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Debtors-in-Possession

In re:

CRUMBS BAKE SHOP INC., *et al.*,<sup>1</sup>

Debtors-in-Possession.

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY  
HONORABLE MICHAEL B. KAPLAN  
CASE NO. 14-24287

Chapter 11  
(Jointly Administered)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND  
DISCLAIMER REGARDING DEBTORS' SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the “**Schedules and Statements**”) filed by Crumbs Bake Shop, Inc., *et al.*, the within debtors and debtors-in-possession (the “**Debtors**”), in the above-captioned Chapter 11 cases, includes financial information that is unaudited and was prepared pursuant to section 521 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) in conjunction with the Debtors’

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<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are: Crumbs Bake Shop, Inc. (5274) (“CBS”); Crumbs Holdings LLC (8045); Crumbs 42<sup>nd</sup> Street II, LLC (5913); Crumbs Broad Street, LLC (5319); Crumbs Broadway LLC (2653); Crumbs Federal Street, LLC (9870); Crumbs Garment Center LLC (5142); Crumbs Grand Central LLC (5030); Crumbs Greenvale LLC (6562); Crumbs Greenwich, LLC (3097); Crumbs Hoboken, LLC (5808); Crumbs II, LLC (5633); Crumbs Larchmont, LLC (8460); Crumbs Lexington LLC (0286); Crumbs Park Avenue LLC (5273); Crumbs Retail Bake Shops, LLC (f/k/a Crumbs Fulton Street, LLC) (0930); Crumbs Stamford, LLC (8692); Crumbs Third Avenue LLC (6756); Crumbs Times Square LLC (1449); Crumbs Union Square LLC (8629); Crumbs Union Station LLC (6968); Crumbs West Madison, LLC (5017); Crumbs Woodbury LLC (2588).

management and advisors. While the Debtors' management has made reasonable efforts to file complete and accurate Schedules and Statements based upon information available at the time of preparation, and because of, among other things, the complexity of the Debtors' business operations, the Schedules and Statements remain subject to further revision and verification by the Debtors. The Debtors reserve the right to amend their Schedules and Statements from time to time as may be necessary or appropriate. The Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors' Schedules and Statements (the "**Global Notes**") is incorporated by reference in, and comprises an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

## INTRODUCTION

1. Cases. On July 11, 2014 (the “**Filing Date**”), each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors currently are operating their businesses and are in possession of their property as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. Basis of Presentation. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles, nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtors.

3. Amendment. While reasonable efforts were made to file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. The Debtors thus reserve the right to amend and/or supplement their Schedules and Statements from time to time as may be necessary or appropriate.

4. Recharacterization. The Debtors have made reasonable efforts to characterize, classify, categorize or designate the claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements correctly. However, due to the complexity and size of the Debtors’ businesses and variety of services offered, the Debtors may have improperly characterized, classified, categorized or designated certain items. As such, the Debtors reserve their right to recharacterize, reclassify, recategorize or redesignate information reported in the Schedules and Statements at a later time, as necessary or appropriate, as additional information becomes available, including, but not limited to, whether contracts listed herein were executory as of the Filing Date or remain executory post-petition.

5. Summary of Reporting Procedures. The following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

(a) Depreciated Value; Cost Value. All asset information contained in the Statements and Schedules, except where otherwise noted, is as of the Filing Date. The liability information, except where otherwise noted, is as of the Filing Date. Unless otherwise noted, the Debtors have indicated depreciated or cost value for assets as of the Filing Date in their Statements and Schedules.

(b) Leases. The Debtors have not set forth executory contracts and unexpired leases as assets in their Schedules and Statements. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G (see below).

(c) Contingent Assets. The Debtors may possess certain claims and causes of action against various parties, including, contingent claims in the form of various avoidance actions they could commence under the Bankruptcy Code and other relevant nonbankruptcy laws. The identity and amounts of those claims and causes of action, if any, are not yet known and, therefore, the Debtors reserve all their rights with respect to any claims, causes of action or avoidance actions. Nothing contained or omitted in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions or causes of action or in any way prejudice or impair the assertion thereof.

(d) Classifications. Listing a claim (i) on Schedule D as "secured," (ii) on Schedule E as "priority," or (iii) on Schedule F as "unsecured nonpriority," or listing a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to recharacterize or reclassify

such claim or contract. In particular, the Debtors reserve the right to amend the Schedules and Statements to recharacterize or reclassify any such contract or claim.

(e) Disputed, Contingent, and Unliquidated Claims: Schedules D, E and F (see below) permit the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

### SCHEDULES

6. Schedule:

(a) Personal Property. The Debtors reserve their right to recategorize and/or recharacterize the asset holdings described below at a later time to the extent the Debtors determine that such holdings were improperly reported:

(i) Schedule B.2. All cash accounts are reported as a book balance as of the Filing Date. The Debtors' cash management system provides for the transfer of all funds to the operating account of Crumbs Holdings, LLC ("**Holdings**"). Therefore, the subsidiaries reflect \$0 bank account balance. Any funds held by the Debtors were transferred to the Holdings account before or immediately after the Filing Date.

(ii) Schedule B.16. The accounts receivable are reported as book value as of the Filing Date.

(iii) Schedules B.28 and B.29. The furniture, fixtures and equipment are owned by Holdings. The subsidiaries of Holdings have no assets other than being a counterparty to a lease.

7. Schedule D. Although the Debtors may have scheduled claims of various creditors as secured claims, and except as set forth in any Order of the Bankruptcy Court, the Debtors reserve all their rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens.

8. Schedule E. Certain of the Debtors' employees had pre-petition wage claims due to the timing of the Filing Date with respect to the Debtors' pay periods. As a result of these pre-petition wage claims, the Debtors owed monies to various taxing authorities which are afforded priority treatment. On July 16, 2014, the Bankruptcy Court entered an order granting the Debtors authority to pay pre-petition employee wage and other obligations in the ordinary course (the "**Employee Wage Order**"). Pursuant to the Employee Wage Order, the Debtors believe that, other than claims of certain former and current employees for vacation, personal and/or severance pay in excess of the permitted priority amount, any employee claims and related payroll taxes for pre-petition amounts have been or will be satisfied in the ordinary course of business pursuant to the Employee Wage Order. Subsequently, the Debtors have filed a Motion for authority to satisfy employee paid time off obligations (the "**PTO Motion**"). As a result, pre-petition wage claims and associated payroll taxes have been listed on Schedule E as zero. In the event the PTO Motion is not approved, the Debtors will amend Schedule E to reflect accrued paid time off obligations. Taxes and fees other than payroll taxes may be due and owing as of the Filing Date. As such, the Debtors have listed any and all taxing authorities to which

payments have been made by the Debtors within one (1) year of the Filing Date with an “amount of claim” as “unknown.” The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim, in fact, exists and/or is entitled to priority treatment under Section 507 of the Bankruptcy Code. The Debtors reserve their right to dispute the priority status and amount of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim, in fact, exists or should be allowed as a pre-petition tax claim.

9. Schedule F. The claims comprising Schedule F may be categorized as follows:

(a) Trade Claims: The claims of individual creditors for, among other things, goods and services. All trade claims are accounted for on the books of Holdings only. In the ordinary course of business, the Debtors dispute the amounts and usage of goods and services provided by their vendors. As a result, the Debtors may possess certain claims and causes of action against various vendors, including, contingent claims in the form of counterclaims or setoffs. For purposes of Schedule F, the Debtors have included the gross amount of the claim and reserve all rights with respect to any such credits and allowances including the right to assert claims objections, counterclaims and/or setoffs with respect to same.

(b) Noteholders. Certain noteholders’ claims were reduced to \$0 by virtue of them having exercised their right to convert their debt to stock. This accounts for the difference in the amounts for the noteholders on Schedule F from the previously filed list of 20 Largest Unsecured Creditors.

(c) Claims of Counterparties to Leases and Executory Contracts. Schedule F may also reflect the pre-petition amounts owing to, among other things, counterparties to

executory contracts and unexpired leases. Schedule F does not include rejection damage claims of the counterparties to executory contracts and unexpired leases that may be rejected.

10. Schedule G. Consistent with Schedule B, the Debtors have not included any executory contracts or leases among their assets. Any such contract or lease is listed solely on Schedule G. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may exist or have occurred. The Debtors hereby reserve all their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature, if any, have been scheduled to the best of the Debtors' knowledge. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease.

**STATEMENTS**

11. Question 19d. Between June and October 2012, the Debtors tried to raise capital and may have provided financial statements to interested parties. The Debtors do not have a complete list of those parties.

12. Questions 21 and 22. The ownership interests are identified as of July 7, 2014. The ownership interests do not take into account any events that occurred after July 7, 2014, including conversion to stock by certain noteholders or forfeiture of restricted stock by employees.

Respectfully submitted,

COLE, SCHOTZ, MEISEL,  
FORMAN & LEONARD, P.A.  
Attorneys for Crumbs Bake Shop, Inc., *et al.*,  
Debtors-in-Possession

By: /s/ Felice R. Yudkin  
Michael D. Sirota, Esq.  
David M. Bass, Esq.  
Felice R. Yudkin, Esq.

DATED: August 8, 2014

B 6 Summary (Official Form 6 - Summary) (12/13)

**United States Bankruptcy Court  
District of New Jersey**

In re **Crumbs Bake Shop, Inc.**  
Debtor

Case No. **14-24287**

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>189.60</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>5,514,245.30</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>7</b>		<b>4,551,462.13</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>2</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>19</b>			
		Total Assets	<b>189.60</b>		
			Total Liabilities	<b>10,065,707.43</b>	

**United States Bankruptcy Court  
District of New Jersey**

In re **Crumbs Bake Shop, Inc.**  
Debtor

Case No. **14-24287**

Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)  
 Total > **0.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>JP Morgan Chase Bank, N.A., 4 Chase Metrotech Center, 14th Floor Brooklyn, N.Y. 11245 Checking Account (acct. # ending 7132)</b>	-	<b>189.60</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **189.60**  
 (Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		<b>Crumbs Holdings LLC</b>	-	<b>0.00</b>
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**  
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>See attached list</b>	-	<b>0.00</b>
23. Licenses, franchises, and other general intangibles. Give particulars.		<b>White Coffee Company</b>	-	<b>0.00</b>
		<b>Uncle Harry's, Inc.</b>	-	<b>0.00</b>
		<b>Pelican Bay Ltd.</b>	-	<b>0.00</b>
		<b>Coastal Foods Baking, LLC</b>	-	<b>0.00</b>
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>189.60</b>

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

## Intellectual Property

Crumbs' U.S. Trademark registrations include: (i) CRUMBS BAKE SHOP (and design) classified as "retail bakery shops; take-out bakery services;" (ii) CRUMBS BAKE SHOP (and design) classified as "bakery products;" (iii) SERVING SMILES DAILY classified as "retail bakery shops;" (iv) MADE BY HAND, BAKED WITH LOVE classified as "retail bakery shops;" and (v) CRUMBS BAKE SHOP (and design) classified as "retail bakery shops; take-out bakery services." Crumbs also has registrations for the trademarks: (i) CRUMBS BAKE SHOP (and design) in Canada, (ii) CRUMBS BAKE SHOP (and design) in the European Community, (iii) CRUMBS GLUTEN FREE on the International Register for China, Colombia, India, Japan, Republic of Korea, and Mexico, (iv) CRUMBS BAKE SHOP on the International Register for China, Colombia, India, Japan, Republic of Korea, and Mexico, and (v) CRUMBS on the International Register for China, Colombia, India, Japan, Republic of Korea, and Mexico.

There are pending U.S. applications – each of which have been approved, published, and will be assigned a registration number imminently – for: (i) CRUMBS BAKE SHOP for "bakery products," "retail bakery shops," and "take-out restaurant services featuring bakery products;" (ii) CRUMBS for "bakery products," "retail bakery shops," and "take-out restaurant services featuring bakery products;" and (iii) CRUMBS GLUTEN FREE for "gluten free bakery products," "retail bakery shops featuring gluten free bakery products," and "take-out restaurant services featuring gluten free bakery products." Crumbs also has pending applications for the trademarks: (i) CRUMBS GLUTEN FREE in Canada, (ii) CRUMBS in Canada, (iii) CRUMBS BAKE SHOP in Canada, (iv) CRUMBS BAKE SHOP in Panama, (v) CRUMBS GLUTEN FREE in Panama, (vi) CRUMBS GLUTEN FREE in Argentina (two applications, each covering distinct goods/services), (vii) CRUMBS BAKE SHOP in Argentina (two applications, each covering distinct goods/services), (viii) CRUMBS GLUTEN FREE in Chile, (ix) CRUMBS BAKE SHOP in Chile, (x) CRUMBS on the International Register for the European Community, (xi) CRUMBS BAKE SHOP on the International Register for the European Community, and (xii) CRUMBS GLUTEN FREE on the International Register for the European Community. Depending on the jurisdiction, trademarks and service marks generally are valid as long as they are used and/or registered.

Crumbs also has registered a number of domain names, including [www.crumbs.com](http://www.crumbs.com), [www.crumbsbakeshop.com](http://www.crumbsbakeshop.com), [www.crumbs.jp](http://www.crumbs.jp), [www.crumbsbakeshop.eu](http://www.crumbsbakeshop.eu), [www.crumbsbakeshop.ca](http://www.crumbsbakeshop.ca), [www.crumbsbakeshop.co.uk](http://www.crumbsbakeshop.co.uk), [www.crumbsgf.com](http://www.crumbsgf.com), [www.crumbsglutenfree.com](http://www.crumbsglutenfree.com), [www.glutenfreecupcakes.com](http://www.glutenfreecupcakes.com), [www.crumbconfectionary.com](http://www.crumbconfectionary.com), [www.crumbconfectionery.com](http://www.crumbconfectionery.com), [www.crumbsconfection.com](http://www.crumbsconfection.com), [www.crumbsconfectionary.com](http://www.crumbsconfectionary.com), [www.crumbsconfectioner.com](http://www.crumbsconfectioner.com), [www.crumbsconfectioners.com](http://www.crumbsconfectioners.com), [www.crumbsconfectionery.com](http://www.crumbsconfectionery.com), [www.crumbsshakes.com](http://www.crumbsshakes.com), [www.crumbsshake.com](http://www.crumbsshake.com), and [www.crumbsshakes.com](http://www.crumbsshakes.com). Information on Crumbs' websites is not incorporated herein by reference.

[twitter.com/CrumbsBakeShop](https://twitter.com/CrumbsBakeShop)  
[www.facebook.com/CrumbsBakeShop/](https://www.facebook.com/CrumbsBakeShop/)  
<http://instagram.com/crumbsbakeshop>

<http://www.pinterest.com/crumbscupcakes/>  
[www.tumblr.com/blog/crumbsbakeshop](http://www.tumblr.com/blog/crumbsbakeshop)

B6D (Official Form 6D) (12/07)

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
<b>Lemonis Fischer Acquisition Comany LLC</b> 701 Cedar Lake Blvd Oklahoma City, OK 73114								
			Value \$				<b>5,514,245.30</b>	<b>0.00</b>
Account No.								
<b>McAfee &amp; Taft, P.C.</b> 10th Floor, Two Leadership Square 211 N. Robinson Attn: Louis J. Price Edmond, OK 73012							<b>Notice Only</b>	
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>5,514,245.30</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>5,514,245.30</b>	<b>0.00</b>

0 continuation sheets attached

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

#### TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re Crumbs Bake Shop, Inc.  
Debtor

Case No. 14-24287

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>John Ireland</b> <b>24764 Pealiquor Road</b> <b>Denton, MD 21629</b>		-					<b>0.00</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								
Account No.								

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page) **0.00** **0.00**

Total  
(Report on Summary of Schedules) **0.00** **0.00**

B6F (Official Form 6F) (12/07)

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.  1899 L Street Tower LLC 1899 L Street, N.W. Washington, DC 20036	-	Litigation (Crumbs L Street, LLC)		X	X	X	0.00
Account No.  Thomas J. McIntosh, Esq. Holland & Knight LLP 800 17th Street, NW, Suite 1100 Washington, DC 20006	-	Additional Notice Party: 1899 L Street Tower LLC					Notice Only
Account No.  2810 Broadway LLC c/o Hoon Chang, Esq. Larstrand Corp. 22 East 65th Street - 5th Floor New York, NY 10065	-	Litigation (Crumbs Columbia, LLC)		X	X	X	0.00
Account No.  Alliance Paper & Food Service c/o Meyers, Saxon & Cole 3620 Quentin Road Brooklyn, NY 11234	-	Notice of Collection				X	11,927.19
Subtotal (Total of this page)							11,927.19

6 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Amerishop Suburban, L.P.</b> <b>1954 Greenspring Drive</b> <b>Suite 330</b> <b>Lutherville Timonium, MD 21093</b>	-	<b>Litigation</b>	X	X	X	<b>0.00</b>
Account No.  <b>Michael J. Feteke, Esq.</b> <b>Dilworth &amp; Paxson, LLP</b> <b>Liberty View, Suite 700</b> <b>457 Haddonfield Road</b> <b>Cherry Hill, NJ 08002</b>		<b>Additional Notice Party:</b> <b>Amerishop Suburban, L.P.</b>				<b>Notice Only</b>
Account No.  <b>Aston Hill Capital Growth Fund</b> <b>155 Wellington Street West, 2nd Floor</b> <b>Attn: Cage Carol Lee</b> <b>Toronto, Ontario</b> <b>Canada M5V3L3</b>	-	<b>Senior Convertible Notes</b>				<b>325,645.49</b>
Account No.  <b>Aston Hill Growth &amp; Income Fund</b> <b>155 Wellington Street West, 2nd Floor</b> <b>Attn: Cage Carol Lee</b> <b>Toronto, Ontario</b> <b>Canada M5V3L3</b>	-	<b>Senior Convertible Notes</b>				<b>651,290.97</b>
Account No.  <b>Aston Hill Opportunities Fund</b> <b>155 Wellington Street West, 2nd Floor</b> <b>Attn: Cage Carol Lee</b> <b>Toronto, Ontario</b> <b>Canada M5V3L3</b>	-	<b>Senior Convertible Notes</b>				<b>30,059.58</b>
Subtotal (Total of this page)						<b>1,006,996.04</b>

Sheet no. 1 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  Cannell Capital LLC (Tristan Offshore Fund) One Capital Place, 3rd Floor Attn: J. Carlo Cannell GT Grand Cayman, KY1-1103, KY	-		Senior Convertible Notes				363,778.28	
Account No.  Cannell Capital LLC (Tristan Partners) One Capital Place 3rd Floor; Attn: J. Carlo Cannell GT Grand Cayman, KY1-1103, KY	-		Senior Convertible Notes				911,539.73	
Account No.  Cream-O-Land Dairies, LLC c/o Nicholas Z. Hegedus, Esq. 1001 Avenue of the Americas 12th Floor New York, NY 10018	-		Litigation	X	X	X	0.00	
Account No.  Delrina Consolidated LTD. 120 Adelaide Street West, Suite 1204 Attn: Dennis Bennie Toronto, ON M5H 1T1	-		Senior Convertible Notes				200,397.22	
Account No.  Front Street Canadian Hedge Fund NBCN Inc. in Trust for Front St. Capital, Attn: Diane Gosse 130 King St. West, Ste 3000, Toronto, Ontario Canada M5X1J9	-		Senior Convertible Notes				0.00	
Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>1,475,715.23</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  Front Street Global Opportunities Class, NBCN Inc. In Trust for Front St. Capital, Attn: Diane Gosse 130 King St. West, Ste 3000, Toronto Ontario Canada M5X1J9	-		Senior Convertible Notes			0.00
Account No.  Front Street Growth & Income Class NBCN Inc. In Trust for Front St. Capital, Attn: Diane Gosse 130 King St. West, Ste 3000, Toronto Ontario Canada M5X1J9	-		Senior Convertible Notes			0.00
Account No.  Front Street Tactical Equity Class NBCN Inc. In Trust for Front St. Capital, Attn: Diane Gosse 130 King St. West, Ste 3000, Toronto, Ontario Canada M5X1J9	-		Senior Convertible Notes			0.00
Account No.  IA Clarington Global Tactical Income Fund, RBC Dexia Investor Servs Attn: Carol Lee. Royal Bank Plaza 200 Bay St., South Tower-SL Level Ontario Canada M5J2J5	-		Senior Convertible Notes			1,838,644.51
Account No.  Kitchener Investment Corp. CIBC Wood Gundy, Cert. Sec. Dept. 161 Bay St. 10th Fl, Attn: Abid Patel Toronto, Ontario Canada M5J2S8	-		Senior Convertible Notes			0.00
Subtotal (Total of this page)						1,838,644.51

Sheet no. 3 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>MacArthur Properties, LLC</b> <b>c/o The Tzanides Law Firm, PLLC</b> <b>Attn: Kirk P. Tzanides, Esq.</b> <b>275 Madison Avenue, Suite 1000</b> <b>New York, NY 10016</b>	-	Litigation				X	0.00
Account No.  <b>Marcandy Investments Inc.</b> <b>130 King Street West</b> <b>Suite 2210</b> <b>Toronto, ON M5X 1A9</b>	-	Senior Convertible Notes					0.00
Account No.  <b>Olympic Funding, LLC</b> <b>c/o United American Land</b> <b>Attn: Stephanie Goodman</b> <b>430 W. Broadway</b> <b>New York, NY 10012</b>	-	Litigation (Crumbs Sixth Avenue, LLC)		X	X	X	0.00
Account No.  <b>Sharyn A. Tritto, Esq.</b> <b>Penn Proefriedt Schwarzfeld &amp;</b> <b>Schwartz</b> <b>114 West 47th Street</b> <b>New York, NY 10036</b>		Additional Notice Party: Olympic Funding, LLC					Notice Only
Account No.  <b>Redwood Income Strategies Class</b> <b>CIBC Mellon Global Securities Servs</b> <b>Attn: Jeffrin Mahendran</b> <b>199 Bay St., Commerce Ct. W, Toronto</b> <b>Ontario Canada M5L1G9</b>	-	Senior Convertible Notes					160,317.78
Subtotal (Total of this page)							160,317.78

Sheet no. 4 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  Rhoda Vyner, FBO GMP Securities LP, ITF 400-F8P0-F 145 King Street West, Suite 300 Toronto, Ontario Canada M5H1J8			Senior Convertible Notes				0.00	
Account No.  Rockaway Center Associates Newark Post Office P.O. Box 35466 Newark, NJ 07193-5466	X	-	Crumbs Bake Shop, Inc. is Guarantor of Rockaway Center Lease Obligation	X			24,607.76	
Account No.  Shaker and Associates, Inc. c/o William B. Sullivan, Esq. Sullivan Law Offices LLC 107 North Marion Oak Park, IL 60301		-	Litigation (Crumbs Oak Park LLC)	X	X	X	0.00	
Account No.  Soset Realty Co., Inc. 869 Knollwood Avenue Westfield, NJ 07090		-	Notice of Rent			X	5,966.00	
Account No.  The Retail Property Trust P.O. Box 35467 Newark, NJ 07193	X	-	Crumbs Bake Shop, Inc. is Guarantor of Roosevelt Field Lease Obligation	X			27,287.62	
Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>57,861.38</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.			<b>Senior Convertible Notes</b>					
<b>York Plains Investment Corp. CIBC Wood Gundy, Cert. Sec. Dept. 161 Bay St. 10th Fl. Attn: Abid Patel Toronto, Ontario Canada M5J2S8</b>		-					<b>0.00</b>	
Account No.								
Account No.								
Account No.								
Account No.								
Sheet no. <u>6</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>0.00</b>
							Total (Report on Summary of Schedules)	<b>4,551,462.13</b>

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Brink's U.S.</b> <b>A Division of Brink's Incorporated</b> <b>652 Kent Avenue</b> <b>Brooklyn, NY 11211</b>	<b>Services Agreement dated October 13, 2008</b>
<b>Coastal Foods Baking L.L.C.</b> <b>14212 Interdrive West</b> <b>Attn: Bill Evans</b> <b>Houston, TX 77032</b>	<b>License Agreement dated 12/27/13</b>
<b>FTI Consulting (SC) Inc.</b> <b>88 Pine Street</b> <b>32nd Floor</b> <b>New York, NY 10005</b>	<b>Consulting Agreement dated June 25, 2014</b>
<b>One Pica, Inc.</b> <b>364 Boylston Street</b> <b>3rd Street</b> <b>Boston, MA 02116</b>	<b>Website Development Contract dated July, 2008</b>
<b>Pelican Bay, Ltd.</b> <b>Attn: Jim Hubbard</b> <b>150 Douglas Ave.</b> <b>Dunedin, FL 34698</b>	<b>License Agreement dated 12/16/13</b>
<b>Pitney Bowes Global</b> <b>Financial Services</b> <b>P.O. Box 371887</b> <b>Pittsburgh, PA 15250-7887</b>	<b>Rental Agreement (Postage Meter)</b>
<b>Prudence Corporation</b> <b>d/b/a Shred-it Baltimore</b> <b>7150 Troy Hill Drive</b> <b>Suite 100</b> <b>Elkridge, MD 21075-5846</b>	<b>Customer Service Agreement dated August 29, 2012</b>
<b>Safe &amp; Sound Armed Courier Inc.</b> <b>P.O. Box 1463</b> <b>Bayville, NY 11709</b>	<b>Armored Car Services Agreement dated August, 2012</b>
<b>Edward M. Slezak</b> <b>380 Pector Place</b> <b>Apt. 12G</b> <b>New York, NY 10280</b>	<b>Employment Agreement effective April 1, 2014</b>

In re Crumbs Bake Shop, Inc., Debtor Case No. 14-24287

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Uncle Harry's, Inc. Attn: Gary Jalbert 1741 Corporate Parkway Suite 200 Virginia Beach, VA 23454</b>	<b>License Agreement dated 12/13/13</b>
<b>White Coffee Company Attn: Gregory White 18-35 Steinway Place Astoria, NY 11105</b>	<b>License Agreement dated 10/15/13</b>

B6H (Official Form 6H) (12/07)

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Crumbs Retail Bake Shops, LLC</b> 110 West 40th Street Suite 2100 New York, NY 10018	<b>The Retail Property Trust</b> P.O. Box 35467 Newark, NJ 07193
<b>Crumbs Retail Bake Shops, LLC</b> 110 West 40th Street Suite 2100 New York, NY 10018	<b>Rockaway Center Associates</b> Newark Post Office P.O. Box 35466 Newark, NJ 07193-5466

0 continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of New Jersey**

In re **Crumbs Bake Shop, Inc.**  
Debtor(s)

Case No. **14-24287**  
Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **August 8, 2014**

Signature **/s/ John D. Ireland**  
**John D. Ireland**  
**Chief Financial Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (04/13)

**United States Bankruptcy Court  
District of New Jersey**

In re **Crumbs Bake Shop, Inc.** Debtor(s) Case No. **14-24287**  
Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

B7 (Official Form 7) (04/13)

2

**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>John D. Ireland</b>		<b>\$240,000.00</b>	<b>\$0.00</b>

**Officer Compensation**

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Cream-O-Land Dairies, LLC v. Crumbs Bake Shop, Inc., Index No. 651224/2014</b>	<b>Complaint</b>	<b>Supreme Court of the State of New York, County of New York</b>	<b>Pending</b>
<b>1899 L Street Tower LLC v. Crumbs L Street, LLC, Crumbs Holdings, LLC and Crumbs Bake Shop, Inc., Case No. 14-0003764</b>	<b>Complaint for Breach of Lease and Breach of Guaranty, filed 6/18/14</b>	<b>District of Columbia, Superior Court, Civil Division</b>	<b>Pending</b>
<b>Shaker and Associates, Inc. v. Crumbs Oak Park, LLC d/b/a Crumbs Bake Shop, Case No. 13 MI 730675</b>	<b>Complaint for Eviction and Past Due Rent</b>	<b>Circuit Court of Cook County, Illinois, Municipal Department, First District</b>	<b>Resolved</b>
<b>Olympic Funding, LLC v. Crumbs Sixth Avenue, LLC d/b/a Crumbs Bake Shop, Index No. 58266/14</b>	<b>Complaint for Eviction and Past Due Rent, filed 3/17/14</b>	<b>Civil Court of the City of New York, County of New York: Non-Housing Part 52</b>	<b>Pending</b>

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B7 (Official Form 7) (04/13)

3

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>2810 Broadway LLC v. Crumbs Columbia, LLC d/b/a Crumbs Bake Shop, Index No. 14NO57565</b>	<b>Complaint for Eviction and Past Due Rent, filed 2/28/14</b>	<b>Civil Court of the City of New York, County of New York: Non-Housing Part 52</b>	<b>Pending</b>
<b>Amerishop Suburban, L.P. v. Crumbs Retail Bake Shops, LLC and Crumbs Bake Shops, Inc., Docket No. 2014-05201</b>	<b>Complaint for Eviction, Breach of Lease and Guaranty</b>	<b>Court of Common Pleas, County of Montgomery, Commonwealth of Pennsylvania</b>	<b>Pending</b>
<b>Alliance Paper and Food Service</b>	<b>Notice of Collection 7/23/14</b>		
<b>MacArthur Properties, LLC v. Crumbs East Bake Shop II, LLC, Crumbs Holdings, LLC, Crumbs Bake Shop, Inc. and Jason Bauer, L&amp;T Index No. 072127/14</b>	<b>Notice of Petition (NonPayment Business)</b>	<b>Civil Court of the City of New York, County of New York, Commercial Part</b>	<b>Pending</b>
<b>Soset Realty Co., Inc.</b>	<b>Notice of Collection</b>		

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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B7 (Official Form 7) (04/13)

4

**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Cole Schotz Meisel Forman &amp; Leonard, PA 25 Main Street Hackensack, NJ 07601</b>		<b>Payments are made by Crumbs Holdings LLC on behalf of all debtor entities</b>
<b>GlassRatner Advisory &amp; Capital Group LLC 60 East 42nd Street Suite 1062 New York, NY 10165</b>		<b>Payments are made by Crumbs Holdings LLC on behalf of all debtor entities.</b>

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<b>Lemonis Fischer Acquisitions, LLC 701 Cedar Lake Blvd. Oklahoma City, OK 73117</b>	<b>1/20/2014</b>	<b>Security interest on substantially all assets in exchange for \$5 million loan</b>

None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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B7 (Official Form 7) (04/13)

5

**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

B7 (Official Form 7) (04/13)

6

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18. Nature, location and name of business**

- None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Crumbs Holdings LLC	26-2098045	110 West 40th Street Suite 2100 New York, NY 10018	Cupcake Specialty Retailers	2/27/08 -

B7 (Official Form 7) (04/13)

7

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS DATES SERVICES RENDERED  
**See attached**

None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY  
 (Specify cost, market or other basis)

None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**21 . Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

B7 (Official Form 7) (04/13)

8

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Frederick G. Kraegal 1225 Hyde Lane Henrico, VA 23229	Director	
Edward Slezak 380 Pector Place Apt. 12G New York, NY 10280	Director	
Harold M. Kestenbaum 52 Hedgerow Lane Jericho, NY 11753	Director	
Stephen Fass 380 Riverside Drive New York, NY 10025	Director	
See attached list		

**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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B7 (Official Form 7) (04/13)

9

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 8, 2014

Signature /s/ John D. Ireland  
**John D. Ireland**  
**Chief Financial Officer**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

Employee	Address	Position	Status	Date.of.Hire	Termination Date
BILBROUGH, SEAN P	14055 Cedar Lane, Greensboro, MD 21639	TEMPORARY ACCOUNTING	TERMINATED	1/30/2012	4/30/2012
BLAKE, MICHAEL	29331 Golton Drive, Easton, MD 21601	ACCOUNTANT	TERMINATED	12/29/2008	4/13/2013
BROWN, KIMBERLY	5052 River Road, Hurlock, MD 21643	ACCOUNTANT	TERMINATED	9/15/2008	7/16/2014
CANNON, RAECHL	6733 Jayar Way, Hurlock, MD 21643	PAYROLL & HR COORDINATOR	ACTIVE	4/16/2009	
DEMARR, AMY	29841 Standist Street, Easton, MD 21601	AP CLERK	TERMINATED	1/21/2011	6/15/2012
GRIFFITH, PATRICIA	5358 American Corner Road, Federalsburg, MD 21632	ACCOUNTING SPECIALIST	TERMINATED	9/14/2009	1/20/2012
IRELAND, JOHN	24764 Pealiquor Road, Denton, MD 21629	SVP OF FINANCE	ACTIVE	5/9/2011	
JEFFERSON, JENNIFER	204 South Second Street, Denton, MD 21629	DIRECTOR OF ACCOUNTING	TERMINATED	11/3/2008	1/24/2014
KASE, RONDA S.	29276 Dogwood View Road, Cordova, MD 21625	CORPORATE COMPLIANCE OFFICER	ACTIVE	4/4/2011	
RICKETTS, KATHERINE V.	24284 Mallow Drive, Preston, MD 21655	FINANCIAL COMPLIANCE DIRECTOR	TERMINATED	1/19/2011	5/24/2013
SCHMEHL, JOSHUA W.	313 Clearbrooke Blvd, Seaford, DE 19973	ACCOUNTING ASSISTANT	TERMINATED	8/6/2013	7/16/2014
TURNER, DORINE C.	PO Box 121, Salisbury, MD 21803	ACCOUNTANT	TERMINATED	8/6/2012	3/28/2014
WEST, ASHLEY L.	104 Cheryl Ave, Berlin, MD 21811	DIRECTOR OF ACCOUNTING	ACTIVE	4/11/2012	

F223 - CRUMBS BAKE SHOP INC.- as of 4/15/14						
NAME	1ST LINE OF ADDRESS	2ND LINE OF ADDRESS	3RD LINE OF ADDRESS	4TH LINE OF ADDRESS	ISSUE	SHARES
AKIN GUMP STRAUSS HAUER & FELD LLP	ONE BRYANT PARK	ATTN BRUCE MENDELSON	NEW YORK NY 10036		COM	25,000
ASTON HILL GROWTH & INCOME FUND	C/O CRUMBS BAKE SHOP	*			COM	6,815
ASTON HILL CAPITAL GROWTH FUND	C/O CRUMBS BAKE SHOP	*			COM	3,407
ASTON HILL OPPORTUNITIES FUND	C/O CRUMBS BAKE SHOP	*			COM	315
BAUER HOLDINGS LLC	ATTN JASON BAUER	C/O CRUMBS BAKE SHOP	110 W 40TH STREET 21ST FLR	NEW YORK NY 10018	COM	506,700
CEDE & CO (FAST)	P O BOX 20	BOWLING GREEN STATION	NEW YORK NY 10004		COM	9,479,905
CRUMBS BAKE SHOP INC	110 W 40TH ST SUITE 2100	NEW YORK NY 10018			COM	1,594,584
CYNTHIA LANE LLC	205 THIRD AVE 20A	ATTN OPERATIONS DEPT	NEW YORK NY 10003		COM	40,000
DELAVACO HOLDINGS INC	C/O CRUMBS BAKE SHOP	*			COM	5,242
DELRINA CONSOLIDATED LTD	C/O CRUMBS BAKE SHOP	*			COM	4,194
JEFFREY S DEUTSCHMAN	102 WEST 75TH ST APT 66	NEW YORK NY 10023			COM	6,605
WILLIAM A EDSON	415 GREENWICH ST APT 2F	NEW YORK NY 10013			COM	18,757
EHL HOLDINGS LLC	PO BOX 8	VIENNA MD 21869			COM	1,336,094
STEPHEN Z FASS	380 RIVERSIDE DR	NEW YORK NY 10025			COM	16,000
JAMES E GALOWSKI	95 BRANCHVILLE ROAD	RIDGEFIELD CT 06877			COM	18,757
MICHAEL GROSS	SOLAR CAPITAL CORP	500 PARK AVE	NEW YORK NY 10022		COM	110,128
IA CLARINGTON GLOBAL TACTICAL INCOME	INCOME FUND	C/O CRUMBS BAKE SHOP	*		COM	19,238
ICR INC	441 LEXINGTON AVE 4TH FL	ATTN TOM RYAN	NEW YORK NY 10017		COM	10,000
RAMNARAIN JAIGOBIND	30 WEST ST 26A	NEW YORK NY 10004			COM	1,101
KITCHENER INVESTMENT CORP	C/O CRUMBS BAKE SHOP	*			COM	31,452
NFS/FMTC CUST	FBO MARK D KLEIN IRA ROLLOVER	499 WASHINGTON BLVD FL 5	JERSEY CITY NJ 07310-2010		COM	20,000
MORGAN JOSEPH TRIARTISAN LLC	600 FIFTH AVE 19TH FL	ATTN TINA PAPPAS	NEW YORK NY 10022		COM	34,008
LEONARD POTTER	35 HAMPTON ROAD	SCARSDALE NY 10583			COM	120,128
LEONARD A POTTER	35 HAMPTON RD	SCARSDALE NY 10583			COM	16,000
REDWOOD INCOME STRATEGIES CLASS	C/O CRUMBS BAKE SHOP	*			COM	1,677
RODMAN & RENSHAW LLC	ATTN OPERATION DEPT	1251 AVE OF THE AMERICAS 20TH FLR	NEW YORK NY 10020		COM	1,800
JEFFREY ROSEMAN	110 E 42ND ST	NEW YORK NY 10017			COM	26,000
STERNE AGEE & LEACH INC CUST	FREDERICK G KRAEGEL SEP IRA	2 PERIMETER PARK SOUTH STE 100W	BIRMINGHAM AL 35243		COM	10,000
TRISTAN OFFSHORE FUND LTD	C/O CRUMBS BAKE SHOP	*			COM	8,388
TRISTAN PARTNERS LP	C/O CRUMBS BAKE SHOP	*			COM	20,968
RHODA VYNER	C/O CRUMBS BAKE SHOP	*			COM	4,194
YORK PLAINS INVESTMENT CORP	C/O CRUMBS BAKE SHOP	*			COM	10,484
					<b>32</b>	<b>13,507,941</b>
DAVID MARK GIVEN	411 S SANGAMON ST APT 5C	CHICAGO IL 60607-3538			DRS	100
JOHN D IRELAND	24764 PEALQUOR ROAD	DENTON MD 21629			DRS	39,000
BRUCE K MASON &	LEAH S MASON JT TEN	18 GEORGE ST - BOX 277	FORT ANN NY 12827-0277		DRS	200
					<b>3</b>	<b>39,300</b>
BAUER HOLDINGS LLC	ATTN JASON BAUER	C/O CRUMBS BAKE SHOP	110 W 40TH STREET 21ST FLR	NEW YORK NY 10018	SERA	44,317.40
CRUMBS INC	145 MAIN STREET	P O BOX 388	PRESTON MD 21655		SERA	31,687.50
EHL HOLDINGS LLC	PO BOX 8	VIENNA MD 21869			SERA	25,592.50
EHL HOLDINGS LLC	P O BOX 8	220 MORRIS STREET	OXFORD MD 21654		SERA	78,612.40
JULIAN R GEIGER	7 CHOWNING DRIVE	MALVERN PA 19355			SERA	47,940
JOHN D IRELAND	24764 PEALQUOR ROAD	DENTON MD 21629			SERA	5,850.20
					<b>6</b>	<b>234,000</b>
CEDE & CO (FAST)	P O BOX 20	BOWLING GREEN STATION	NEW YORK NY 10004		UNIT	218,264
					<b>1</b>	<b>218,264</b>
DAVID BARTOS	240 TIFFANY ST APT 3	ATTLEBORO MA 02703			UNV	100
KIMBERLY BOOTH	64 NEPTUNE AVE	NEW ROCHELLE NY 10805			UNV	100
KIMBERLY BROWN	5052 RIVER ROAD	HURLOCK MD 21643			UNV	500
ELISABETH BUCKLEY	372 BUTLER ST #2	BROOKLYN NY 11217			UNV	1,000
BRANDY BUTTERFIELD	1004 PARADISE RD 1F	SWAMPSCOTT MA 01907			UNV	100
RAECHL CANNON	6733 JAYAR WAY	HURLOCK MD 21643			UNV	500
YULAN CHU	30 KATHY STREET	KENDALL PARK NJ 08824			UNV	500
ANNE CORNETTA	21 EAST GATE ROAD	HUNTINGTON NY 11743			UNV	5,000
DAVID CRUZ	526 EAST 19TH STREET	BROOKLYN NY 11226			UNV	100
ALICIA DINATALE	885 GATES AVE	BROOKLYN NY 11221			UNV	100
MICHAEL DITRICH	126 BLACKSMITH ROAD	LEVITTOWN NY 11756			UNV	200
SARAH DON	31 VILLAGE GREEN S	BUDD LAKE NJ 07828			UNV	100

BRANDON DORN	267 EDGECOMBE AVE 1K	NEW YORK NY 10031		UNV	100
KRISTEN EDWARDS	1015 GRAYLYN RD	WILMINGTON DE 19803		UNV	500
STEPHEN Z FASS	380 RIVERSIDE DR	NEW YORK NY 10025		UNV	8,000
JOEY GALLETTA	241A HERITAGE HILLS DR	SOMERS NY 10589		UNV	100
SHANNA GOLDSTONE	49 E 96TH ST #10A	NEW YORK NY 10128		UNV	27,500
LISA GOYETTE	287 PARK AVE	HUNTINGTON NY 11743		UNV	100
TAMIM HABIB	13500 CANADA GOOSE CT	CLIFTON VA 20124		UNV	100
DOMINIQUE HENDRICKS	365 WOOD AVE #108	BRIDGEPORT CT 06605		UNV	100
JOSHUA HUNT	423 OCEAN PKWY 2B 1ST FL	BROOKLYN NY 11218		UNV	100
JOHN IRELAND	24764 PEALQUOR ROAD	DENTON MD 21629		UNV	45,000
CRISTINA JIMENEZ	322 N MONROE STREET	RIDGEWOOD NJ 10803		UNV	500
RONDA KASE	29276 DOGWOOD VIEW ROAD	CORDOVA MD 21625		UNV	6,500
HAROLD L KESTENBAUM	52 HEDGEROW LANE	JERICO NY 11753		UNV	6,667
FREDERICK G KRAEGEL	1225 HYDE LANE	HENRICO VA 23229		UNV	8,000
RAEHL LANGWOST	6733 JAYAR WAY	HURLOCK MD 21643		UNV	1,000
EDWIN LEONG	10 SAW MILL DR	SOMERSET NJ 08873		UNV	38,500
JORDAN MCCORISON	2149 HARMAN ST A4	RIDGEWOOD NY 11385		UNV	100
KIERSTEN MCGILLIGAN	227 WYNCLIFFE AVE	CLIFTON HEIGHTS PA 19018-0000		UNV	100
ROBERT MCKINNEY	965 DR JACK RD	CONOWINGO MD 21918		UNV	100
LAUREN MORFE	17 COLT CIRCLE	PRINCETON JUNCTION NJ 08550		UNV	100
CHRISTOPHER MYERS	71-18 65TH PL 2L	GLENDALE NY 11385		UNV	100
NGUENAR NDIAYE	8401 MANCHESTER RD APT 504	SILVER SPRING MD 20901		UNV	100
KAYA OKUNIEWSKI	20915 DE LA GUERRA ST B	WOODLAND HILLS CA 91364		UNV	100
LAUREN OLER	267 EDGECOMBE AVEV 1K	NEW YORK NY 10031		UNV	100
ALEKSANDR PINSKIY	2303 E 64TH STREET	BROOKLYN NY 11234		UNV	12,500
LE ANN POAGUE	411 RUTH RIDGE DR	LANCASTER PA 17601		UNV	100
SASHA QUINONES	137 PARK HILL AVE	YONKERS NY 10701		UNV	100
JULIA RAMOS	201 45TH ST A8	UNION CITY NJ 07087		UNV	100
MICHELE REBANDO	32 HAYDEN DR	BETHPAGE NY 11714		UNV	100
KIRK A ROSE	403 N VINE	HINSDALE IL 60521		UNV	8,000
JEFFREY ROSEMAN	110 E 42ND ST	NEW YORK NY 10017		UNV	8,000
JOSHUA RYAN	422 EAST 75TH ST APT 4FW	NEW YORK NY 10021		UNV	1,500
JODIANN SAMUELS	183-52 BABYLON AVE ST	ALBANS NY 11412		UNV	100
STEPHEN SIDWELL	2 UNAMI COURT	SOMERSET NJ 08873		UNV	1,500
BENJAMIN SILVERSTEIN	135 WALNUT ST 3	SOMERVILLE MA 02145		UNV	100
EDWARD SLEZAK	380 RECTOR PL 12G	NEW YORK NY 10280		UNV	120,000
JANICE SLOTKIN	-			UNV	2,000
LISA SOAZ	11 RIDGELY PLACE 1R	WEEHAWKEN NJ 07086		UNV	100
RYAN SOLLEDER	117 BAY PKWY	WARETOWN NJ 08758		UNV	2,500
MICHELLE STEFANO	30-60 29TH STREET B3	ASTORIA NY 11102		UNV	500
MATTHEW STROMBERG	83 WEST AVE	STAMFORD CT 06902		UNV	100
KELISHA THOMPSON	101 LINCOLN ROAD APT 4L	BROOKLYN NY 11225		UNV	500
ALYSSA VILAIROJ	345 51ST ST	BROOKLYN NY 11220-0000		UNV	100
ERIC WESOLOWSKI	21 ROC ETAM ROAD	RANDOLPH NJ 07869		UNV	45,000
ASHLEY WEST	104 CHERYL AVE	BERLIN MD 21811		UNV	500
LEAH WHITTINGHILL	160 23RD STREET 2R	BROOKLYN NY 11232		UNV	100
JANET WILSON	12039 S UNION AVE APT 2	CHICAGO IL 60628		UNV	100
HEIDI WOOLFOLK	851 RAVENS POINT COURT	SIMI VALLEY CA 93065		UNV	100
				60	355,567

United States Bankruptcy Court District of New Jersey

In re Crumbs Bake Shop, Inc. Debtor(s) Case No. 14-24287 Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Crumbs Holdings, LLC, a jointly administered debtor, paid the retainer on behalf of all debtors, and will be paying all fees and expenses incurred in these cases.

2. \$ 1,717.00 of the filing fee has been paid.

3. The source of the compensation paid to me was: [X] Debtor [ ] Other (specify):

4. The source of compensation to be paid to me is: [X] Debtor [ ] Other (specify):

5. [X] I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

[ ] I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: August 8, 2014

/s/ Michael D. Sirota
Michael D. Sirota MS-4088
Cole, Schotz, Meisel, Forman & Leonard, P.A.
Court Plaza North
25 Main Street
Hackensack, NJ 07601
201-489-3000 Fax: 201-489-1536

**United States Bankruptcy Court  
District of New Jersey**

In re Crumbs Bake Shop, Inc.  
Debtor

Case No. 14-24287

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Akin Gump Strauss Hauer &amp; Feld LLP One Bryant Park Attn: Bruce Mandelson New York, NY 10035</b>	<b>COM</b>	<b>25,000</b>	<b>Stockholder</b>
<b>Aston Hill Capital Growth Fund c/o Crumbs Bake Shop</b>	<b>COM</b>	<b>3,407</b>	<b>Stockholder</b>
<b>Aston Hill Growth &amp; Income Fund c/o Crumbs Bake Shop</b>	<b>COM</b>	<b>6,815</b>	<b>Stockholder</b>
<b>Aston Hill Opportunities Fund c/o Crumbs Bake Shop</b>	<b>COM</b>	<b>315</b>	<b>Stockholder</b>
<b>David Bartos 240 Tiffany Street, Apt. 3 Attleboro, MA 02703</b>	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Bauer Holdings LLC c/o Crumbs Bake Shop Attn: Jason Bauer 110 W 40th Street 21st Fl. New York, NY 10018</b>	<b>COM</b>	<b>506,700</b>	<b>Stockholder</b>
<b>Bauer Holdings LLC c/o Crumbs Bake Shop Attn: Jason Bauer 110 W 40th Street, 21st Fl. New York, NY 10018</b>	<b>SERA</b>	<b>44,317.40</b>	<b>Stockholder</b>
<b>Kimberly Booth 64 Neptune Ave New Rochelle, NY 10805</b>	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Kimberly Brown 5052 River Road Hurlock, MD 21643</b>	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>Bruce K Mason &amp; Leah S Mason Jt Ten 18 George Street, Box 277 Fort Ann, NY 12827-0277</b>	<b>DRS</b>	<b>200</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Elisabeth Buckley</b> 372 Butler Street #2 Brooklyn, NY 11217	<b>UNV</b>	<b>1,000</b>	<b>Stockholder</b>
<b>Brandy Butterfield</b> 1004 Paradise Road, 1F Swampscott, MA 01907	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Raechl Cannon</b> 6733 Jayar Way Hurlock, MD 21643	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>Cede &amp; Co (Fast)</b> P.O. Box 20 Bowling Green Station New York, NY 10004	<b>COM</b>	<b>9,479,905</b>	<b>Stockholder</b>
<b>Cede &amp; Co (Fast)</b> P.O. Box 20 Bowling Green Station New York, NY 10004	<b>UNIT</b>	<b>218,264</b>	<b>Stockholder</b>
<b>Yulan Chu</b> 30 Kathy Street Kendall Park, NJ 08824	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>Continental Stock Transfer and Trust</b> Attn: John W. Corner Jr. 17 Battery Place New York, NY 10004			<b>Transfer Agent</b>
<b>Anne Cornetta</b> 21 East Gate Road Huntington, NY 11743	<b>UNV</b>	<b>5,000</b>	<b>Stockholder</b>
<b>Crumbs Bake Shop Inc</b> 110 W 40th Street Suite 2100 New York, NY 10018	<b>COM</b>	<b>1,594,584</b>	<b>Stockholder</b>
<b>Crumbs Inc</b> 145 Main Street P.O. Box 388 Preston, MD 21655	<b>SERA</b>	<b>31,687.50</b>	<b>Stockholder</b>
<b>David Cruz</b> 526 East 19th Street Brooklyn, NY 11226	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Cynthia Lane LLC</b> 205 Third Avenue, 20A Attn: Operations Dept New York, NY 10003	<b>COM</b>	<b>40,000</b>	<b>Stockholder</b>
<b>Delavaco Holdings Inc</b> c/o Crumbs Bake Shop	<b>COM</b>	<b>5,242</b>	<b>Stockholder</b>
<b>Delrina Consolidated Ltd</b> c/o Crumbs Bake Shop	<b>COM</b>	<b>4,194</b>	<b>Stockholder</b>
<b>Jeffrey S. Deutschman</b> 102 West 75th Street Apt. 66 New York, NY 10023	<b>COM</b>	<b>6,605</b>	<b>Stockholder</b>
<b>Alicia Dinatale</b> 885 Gates Avenue Brooklyn, NY 11221	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Michael Ditrich</b> 126 Blacksmith Road Levittown, NY 11756	<b>UNV</b>	<b>200</b>	<b>Stockholder</b>
<b>Sarah Don</b> 31 Village Green S Budd Lake, NJ 07828	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Brandon Dorn</b> 267 Edgecombe Avenue 1K New York, NY 10031	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>William A. Edson</b> 415 Greenwich Street Apt. 2F New York NY10013	<b>COM</b>	<b>18,757</b>	<b>Stockholder</b>
<b>Kristen Edwards</b> 1015 Graylyn Road Wilmington, DE 19803	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>EHL Holdings LLC</b> P.O. Box 8 Vienna, MD 21869	<b>COM</b>	<b>1,336,094</b>	<b>Stockholder</b>
<b>EHL Holdings LLC</b> P.O. Box 8 Vienna, MD 21869	<b>SERA</b>	<b>25,592.50</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>EHL Holdings LLC</b> P.O. Box 8 220 Morris Street Oxford, MD 21654	<b>SERA</b>	<b>78,612.40</b>	<b>Stockholder</b>
<b>Stephen Z. Fass</b> 380 Riverside Drive New York, NY 10025	<b>COM</b>	<b>16,000</b>	<b>Stockholder</b>
<b>Stephen Z. Fass</b> 380 Riverside Drive New York, NY 10025	<b>UNV</b>	<b>8,000</b>	<b>Stockholder</b>
<b>Joey Galletta</b> 241A Heritage Hills Drive Somers, NY 10589	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>James E. Galowski</b> 95 Branchville Road Ridgefield, CT 06877	<b>COM</b>	<b>18,757</b>	<b>Stockholder</b>
<b>Julian R. Geiger</b> 7 Chowning Drive Malvern, PA 19355	<b>SERA</b>	<b>47,940</b>	<b>Stockholder</b>
<b>David Mark Given</b> 411 S Sangamon Street Apt. 5C Chicago, IL 60607-3538	<b>DRS</b>	<b>100</b>	<b>Stockholder</b>
<b>Shanna Goldstone</b> 49 E 96th Street, #10A New York, NY 10128	<b>UNV</b>	<b>27,500</b>	<b>Stockholder</b>
<b>Lisa Goyette</b> 287 Park Avenue Huntington, NY 11743	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Michael Gross</b> Solar Capital Corp 500 Park Avenue New York, NY 10022	<b>COM</b>	<b>110,128</b>	<b>Stockholder</b>
<b>Tamim Habib</b> 13500 Canada Goose Court Clifton, VA 20124	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Dominique Hendricks</b> 365 Wood Avenue #108 Bridgeport, CT 06605	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Joshua Hunt</b> 423 Ocean Parkway 2B 1st Fl. Brooklyn, NY 11218	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>IA Clarington Global Tactical Income Income Fund</b> c/o Crumbs Bake Shop	<b>COM</b>	<b>19,238</b>	<b>Stockholder</b>
<b>ICR Inc</b> 441 Lexington Avenue, 4th Fl. Attn: Tom Ryan New York, NY 10017	<b>COM</b>	<b>10,000</b>	<b>Stockholder</b>
<b>John Ireland</b> 24764 Pealiquor Road Denton, MD 21629	<b>UNV</b>	<b>45,000</b>	<b>Stockholder</b>
<b>John D. Ireland</b> 24764 Pealiquor Road Denton, MD 21629	<b>DRS</b>	<b>39,000</b>	<b>Stockholder</b>
<b>John D. Ireland</b> 24764 Pealiquor Road Denton, MD 21629	<b>SERA</b>	<b>5,850.20</b>	<b>Stockholder</b>
<b>Cristina Jimenez</b> 322 N Monroe Street Ridgewood, NJ 10803	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>Ronda Kase</b> 29276 Dogwood View Road Cordova, MD 21625	<b>UNV</b>	<b>6,500</b>	<b>Stockholder</b>
<b>Harold L. Kestenbaum</b> 52 Hedgerow Lane Jericho, NY 11753	<b>UNV</b>	<b>6,667</b>	<b>Stockholder</b>
<b>Kitchener Investment Corp</b> c/o Crumbs Bake Shop	<b>COM</b>	<b>31,452</b>	<b>Stockholder</b>
<b>Frederick G. Kraegel</b> 1225 Hyde Lane Henrico, VA 23229	<b>UNV</b>	<b>8,000</b>	<b>Stockholder</b>
<b>Raechl Langwost</b> 6733 Jayar Way Hurlock, MD 21643	<b>UNV</b>	<b>1,000</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Edwin Leong</b> 10 Saw Mill Drive Somerset, NJ 08873	UNV	38,500	Stockholder
<b>Jordan Mccorison</b> 2149 Harman Street, A4 Ridgewood, NY 11385	UNV	100	Stockholder
<b>Kiersten Mcgilligan</b> 227 Wyncliffe Avenue Clifton Heights, PA 19018	UNV	100	Stockholder
<b>Robert Mckinney</b> 965 Dr Jack Road Conowingo, MD 21918	UNV	100	Stockholder
<b>Lauren Morfe</b> 17 Colt Circle Princeton Junction, NJ 08550	UNV	100	Stockholder
<b>Morgan Joseph Triartisan Llc</b> 600 Fifth Avenue, 19th Fl. Attn: Tina Pappas New York, NY 10022	COM	34,008	Stockholder
<b>Christopher Myers</b> 71-18 65th Place 2L Glendale, NY 11385	UNV	100	Stockholder
<b>Nguenar Ndiaye</b> 8401 Manchester Road Apt. 504 Silver Spring, MD 20901	UNV	100	Stockholder
<b>NFS/FMTC Cust</b> f/b/o Mark D. Klein IRA Rollover 499 Washington Boulevard, Fl. 5 Jersey City, NJ 07310-2010	COM	20,000	Stockholder
<b>Kaya Okuniewski</b> 20915 De La Guerra St B Woodland Hills, CA 91364	UNV	100	Stockholder
<b>Lauren Oler</b> 267 Edgecombe Avenue 1K New York, NY 10031	UNV	100	Stockholder
<b>Aleksandr Pinskiy</b> 2303 E 64th Street Brooklyn, NY 11234	UNV	12,500	Stockholder

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Le Ann Poague</b> 411 Ruth Ridge Drive Lancaster, PA 17601	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Leonard Potter</b> 35 Hampton Road Scarsdale, NY 10583	<b>COM</b>	<b>120,128</b>	<b>Stockholder</b>
<b>Leonard A. Potter</b> 35 Hampton Road Scarsdale, NY 10583	<b>COM</b>	<b>16,000</b>	<b>Stockholder</b>
<b>Sasha Quinones</b> 137 Park Hill Avenue Yonkers, NY 10701	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Ramnarain Jaigobind</b> 30 West Street 26A New York, NY 10004	<b>COM</b>	<b>1,101</b>	<b>Stockholder</b>
<b>Julia Ramos</b> 201 45th Street, A8 Union City, NJ 07087	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Michele Rebando</b> 32 Hayden Drive Bethpage, NY 11714	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Redwood Income Strategies Class</b> c/o Crumbs Bake Shop	<b>COM</b>	<b>1,677</b>	<b>Stockholder</b>
<b>Rodman &amp; Renshaw LLC</b> Attn: Operation Dept. 1251 Ave Of The Americas 20th Fl. New York, NY 10020	<b>COM</b>	<b>1,800</b>	<b>Stockholder</b>
<b>Kirk A. Rose</b> 403 N Vine Hinsdale, IL 60521	<b>UNV</b>	<b>8,000</b>	<b>Stockholder</b>
<b>Jeffrey Roseman</b> 110 E 42nd Street New York, NY 10017	<b>COM</b>	<b>26,000</b>	<b>Stockholder</b>
<b>Jeffrey Roseman</b> 110 E 42nd Street New York, NY 10017	<b>UNV</b>	<b>8,000</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc.

Case No. 14-24287

Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Joshua Ryan</b> 422 East 75th Street Apt. 4W New York, NY 10021	<b>UNV</b>	<b>1,500</b>	<b>Stockholder</b>
<b>Jodiann Samuels</b> 183-52 Babylon Ave Street Albans, NY 11412	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Stephen Sidwell</b> 2 Unami Court Somerset, NJ 08873	<b>UNV</b>	<b>1,500</b>	<b>Stockholder</b>
<b>Benjamin Silverstein</b> 135 Walnut Street 3 Somerville, MA 02145	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Edward Slezak</b> 380 Rector Place, 12G New York, NY 10280	<b>UNV</b>	<b>120,000</b>	<b>Stockholder</b>
<b>Janice Slotkin</b>	<b>UNV</b>	<b>2,000</b>	<b>Stockholder</b>
<b>Lisa Soaz</b> 11 Ridgely Place 1R Weehawken, NJ 07086	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Ryan Solleder</b> 117 Bay Parkway Waretown, NJ 08758	<b>UNV</b>	<b>2,500</b>	<b>Stockholder</b>
<b>Michelle Stefano</b> 30-60 29th Street B3 Astoria, NY 11102	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>
<b>Sterne Agee &amp; Leach Inc Cust</b> Frederick G Kraegel Sep IRA 2 Perimeter Park South Suite 100W Birmingham, AL 35243	<b>COM</b>	<b>10,000</b>	<b>Stockholder</b>
<b>Matthew Stromberg</b> 83 West Avenue Stamford, CT 06902	<b>UNV</b>	<b>100</b>	<b>Stockholder</b>
<b>Kelisha Thompson</b> 101 Lincoln Road Apt. 4L Brooklyn, NY 11225	<b>UNV</b>	<b>500</b>	<b>Stockholder</b>

In re Crumbs Bake Shop, Inc. Case No. 14-24287  
 Debtor

**LIST OF EQUITY SECURITY HOLDERS**  
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Tristan Offshore Fund Ltd c/o Crumbs Bake Shop	COM	8,388	Stockholder
Tristan Partners LP c/o Crumbs Bake Shop	COM	20,968	Stockholder
Alyssa Vilairoj 345 51st Street Brooklyn, NY 11220	UNV	100	Stockholder
Rhoda Vyner c/o Crumbs Bake Shop	COM	4,194	Stockholder
Eric Wesolowski 21 Roc Etam Road Randolph, NJ 07869	UNV	45,000	Stockholder
Ashley West 104 Cheryl Avenue Berlin, MD 21811	UNV	500	Stockholder
Leah Whittinghill 160 23Rd Street 2R Brooklyn, NY 11232	UNV	100	Stockholder
Janet Wilson 12039 S Union Avenue Apt. 2 Chicago, IL 60628	UNV	100	Stockholder
Heidi Woolfolk 851 Ravens Point Court Simi Valley, CA 93065	UNV	100	Stockholder
York Plains Investment Corp c/o Crumbs Bake Shop	COM	10,484	Stockholder

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 8, 2014

Signature /s/ John D. Ireland  
**John D. Ireland**  
**Chief Financial Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
 18 U.S.C §§ 152 and 3571.

Sheet 8 of 8 continuation sheets attached to the List of Equity Security Holders