judge Mary F. Walrath
Alec Taylor	

David Whalen	
Glenda Hood	
Sonya Medina	
Timothy Brog	
Utilities	Utilities (Continued)
ADT	Verizon Wireless
Alliant	Virginia Natural Gas
American Electric	Waste Management
Atmos Energy	Waste Pro – Sarasota
ATT	Win Waste
Baldwin Co	Windstream
Beaches Energy Service	WOW! – Salt Life
Brightspeed	Fusion LLC
Century Link	Town of Rowland
City of Concord	Muzak DbA Mood Media
City of Sarasota	Optimum
City of Storm Lake	
Columbia Gas	Office of the U.S. Trustee – D. Delaware
Columbus Water	Joseph McMahon (Assistant U.S. Trustee)
Comcast	Lauren Attix (Paralegal Specialist)
Cox Communications	Malcolm M. Bates (Trial Attorney)
CR&R Inc. – Salt Life	Fang Bu (Trial Attorney)
CUB Electric (CLINTON UTILITIES BOARD)	Linda Casey (Trial Attorney)
Del Marva Utility	Joseph Cudia (Trial Attorney)
Dominion Energy – FunTees	Holly Dice (Auditor)
Duke Energy	Shakima L. Dortch (Paralegal Specialist)
Engie Resources	Timothy J. Fox, Jr. (Trial Attorney)
First Energy	Diane Giordano (Analyst)
FL City Gas	Michael Girello (Paralegal Specialist)
Florida Key Authority	Christine Green (Paralegal Specialist)
FPL Direct	Benjamin Hackman (Trial Attorney)
Frontier Communications	Nyanquoi Jones (Auditor)
GFL	Jane Leamy (Trial Attorney)
GPC (GEORGIA POWER)	Jonathan Lipshie (Trial Attorney)
Hargray	Hannah M. McCollum (Trial Attorney)
Hebron Village	Jonathan Nyaku (Auditor)
Keter Environmental	James R. O’Malley (Auditor)
Keys Energy	Linda Richenderfer (Trial Attorney)
Level 3 Communications / Lumen	Richard Schepacarter (Trial Attorney)
Long Lines	Edith A. Serrano (Paralegal Specialist)
Lumbee River Electrical – Soffe	Rose Sierra-Fox (Trial Attorney)

Mid-American Energy	Elizabeth Thomas (Paralegal Specialist)
NGRID37 (NATIONAL GRID)	Dion Wynn (Paralegal Specialist)
Palmetto EC	
Piedmont	
Powell Clinch Utility	
PSEG	
PWC Utility – Soffe	
Republic Services	
San Clemente Utility	
Santee Cooper – Salt Life	
SD Gas & Electric – Salt Life	
So Cal Edison – Salt Life	
Southwest Gas	
Spectrum	
SRP	