

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 \$3,024,725. 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 Schedule 1	Relationship	Affiliate
District	Delaware	When	10/23/2023
		Case number, if known	_____

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

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input 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 checked="" type="checkbox"/> 200-999 | | |

15. Estimated Assets

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

16. Estimated liabilities

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

Debtor **Unconditional Love Inc.**
Name

Case number (if known) **23-**

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 10/23/2023
MM / DD / YYYY

X /s/ Erica Buxton Erica Buxton
Signature of authorized representative of debtor Printed name
Title Chief Executive Officer

18. Signature of attorney

X /s/ Edmon L. Morton Date 10/23/2023
Signature of attorney for debtor MM / DD / YYYY
Edmon L. Morton
Printed name
Young Conaway Stargatt & Taylor, LLP
Firm name
1000 North King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code
Contact phone 302-571-6600 Email address emorton@ycst.com
3856 DE
Bar number and State

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

Concurrently herewith, each of the affiliated entities listed below, including the Debtor filing this petition (collectively, the “Debtors”), filed a petition in the United States Bankruptcy Court for the District of Delaware (this “Court”) for relief under chapter 11 of title 11 of the United States Code.

Unconditional Love Inc.
The Best Training Pants in the World Inc.
Unconditional Love Canada, Inc.

Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that this Court jointly administer their chapter 11 cases for procedural purposes only.

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

In re:

UNCONDITIONAL LOVE INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-____ (____)

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the thirty (30) largest unsecured claims (the “Top 30 List”) against Unconditional Love Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”). This list has been prepared based upon the books and records of the Debtors. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, including those creditors with a right to setoff under applicable law, unless the value of the collateral (or amount entitled to be offset) is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation, (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed, or subject to a setoff; or (b) the listing of any claim as unsecured neither constitutes an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor constitutes a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

[List appears on next page]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification number, are Unconditional Love Inc. d/b/a Hello Bello (5895), Unconditional Love Canada, Inc., and The Best Training Pants in the World Inc. (9369). The Debtors’ headquarters is located at 17383 Sunset Blvd, Suite B200, Pacific Palisades, CA 90272.

Fill in this information to identify the case:

Debtor name Unconditional Love Inc., et al.
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders*

12/15

A list of creditors holding the 30 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 30 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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Irving Consumer Products Ltd. 100 Midland Drive Dieppe, NB E1A6X4 Canada	Thomas Gore P: 470-380-1451 gore.thomas@irvingconsumerproducts.com	Trade Payable	Contingent, Unliquidated, Disputed			\$22,054,311.10
2	Industrias Maquin S.A. de C.V. Retorno 2 Esteban de Antunano #8 74160 Mexico	Felipe de Jesus Luna Cortes P: 52-1-237-126-4484 flunac@industriasmaquinsa.com.mx	Trade Payable				\$3,050,765.12
3	FlexLink System, Inc. 6580 Snowdrill Rd Allentown, PA 18106	Jared Polchinski P: 804-897-2057 Jared.Polchinski@coesia.com	Trade Payable	Contingent, Unliquidated, Disputed			\$1,524,856.35
4	Facebook 1 Hacker Way Menlo Park, CA 94025	Evelyn Mckenzie P: 512-360-9108 evelynsmckd@fb.com	Trade Payable				\$1,498,848.97
5	CSC Leasing Co. 6802 Paragon PI Suite 350 Richmond, VA 23230	John Croney P: (T): 804-673-1000 (M): 302-384-1880 jcroney@cscleasing.com	Equipment Lease				\$1,472,373.92
6	FedEx Dept LA PO Box 21412 Pasadena, CA 91185	Elmore Washington P: 805-416-6907 ewashington@fedex.com	Trade Payable				\$1,393,230.68
7	SCG Capital Corporation 74 West Park Place Stamford, CT 06901	John J Strabo P: (T): 703-243-8008 (M): 703-283-7310 jstrabo@scglease.com	Equipment Lease				\$1,322,020.00
8	Fitesa Simasonville, Inc. 840 S.E. Main Street Simpsonville, SC 29681	Filipe Couto P: 864-967-5911 fcuto@fitesa.com	Trade Payable				\$1,171,877.56

Debtor Name Unconditional Love Inc., et al.

Case Number _____

	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
9	MeriCal, LLC 2995 E Miraloma Avenue Anaheim, CA 92806	Marissa Reyna P: 714-238-7225 MREYNA@merical.com	Trade Payable	Contingent, Unliquidated, Disputed			\$1,090,616.96
10	NFS Leasing, Inc. 900 Cummings Center Suite 226-U Beverly, MA 01915	Eric Renaud P: (T): 978-712-4055 (M): 603-988-4792 ericr@nfsleasing.com	Equipment Lease				\$980,440.00
11	Brands International Corp 594 Newpark Blvd. Newmarket, ON L3X252 Canada	Demi Zhao P: 905-830-4404 Ext. 244 demiz@brandsicorp.com	Trade Payable				\$924,948.99
12	Bell International Laboratories, Inc 2250 Lexington Ave South Eagan, MN 55121	Razan Chehour P: 612-721-3976 Ext. 179 R.Chehour@bellintlabs.com	Trade Payable				\$888,413.81
13	36th Street Capital Partners, LLC 15 Maple Avenue Morristown, NJ 07960	Christopher Szopa P: (T): 832-899-4845 (M): 831-775-6287 cszopa@36thstreetcapital.com	Equipment Lease				\$808,042.88
14	Justman Packaging & Display 5819 Telegraph Road Commerce, CA 90040	Joshua Justman P: 323-728-8888 Justman@justmanpackaging.com	Trade Payable				\$745,625.27
15	IBOTTA INC. 1801 California St Suite 400 Denver, CO 80202	Ryan Johnson ryan.johnson@ibotta.com	Trade Payable				\$665,354.09
16	Placements Unlimited Inc 932 N Valley Mills Dr Waco, TX 76710	Karla Ramirez P: 254-741-0526 Karla@puiwaco.com	Trade Payable				\$510,432.33
17	Berry Global, Inc. 101 Oakley Street Evansville, IN 47710	Robby Benz/ Pat Mahoney P: 843-597-4786/ 513-518-2894 robbybenz@berryglobal.com/ patmahoney@berryglobal.com	Trade Payable				\$499,431.57
18	Phaedrix International LTD. Hunkins Waterfront Plaza Suite 556 Charlestown, IN NWI	Rusty Ables rus@phaedrix.com	Trade Payable				\$494,782.42
19	American Hygienics Corp Ltd Room 388, Area A 3rd Floor, Building 1, Lane 3129 Shanghai, 201602 China	Prasun Tiwari prasun.tiwari@amhygienics.com	Trade Payable				\$380,372.00
20	Packaging Corporation of America 1955 West Field Court Lake Forest, CA 60045	Michael Mehler P: (T): 254-399-2708 (M): 254-366-0566 mmehler@packagingcorp.com	Trade Payable				\$362,088.57

Debtor Name Unconditional Love Inc., et al.

Case Number _____

	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
21	Bay Cities Container Corporation 5138 Industry Ave Pico Rivera, CA 90660	Joseph Saleh P: 562-551-2969 JosephS@bay-cities.com	Trade Payable				\$349,767.02
22	Aplix Inc. 12300 Steele Creek Road Charlotte, NC 28273	Geoff Mcgregor P: 603-858-8818 gmceeregor@aplixinc.com	Trade Payable				\$335,016.43
23	SMJ, Inc. c/o A3 Artist Agency 750 N San Vincente Blvd East Tower, 11th Floor West Hollywood, CA 90069	Jade Sherman P: 310-859-0625 jade.sherman@a3artistsagency.com	Trade Payable	Contingent, Unliquidated, Disputed			\$326,666.68
24	8451 LLC 100 W Fifth Street Cincinnati, OH 45202	Grant Carr P: 513-632-1020 Grant.Carr@8451.com	Trade Payable				\$260,799.05
25	Google LLC 1600 Amphitheatre Parkway Mountain View, CA 94043	Emily Kolker emilykolker@google.com	Trade Payable				\$250,002.61
26	Motivating Graphics, LLC 1624 Intermodal Parkway Fort Worth, TX 76052	Brandon Parish brandonp@motivatinggraphics.com	Trade Payable				\$248,788.48
27	IR Volt, LLC 333 Los Olas Way Cu Fort Lauderdale, FL 33301	Angela Lynn P: 661-309-7859 angela@influencerresponse.com	Trade Payable				\$239,580.00
28	Shalag US Inc. P.O Box 225 917 SE Industry Dr Oxford, NC 27565	Guy Wilson g.wilson@shalag.co	Trade Payable				\$228,483.26
29	GDM S.P.A. Via Circonvallazione Sud, 5 Offanengo, CR 26010 Italy	Battista Freri P: (+39) 0373 530219 Battista.Freri@gdm-spa.it	Trade Payable	Contingent, Unliquidated, Disputed			\$222,407.84
30	Domtar Corporation-Rent 100 Kingsley Park Drive Fort Mill, SC 29715	Jessika Landry P: (T): 514-848-5753 (M): 514-299-3915 Jessika.Landry@domtar.com	Rent				\$221,855.35

*On a consolidated basis. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor with respect to all or any portion of the claims contained herein. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

SECRETARIAL CERTIFICATE

The undersigned, Secretary of Unconditional Love Inc. (d/b/a Hello Bello), a Delaware corporation (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto as Exhibit A is a true and complete copy of the Resolutions (the "Resolutions") of the Board of Directors (the "Board") of the Company, duly adopted at a lawfully convened meeting of the Board on October 23, 2023 (the "Board Meeting"), by vote of the directors. The size of the Board is five directors, and a quorum of the Board was present. The Resolutions were approved by five directors.
3. Such Resolutions have not been amended, altered, annulled, rescinded, or revoked, and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board relating to the matters set forth in the Resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 23 day of October, 2023.

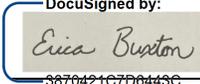
By: 
Name: Erica Buxton
Title: Secretary

Exhibit A

Resolutions

See attached.

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
UNCONDITIONAL LOVE INC. (D/B/A HELLO BELLO)
a Delaware corporation**

Adopted October 23, 2023

WHEREAS, the board of directors (the “Board”) of Unconditional Love Inc. d/b/a Hello Bello (the “Company”) has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s assets, credit market conditions, and macroeconomic conditions impacting the Company;

WHEREAS, Sean Kane, Jay McGraw, and Jennifer Pullen (collectively, the “Founders”) have submitted to the Board their respective notices of resignation for their positions as directors of the Company on October 22, 2023, effective immediately;

WHEREAS, the Board deems it advisable and in the best interest of the Company to appoint Erica Buxton as Secretary of the Company effective immediately, to hold such position until her successor shall be duly elected and qualified in accordance with that certain Fifth Amended and Restated Certificate of the Company, dated as of June 13, 2022 (the “Restated Certificate”) and that certain Amended and Restated Bylaws of the Company, adopted June 14, 2022, (the “Bylaws”) of the Company or until her resignation or removal; and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company’s legal and financial advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT:

Resignation of Founders

RESOLVED, that the Company accepts the resignation of the Founders, respectively, effective October 22, 2023; and it is further

Designation of Secretary

RESOLVED, that Erica Buxton is appointed to serve as Secretary of the Company effective immediately, to hold such position until her successor shall be duly elected and qualified in accordance with the Restated Certificate and the Bylaws of the Company or until her resignation or removal; and it is further

Commencement and Prosecution of the Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that a voluntary petition (the "Petition") be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") commencing a case (the "Bankruptcy Case") under the provisions of chapter 11 of the Bankruptcy Code, along with any recognition or similar proceeding in Canada that may be required in relation thereto; and it is further

RESOLVED, that the filing of a voluntary petition on behalf of the Company be, and the same hereby is, approved, authorized, and adopted in all respects and that the Company's chief executive officer (the "Authorized Officer"), be and hereby is, authorized and empowered on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time and in such form as the Authorized Officer may determine (which approval and authorization thereof shall be conclusively evidenced by the filing of the Petition with the Bankruptcy Court); and it is further

RESOLVED, that the Authorized Officer be, and hereby is, authorized to (a) execute and file the Petition, along with all schedules of assets and liabilities, statements of financial affairs, lists, motions, applications, pleadings, declarations, and other papers that the Authorized Officer may determine necessary or proper in connection with such chapter 11 case, (b) execute, acknowledge, deliver, and verify any and all documents necessary or proper in connection with the Petition and to administer the Bankruptcy Case in such form or forms as the Authorized Officer may determine necessary or proper and in order to effectuate the foregoing resolutions, and (c) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers or other experts, as the Authorized Officer determines necessary or proper to accomplish the purposes of the resolutions, with any such determinations being conclusively evidenced by the executing, filing, acknowledging, delivering, verifying, or engaging thereof by the Authorized Officer); and it is further

Retention of Professionals

RESOLVED, that the law firm of Willkie Farr & Gallagher LLP ("Willkie"), located at 787 Seventh Avenue, New York, NY 10019 be, and hereby is, authorized, directed, and empowered to represent the Company as general bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Authorized Officer be, and, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Willkie; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway"), located at 1000 North King Street, Wilmington, DE, 19801, shall be, and

hereby is, authorized, directed, and empowered to represent the Company as Delaware bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Authorized Officer be, and, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Emerald Capital Advisors Corp. ("Emerald"), located at 150 East 52nd Street, 15th Floor New York, New York 10022 shall be, and hereby is, authorized, directed, and empowered to provide to the Company restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Officer be, and, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate motion or application for authority to retain the services of Emerald; and it is further

RESOLVED, that Jefferies LLC ("Jefferies"), located at 520 Madison Avenue, New York, NY 10022 shall be, and hereby is, authorized, directed, and empowered to serve as investment banker to represent and assist the Company in connection with the potential restructuring of the Company's business and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Officer be, and, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Jefferies; and it is further

RESOLVED, that Stretto, Inc. ("Stretto" and together with Willkie, Young Conaway, Emerald and Jefferies, collectively, the "Advisors"), located at Stretto, Inc., 410 Exchange, Ste 100, Irvine, CA 92602, shall be, and hereby is, authorized, directed, and empowered to serve as the notice, claims, solicitation, and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Authorized Officer be, and, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Stretto; and it is further

RESOLVED, that the Advisors are hereby authorized to take any and all actions necessary or desirable to advance the Company's rights and obligations and facilitate the Bankruptcy Case; and it is further

Postpetition Financing and Sale Process

RESOLVED, that in connection with the Bankruptcy Case, the Authorized Officer shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Bankruptcy Case, which agreement(s) may require the Company to acknowledge the debt and liens of existing loans, grant liens, and pay interest to the Company's existing lender(s) on terms substantially similar to those described or provided to the Board; and in connection therewith, the Authorized Officer is hereby authorized and directed to execute appropriate agreements and related ancillary documents; and it is further

RESOLVED, that, in connection with the Bankruptcy Case, the Authorized Officer shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to (a) negotiate, execute, and deliver agreements for postpetition financing on terms substantially similar to those described or provided to the Board; (b) pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such postpetition financing; or (c) execute, deliver, verify, and/or file, or cause to be filed and/or executed, delivered, or verified, and to amend, supplement, or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, affidavits, schedules, motions, pleadings, and other documents, agreements, and papers, postpetition financing documents, and loan agreements (including any ancillary documents thereto) in such form as the Authorized Officer may approve, and to take any and all actions that the Authorized Officer determines advisable, necessary, or appropriate in connection with any postpetition financing or any cash collateral usage contemplated hereby or thereby (such approval and the approval of the Board to be conclusively evidenced by the execution thereof or taking of such action by the Authorized Officer); and it is further

RESOLVED, that in connection with the Bankruptcy Case, the Authorized Officer shall be, and hereby is, authorized, directed, and empowered, in the name of and on behalf of the Company, to commence a bidding and sale process for the Company's assets and pursue negotiations with any interested parties regarding a sale of such assets pursuant to section 363 of the Bankruptcy Code or otherwise; and it is further

RESOLVED, that in connection with the Bankruptcy Cases, the Board has determined it is desirable and in the best interest of the Company to enter into that certain Asset Purchase Agreement, dated as of October 23, 2023, by and among Bucky Acquisition Holdco, LLC, as Purchaser, and the Company and The Best Training Pants in the World Inc., as Sellers (the "Stalking Horse Agreement"), and to continue, after commencement of the Bankruptcy Cases, the marketing for sale of the Company's assets and pursue negotiations with any interested parties regarding one or more sales of such assets or otherwise, in each case subject to further authorization of the Board of any such sale; and it is further

RESOLVED, that the execution and delivery of the Stalking Horse Agreement

and the other sale documents, including, without limitation, any exhibits, appendices, and schedules thereto, and the performance by the Company of its obligations thereunder, hereby are expressly authorized, adopted, confirmed, ratified, and approved, and such approval is intended to and shall constitute all authorization and approval required by the Board; and it is further

Transaction Support Agreement

RESOLVED, that in connection with the Bankruptcy Cases, the Board has determined it is desirable and in the best interests of the Company to enter into that certain Transaction Support Agreement (the “TSA”), dated as of October 23, 2023, by and among (a) the Company, (b) The Best Training Pants in the World Inc., (c) Bucky Acquisition Holdco, LLC, (d) NFS Leasing, Inc., and (e) 36th Street Capital Partners, LLC, in substantially the form presented to the Board and with such other changes, additions, and modifications thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the Authorized Officer’s execution and delivery thereof; and it is further

RESOLVED, that in connection with the Bankruptcy Case, the Authorized Officer shall be, and hereby is, authorized, directed, and empowered, in the name of and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, and deliver the TSA and any related documents contemplated thereby, in such form and with such changes or amendments as the Authorized Officer shall approve as necessary or desirable; and it is further

RESOLVED, that the execution and delivery of the TSA and any related documents, including, without limitation, any exhibits, appendices, and schedules thereto, and the performance by the Company of its obligations thereunder, hereby are expressly authorized, adopted, confirmed, ratified, and approved, and such approval is intended to and shall constitute all authorization and approval required by the Board; and it is further

General Resolutions

RESOLVED, that the Authorized Officer shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of the Company such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guaranties, notices, and any and all other documents, and to amend, supplement, or otherwise modify from time to time agreements, certificates, instruments, guaranties, notices, and all other documents, including, without limitation, affidavits, schedules, motions, pleadings, and other documents, agreements, and papers, in such form as the Authorized Officer may approve, and to take any and all actions that the Authorized Officer determines advisable, necessary, or appropriate in connection with the Bankruptcy Case or as the Authorized Officer may deem necessary or proper to facilitate the transactions contemplated by these resolutions (such approval and the approval of the Board to be conclusively evidenced by the execution thereof or taking of such action by the Authorized Officer); and it is further

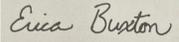
RESOLVED, that all acts done or actions taken prior to the date hereof by the Authorized Officer or any professionals engaged by the Company with respect to any transactions contemplated by the foregoing resolutions, or otherwise in preparation for or in connection with the Bankruptcy Case, or any proceedings related thereto, or any matter related thereto, be and hereby are, adopted, approved, authorized, ratified, and confirmed in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that these resolutions of the Board shall be filed with the minutes of the proceedings of the Board.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have hereunto set their names as of the date first above written.

**BOARD OF DIRECTORS OF
UNCONDITIONAL LOVE INC.**

DocuSigned by:
By: 
3870421C7D6443C
ERICA BUXTON

DocuSigned by:
By: 
E294EE7755334CC
PHILIP MASON

DocuSigned by:
By: 
B51CC47A96A941A...
MCCONNELL SMITH

By: _____
BRADLEY STEWART

DocuSigned by:
By: 
07C675EB48E34C3...
WAYNE WU

IN WITNESS WHEREOF, the undersigned have hereunto set their names as of the date first above written.

**BOARD OF DIRECTORS OF
UNCONDITIONAL LOVE INC.**

By: _____
ERICA BUXTON

By: _____
PHILIP MASON

By: _____
MCCONNELL SMITH

By:  _____
BRADLEY STEWART

By: _____
WAYNE WU

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

In re:

UNCONDITIONAL LOVE INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-____ (____)

(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 (the “Debtors”), to the best of their knowledge, information, and belief, hereby states as follows:

1. Unconditional Love Canada, Inc. and The Best Training Pants in the World Inc. are wholly owned subsidiaries of Unconditional Love Inc.

2. VMG Partners IV Coinvest, L.P., VMG Partners IV, L.P., and VMG Partners Mentors Circle IV, L.P. each directly or indirectly own 10% or more of the equity interests in the Debtors in the aggregate.

3. A list of the Debtors’ equity interest holders and the nature of their equity interests is attached hereto as **Exhibit A**.²

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification number, are Unconditional Love Inc. d/b/a Hello Bello (5895), Unconditional Love Canada, Inc., and The Best Training Pants in the World Inc. (9369). The Debtors’ headquarters is located at 17383 Sunset Blvd, Suite B200, Pacific Palisades, CA 90272.

² As of October 20, 2023.

Exhibit A

List of the Debtors' Equity Interest Holders

Name & Address	Number	Percentage (within each class)
Class A Common Stock		
ANDREW HUDSON ADDRESS ON FILE	8,590	<1.00%
ANTONIO PETRILLI ADDRESS ON FILE	9,735	<1.00%
AVOCADO GREEN BRANDS, LLC 621 BURNING TREE RD FULLERTON, CALIFORNIA 92833	48,543	<1.00%
BRUCE HECKER ADDRESS ON FILE	24,270	<1.00%
CAMPBELL FAMILY PROPERTIES, LTD PO BOX 15 VIROQUA, WISCONSIN 54665	42,954	<1.00%
CHRISTINE KANE ADDRESS ON FILE	50,000	<1.00%
DANIELLE VICK ADDRESS ON FILE	6,067	<1.00%
DAVID SEGALL ADDRESS ON FILE	4,854	<1.00%
DAX SHEPARD ADDRESS ON FILE	932,990	6.63%
ELIZABETH KILLMOND-ROMAN ADDRESS ON FILE	4,854	<1.00%
ELTON H. CHO ADDRESS ON FILE	49,314	<1.00%
ERIN MILLER ADDRESS ON FILE	24,271	<1.00%
GEORGE LIN ADDRESS ON FILE	24,271	<1.00%

Name & Address	Number	Percentage (within each class)
GRAHAM SMITH ADDRESS ON FILE	6,014	<1.00%
HERREMA FAMILY TRUST ADDRESS ON FILE	17,700	<1.00%
IAN AND KATHLEEN LIVING TRUST ADDRESS ON FILE	8,590	<1.00%
JAMES FRANKLIN JARMAN ADDRESS ON FILE	24,271	<1.00%
JAY MCGRAW ADDRESS ON FILE	3,466,904	24.6%
JEFFREY WILLIAM BELLINGHAUSEN ADDRESS ON FILE	18,203	<1.00%
JENNIFER PULLEN ADDRESS ON FILE	672,285	4.78%
JEREMY MAY ADDRESS ON FILE	5,000	<1.00%
JOSEPH DANIEL MATT ADDRESS ON FILE	18,486	<1.00%
JULIANA SHEN ADDRESS ON FILE	36,407	<1.00%
KOZICKI LIVING TRUST, DATED 11-24-08 ADDRESS ON FILE	24,271	<1.00%
KRISTEN BELL ADDRESS ON FILE	932,990	6.63%
MAREK HUNG FAMILY TRUST ADDRESS ON FILE	18,500	<1.00%

Name & Address	Number	Percentage (within each class)
MAY FAMILY TRUST, U/A/D NOVEMBER 10, 2011 ADDRESS ON FILE	5,000	<1.00%
MECHANIX WEAR INC 401K RETIREMENT PLAN FBO MICHAEL J HALE ADDRESS ON FILE	48,543	<1.00%
MICAHEL MOORE ADDRESS ON FILE	51,545	<1.00%
MICHAEL KANE ADDRESS ON FILE	23,195	<1.00%
MILNER FAMILY 2014 TRUST ADDRESS ON FILE	25,772	<1.00%
PAYAM TEHRANI ADDRESS ON FILE	13,954	<1.00%
RICHARD LIN ADDRESS ON FILE	34,363	<1.00%
RICHARDS SACHS INVESTMENT PARTNERS, LLC ADDRESS ON FILE	24,271	<1.00%
ROGERS LIVING TRUST ADDRESS ON FILE	17,181	<1.00%
ROSEMARY AILEEN TORRES GUZIEJKA ADDRESS ON FILE	12,135	<1.00%
RUSSELL ALMEIDA, TRUSTEE, THE RUSSELL ALMEIDA LIVING TRUST DATED MAY 26, 2017 ADDRESS ON FILE	12,135	<1.00%
SEAN KANE ADDRESS ON FILE	181,860	1.30%

Name & Address	Number	Percentage (within each class)
SPENCER JINKAI CHANG ADDRESS ON FILE	18,203	<1.00%
STEPHANIE & DENNIS LOUIE ADDRESS ON FILE	8,590	<1.00%
SUI MIN WONG ADDRESS ON FILE	6,067	<1.00%
TAMIM MOURAD ADDRESS ON FILE	46,217	<1.00%
THE BENZAKEN-KOOSED FAMILY TRUST ADDRESS ON FILE	8,590	<1.00%
THE LIN FAMILY TRUST C/O EDWARD LIN ADDRESS ON FILE	17,181	<1.00%
THE MCCAULEY TRUST ADDRESS ON FILE	24,271	<1.00%
THE MH AND NG REVOCABLE TRUST DATED FEBRUARY 7, 2018 ADDRESS ON FILE	17,181	<1.00%
THE STK NEVADA TRUST ADDRESS ON FILE	3,184,210	22.61%
THE SUNG HWAN HONG AND SO YOUNG HONG LIVING TRUST ADDRESS ON FILE	24,271	<1.00%
TROY BAILEY ADDRESS ON FILE	12,136	<1.00%
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	1,669,882	11.90%

Name & Address	Number	Percentage (within each class)
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	2,034,540	14.44%
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	52,810	<1.00%
WANG LIVING TRUST	12,135	<1.00%
ZAIN PIRANI ADDRESS ON FILE	15,706	<1.00%
Class B Non-Voting Common Stock		
ADRIAN ARCILLA ADDRESS ON FILE	3,645	<1.00%
AMY WALLACE ADDRESS ON FILE	3,333	<1.00%
ANNA YUM ADDRESS ON FILE	2,500	<1.00%
BILL DAWSON ADDRESS ON FILE	363,297	20.40%
BRAINS ON FIRE 1263 PENDLETON STREET GREENVILLE, SC 29611	73,478	4.12%
BRITANNY CARTER ADDRESS ON FILE	1,562	<1.00%
CARLA ANTHIS ADDRESS ON FILE	3,593	<1.00%
CHRISTINE KANE ADDRESS ON FILE	102,616	5.76%

Name & Address	Number	Percentage (within each class)
COLIN CASEY ADDRESS ON FILE	22,414	1.26%
ELIZABETH KILLMOND-ROMAN ADDRESS ON FILE	122,777	6.90%
ELLIOT WOO ADDRESS ON FILE	6,633	<1.00%
ETHAN CZAHOR ADDRESS ON FILE	183,507	10.30%
JAMES CHUNG ADDRESS ON FILE	6,7770	3.80%
JOSH BREEDEN ADDRESS ON FILE	293,912	16.50%
LISA CLARK ADDRESS ON FILE	117,222	6.58%
MICHELLE KANE ADDRESS ON FILE	29,306	1.65%
PAYAM TEHRANI ADDRESS ON FILE	17,991	1.01%
ROOSEVELT HACKETT ADDRESS ON FILE	6,459	<1.00%
RUSS WALLACE ADDRESS ON FILE	27,758	1.56%
TOM SHREVE ADDRESS ON FILE	17,697	<1.00%
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	129,698	7.28%

Name & Address	Number	Percentage (within each class)
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	158,020	8.89%
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	4,102	<1.00%
ZAIN PIRANI ADDRESS ON FILE	22,057	1.24%
Class D Non-Voting Common Stock		
JEFF SUTTON ADDRESS ON FILE	1,508	100%
Series A Preferred Stock		
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	514,165	44%
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	626,446	54%
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	16,260	1%
Series A-1 Preferred Stock		
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	127,516	44%
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	155,362	54%

Name & Address	Number	Percentage (within each class)
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	4,033	1%
Series B Preferred Stock		
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	511,342	90%
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	56,979	10%
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	1,479	<1.00%
Series B-1 Preferred Stock		
VMG PARTNERS IV COINVEST, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	127,835	90%
VMG PARTNERS IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	14,245	10%
VMG PARTNERS MENTORS CIRCLE IV, L.P. 39 MESA STREET, SUITE 310 SAN FRANCISCO, CA 94129	370	<1.00%

Fill in this information to identify the case and this filing:

Debtor Name Unconditional Love Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (If known): _____

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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement, List of Equity Holders, Creditor Matrix

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

Executed on 10/23/2023
MM / DD / YYYY

X /s/ Erica Buxton
Signature of individual signing on behalf of debtor

Erica Buxton
Printed name

Chief Executive Officer
Position or relationship to debtor