

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BHCosmetics Holdings, LLC

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 82-3597827

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>8161 Lankershim Blvd., North Hollywood, CA 91605</u>	_____
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Los Angeles</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.bhcosmetics.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor BHCosmetics Holdings, LLC Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4461

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor See Rider 1, attached Relationship _____
 District _____ When _____ Case number, if known _____

Debtor **BHCosmetics Holdings, LLC** Case number (if known) _____
Name

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
 Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets (on a consolidated basis)

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input checked="" type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities (on a consolidated basis)

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input checked="" type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **BHCosmetics Holdings, LLC** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 I have been authorized to file this petition on behalf of the debtor.
 I have examined the information in this petition and have a reasonable belief that the information is true and correct.
 I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 14, 2022**
MM / DD / YYYY

X /s/ Spencer M. Ware _____
Signature of authorized representative of debtor
Chief Restructuring Officer/ Co-Chief Executive Officer
Title

Spencer M. Ware _____
Printed name

18. Signature of attorney

X /s/ M. Blake Cleary _____
Signature of attorney for debtor

Date **January 14, 2022** _____
MM / DD / YYYY

M. Blake Cleary _____
Printed name

Young Conaway Stargatt & Taylor, LLP _____
Firm name

**Rodney Square
 1000 N. King Street
 Wilmington, DE 19801** _____
Number, Street, City, State & ZIP Code

Contact phone **(302) 571-6600** Email address **mbcleary@ycst.com** _____

3614 DE _____
Bar number and State

Rider 1**SCHEDULE OF DEBTORS**

On the date hereof, each of the related entities listed below (collectively, the “Debtors”), including the debtor in this chapter 11 case, filed a petition in the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of title 11 of the United States Code §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

Entity Name	Federal Employer Identification Number (EIN)
BHCosmetics Holdings, LLC	82-3597827
BHCosmetics Intermediate, LLC	82-3692918
BHCosmetics, LLC	27-3179106
Visceral Agency LLC	85-2769266

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS OF
BHCOSMETICS HOLDINGS, LLC,
a Delaware limited liability company

THE UNDERSIGNED directors of BHCosmetics Holdings, LLC, a Delaware limited liability company (“BHC Holdings”), hereby consent to and adopt the following resolutions pursuant to the Fifth Amended and Restated Limited Liability Company Agreement of the Company, dated November 16, 2020, as amended (the “LLC Agreement”), as of the date set forth below:

WHEREAS, the undersigned directors constitute all of the directors (collectively, the “Board”) of BHC Holdings defined as “MidOcean Directors” in the LLC Agreement;

WHEREAS, BHC Holdings is the managing member of BHCosmetics Intermediate, LLC, a Delaware limited liability company (“Intermediate”);

WHEREAS, Intermediate is the managing member of BHCosmetics, LLC, a Delaware limited liability company (“BHCosmetics”);

WHEREAS, BHCosmetics is the sole member of Visceral Agency LLC, a Delaware limited liability company (“Visceral” and together with BHC Holdings, Intermediate and BHCosmetics, each, a “Company,” and collectively, the “Companies”);

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Companies and the Companies’ business on the date hereof, including the historical performance of the Companies, the assets of the Companies, the current and long-term liabilities of the Companies, the market for the Companies’ products, services and assets, and credit market conditions;

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Companies and the Companies’ legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, the Board has determined that it is in the best interests of the Companies and the Companies’ stakeholders, creditors, and other

interested parties to commence cases under the provisions of chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, BE IT:

Appointment of CRO

RESOLVED, that Spencer Ware of Riveron Management Services, LLC (“Riveron”) is hereby appointed as Chief Restructuring Officer of BHC Holdings and each of the other Companies; and it is further

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Companies, their creditors, members and other interested parties, that voluntary petitions (the “Petitions”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by each Company, thereby commencing cases (the “Bankruptcy Cases”) under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that the officers of each of the Companies (each, an “Officer” and collectively, the “Officers”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of the Companies, to execute, acknowledge, deliver, and verify each Company’s respective Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Companies, to execute, acknowledge, deliver, verify and file any and all pleadings, petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the filing of the Petitions and commencement and prosecution of the Bankruptcy Cases; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Companies, to perform the obligations of the Companies under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Companies; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Companies, to cause the Companies to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, including, but not limited to, opening and closing of bank accounts, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Cases and to effectuate the restructuring or liquidation of the Companies' debt, other obligations, organizational form and structure and ownership of the Companies, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Companies' rights, including the preparation of pleadings and filings in its Bankruptcy Cases; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Companies to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Riveron be, and hereby is, authorized, directed and empowered to serve as a financial advisor and to provide a co-chief executive officer and chief restructuring officer and support personnel to represent and assist the Companies in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations in connection with the Bankruptcy Cases; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate motion or application for authority to retain the services of Riveron; and it is further

RESOLVED, that Traverse LLC (“Traverse”) be, and hereby is, authorized, directed and empowered to provide a controller and other accounting personnel to assist the Companies in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Companies’ rights and obligations in connection with the Bankruptcy Cases; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate motion or application for authority to retain the services of Traverse; and it is further

RESOLVED, that SB360 Capital Partners LLC (“SB360”) be, and hereby is, authorized, directed and empowered to serve as the Companies’ exclusive agent for the limited purpose of conducting the sale and liquidation of the Companies’ wholesale and e-commerce inventory and associated assets, and certain furniture, fixtures, and equipment, all in accordance with that certain *Proposal to Conduct Liquidation Sale* between each of the Companies and SB360 dated as of November 23, 2021, as may be modified; and it is further

RESOLVED, that Hilco IP Services, LLC d/b/a Hilco Streambank (“Streambank”) be, and hereby is, authorized, directed and empowered to serve as the Companies’ exclusive agent for the limited purpose of conducting the sale and liquidation of the Companies’ brands and trademarks, domain names, customer data, copyrights, patents, proprietary software, license agreements, IP addresses, and the like (the “Intellectual Property”), and any finished or unfinished goods related to the Intellectual Property, in accordance with that certain *Agreement to Market and Sell Intellectual Property and Related Tangible Assets of BHCosmetics, LLC* between each of the Companies and Streambank dated as of December 1, 2021;

RESOLVED, that Epiq Corporate Restructuring, LLC (“Epiq”) be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent, and administrative advisor in connection with the Bankruptcy Cases; and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Companies to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on

behalf of and in the name of the Companies to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to the Companies as are deemed necessary to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and in connection therewith, the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Companies to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Cases, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

Use of Cash Collateral and Factoring Transaction

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, in the name and on behalf of the Companies, as debtors and debtors in possession, to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Companies' Bankruptcy Cases, which agreements may require the Companies to acknowledged the debt and liens of existing loans, grant liens and pay interest to the Companies' existing lender(s); and in connection therewith, any Officer of the Companies is hereby authorized and directed to execute appropriate agreements and related ancillary documents; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Companies, to secure the payment and performance of any post-petition financing and use of cash collateral by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Companies' assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Companies, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Companies, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Companies to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute that certain *Receivable Financing Agreement* by and between the Companies and SB360 Capital Partners, LLC dated as of January 14, 2022, and to perform all obligations arising thereunder, including to factor certain receivables owed to the Companies.

Sale Transaction

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Companies, to continue the marketing for sale of the Companies' assets and pursue negotiations with any interested parties regarding one or more sales of such assets pursuant to section 363 of the Bankruptcy Code or otherwise, in each case subject to further authorization of the Board of any such sale; and it is further

RESOLVED, that the Officers are hereby authorized and empowered, on behalf of and in the name of the Companies, to execute and deliver that certain Asset Purchase Agreement by and among the Companies and RBI Acquisition Holdings, LLC ("RBI") with any additions, deletions, modifications, amendments, or other changes thereto as the Officers executing the same shall have determined to be necessary or appropriate, such determination to be conclusively evidenced by the execution thereof, and to execute any and all other documents and take any and all other actions that such Officers deem necessary, desirable, or convenient to carry out the intent of these resolutions, in such Officers discretion; and it is further

General Resolutions

RESOLVED, that the Board, on behalf of the Companies, authorizes and directs the execution by the Companies such documents as may be required or as the Companies may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including without limitation the execution and delivery of any consents, resolutions, petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or documents to be executed and delivered in such form as the Authorized Persons shall approve, the taking or execution thereof by any Authorized Persons being conclusive evidence of the approval thereof by the Authorized Persons; and it is further

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any manager or Officer of the Companies in, for and on behalf

of the Companies, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Companies as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile, .pdf copies, or other electronic forms of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Unanimous Written Consent of the Board of Directors of the BHC Holdings shall be filed in the Minute Book of BHC Holdings and shall become a part of the records of BHC Holdings.

Date: January 14, 2022

Directors:

/s/ Pamela Baxter
Pamela Baxter

/s/ Nicole Zukowski
Nicole Zukowski

/s/ Amy Reinhard
Amy Reinhard

/s/ Steven Panagos
Steven Panagos

/s/ Jill Frizzley
Jill Frizzley

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

In re:

BHCOSMETICS HOLDINGS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-____ (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “Debtor”) hereby state as follows:

1. A list of the equity interest holders of Debtor BHCosmetics Holdings, LLC, along with the nature of their equity interests, is attached hereto as **Exhibit A**.
2. Debtor BHCosmetics Intermediate, LLC, whose address is 8161 Lankershim Blvd, North Hollywood, CA 91605, is 100% owned by Debtor BH Cosmetics Holdings, LLC, whose address is also 8161 Lankershim Blvd, North Hollywood, CA 91605.
3. Debtor BHCosmetics, LLC, whose address is 8161 Lankershim Blvd, North Hollywood, CA 91605, is 100% owned by Debtor BHCosmetics Intermediate, LLC, whose address is also 8161 Lankershim Blvd, North Hollywood, CA 91605.
4. Debtor Visceral Agency LLC, whose address is 8161 Lankershim Blvd, North Hollywood, CA 91605, is 100% owned by Debtor BHCosmetics, LLC, whose address is also 8161 Lankershim Blvd, North Hollywood, CA 91605.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: BHCosmetics Holdings, LLC (7827); BHCosmetics Intermediate, LLC (2918); BHCosmetics, LLC (9106); and Visceral Agency LLC (9266). The Debtors’ service address for purposes of these chapter 11 cases is 8161 Lankershim Blvd., North Hollywood, CA 91605.

Exhibit A**List of BHCosmetics Holdings, LLC's Equity Interest Holders²**

Equity Holder	Number and Nature of Interests	Percentage of Interest
MidOcean Partners V – BH, L.P. 245 Park Avenue, 38th Floor New York, NY 10167	Common Units: 5,162.53	62.7%
	Participating Preferred Class A Units: 996.72	99.6%
	Participating Preferred Class B Units: 2,029,171.26	99.8%
Elizabeth Preis 8520 National Blvd #A Culver City, CA 90232	Common Units: 25.00	0.3%
	Participating Preferred Class A Units: 3.28	0.3%
	Participating Preferred Class B Units: 1,390.49	0.3%
Alfreds Sadvovskis 8520 National Blvd #A Culver City, CA 90232	Common Units: 1,015.55	12.33%
Krill Trachtenberg 8520 National Blvd #A Culver City, CA 90232	Common Units: 1,015.55	12.33%
Robert Sefaradi 8520 National Blvd #A Culver City, CA 90232	Common Units: 1,015.55	12.33%

² This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to Identify the case:

Debtor Name: BHCosmetics Holdings, LLC, et al.
 United States Bankruptcy Court for the: District of Delaware
 Case Number (If known):

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A consolidated list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 DONGGUAN FAY COSMETIC BRUSHES CO., LTD. 172 HUANCUN RD. JINXIAOTANG ZHUTANG FENGGANG, DONGGUAN 523681 CHINA	CONTACT: SUNNY ZHU PHONE: 86 769 87815696 FAX: 86 769 87815556 SUNNY@FAYBRUSH.COM	TRADE	C,U,D			\$2,423,965.76
2 BEAUTY BEYOND INDUSTRY LIMITED 3RD FLOOR, BUILDING 6, FUHONGDA INDUSTRIAL PARK, NO.5 HONG HUI ROAD LIAN GANG INDUSTRIAL SHUANG LIN PIAN 519090 CHINA	CONTACT: LEGAL COUNSEL PHONE: 86-13338879542 ARTHUR201211@126.COM	TRADE	C,U,D			\$1,080,607.47
3 SHENZHEN COLORL COSMETIC PRODUCTS CO., LTD. JINYINGANG INDUSTRIAL PRK, HEXI NEW BILL HENGKENG COMMUNITY, GUANLAN STREET SHENZHEN CITY CHINA	CONTACT: ANDREW PENG PHONE: 0086-755-21501155 FAX: 0086-755-21501156 ANDREW@COLORLBRUSH.COM	TRADE	C,U,D			\$1,078,543.89
4 SHEEN COLOR BIOTECH CO., LTD. LIANWAN INDUSTRY ZONE NO 8701, ZHUHAI ROAD PINGSHA TOWN, JINWAN DISTRICT ZHUHAI 519055 CHINA	CONTACT: CINDY HE PHONE: 86 756 772 2898 CINDY@SHEENCOLOR.COM	TRADE	C,U,D			\$872,516.42

Debtor: BHCosmetics Holdings, LLC, et al.

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5 KDC/ONE (TAIWAN) CO., LTD. NO 69 LANE 96 DA SHING ST TAINAN 704 TAIWAN	CONTACT: NICHOLAS WHITLEY, CEO PHONE: 450-243-2000 ADAI@KDC-TAIWAN.COM	TRADE	C,U,D			\$674,170.82
6 FLEXPOR INTERNATIONAL LLC 760 MARKET STREET 8TH FLOOR SAN FRANCISCO, CA 94102	CONTACT: RYAN PETERSEN, CEO PHONE: 855-353-9123 ACCOUNTSRECEIVABLE@FLEXPOR.COM	TRADE	C,U,D			\$557,880.02
7 DONGGUAN OUQIAN COSMETICS CO., LTD. 3RD FLOOR, NO.9 BUILDING, 2ND XIAOBU RD GUANJINGTOU, FENGGANG TOWN DONGGUAN 523705 CHINA	CONTACT: PRESIDENT PHONE: 0086-18777161115 UVID@OCHAINCOSMETICS.COM	TRADE	C,U,D			\$409,521.23
8 SAS TOUCHE SAS 41 RUE DAMREMONT PARIS 75018 FRANCE	CONTACT: SARRA MESSAOUDI PHONE: 32 6 589 02 00 5 SARRA@AGENCE-TOUCHE.FR	TRADE	C,U,D			\$373,567.20
9 GRAND METRO COSMETICS LLC NO. 560, SEC. 2, HAIDIANN ROAD TAINAN 70953 TAIWAN	CONTACT: JAMIE HUANG, COO PHONE: 886 62551251 JAMIE@METRO-COSMETIC.COM	TRADE	C,U,D			\$368,638.20
10 SIGNAL SCIENCES CORP. 600 CORPORATE POINTE SUITE 1200 CULVER CITY, CA 90230	CONTACT: ANDREW PETERSON, CEO PHONE: 424-289-0342 ACCOUNTSRECEIVABLE@SIGNALSCIENCES.COM	TRADE	C,U,D			\$363,256.57
11 ARRAY CANADA, INC. 45 PROGRESS AVE SCARBOROUGH TORONTO M1P 2Y6 CANADA	CONTACT: JEFFREY K CASSELMAN, CEO PHONE: 416-299-4865 X 324 AR@ARRAYMARKETING.COM	TRADE	C,U,D			\$291,517.05
12 ULTA, INC. 1000 REMINGTON BLVD, STE 120 BOLINGBROOK, IL 60440	CONTACT: MEGAN LUBOVICH PHONE: 660-410-4745 MLUBOVICH@ULTA.COM	TRADE	C,U,D			\$290,988.50
13 BEEMAK PLASTICS LLC 16711 KNOTT AVE LA MIRADA, CA 90638	CONTACT: JOHN DAVIES, PRESIDENT PHONE: 310-886-5880 JOHN.DAVIES@BEEMAK.COM	TRADE	C,U,D			\$273,363.30
14 TAKARA BIO USA, INC. JALAN GERILYA TIMUR NO. 289 PURWOKERTO 53147 INDONESIA	CONTACT: YOSAFAT BASUSENO, SALES MANAGER PHONE: 650-919-7300 YOSAFAT@BIOTAKARA.COM	TRADE	C,U,D			\$231,140.02

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15 GOOGLE, LLC 1600 AMPHITHEATRE PKWAY MOUNTAIN VIEW, CA 94043	CONTACT: HALIMAH DELAINE, GENERAL COUNSEL REMITTANCE- REQUEST@GOOGLE.COM	TRADE	C,U,D			\$203,571.39
16 DOJA CAT MUSIC, LLC 2045 W GRAND AVE STE B 79420 CHICAGO, IL 60612	CONTACT: AMALA DIAMINI PHONE: 424-306-1160 DOJACAT@USELEFTBRAIN.CO M	TRADE	C,U,D			\$200,000.00
17 META PLATFORMS, INC. 4 GRAND CANAL SQUARE GRAND CANAL HARBOUR DUBLIN D02X525 IRELAND	CONTACT: JENNIFER G. NEWSTEAD, CHIEF LEGAL COUNSEL PAYMENT@FB.COM	TRADE	C,U,D			\$193,339.04
18 CHIANG PAO INDUSTRIAL CO., LTD. NO.85,CHUNG CHENG 5TH ST. YUNG KANG DIST TAINAN CITY 71066 TAIWAN	CONTACT: KUO SUNG HSU, PRESIDENT PHONE: 886-6-254-1966 X 560 YIYE@CHIANGPAO.COM.TW	TRADE	C,U,D			\$190,780.58
19 APOLLO RETAIL SPECIALISTS, LLC 4450 E ADAMO DR 501 TAMPA, FL 33605	CONTACT: MIKE SUNDERLAND, CEO PHONE: 443-688-5100 EXT. 61 REMITTANCE@APOLLORETAI L.COM	TRADE	C,U,D			\$134,991.64
20 LAINER-LIWERANT, LLC 16216 KITTRIDGE STREET VAN NUYS, CA 91406	PHONE: 818-787-1400 JEFF@LAINERDEVELOPMENT. COM	TRADE	C,U,D			\$133,943.00

Fill in this information to identify the case:

Debtor name BHCosmetics Holdings, LLC
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration **Consolidated Corporate Ownership Statement and List of Equity Interest Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/14/2022

X /s/ Spencer M. Ware

Signature of individual signing on behalf of debtor

Spencer M. Ware

Printed name

Chief Restructuring Officer/ Co-Chief Executive Officer

Position or relationship to debtor