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UNITED STATES BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA ORLANDO DIVISION

In re:

CASE NO. 6:17-bk-00088

UP FIELDGATE US INVESTMENTS – FASHION SQUARE, LLC

CHAPTER 11

Debtor.

EMERGENCY RELIEF REQUESTED
Hearing on or before Wednesday, January 11, 2017

EMERGENCY MOTION OF THE DEBTOR-IN-POSSESSION FOR AUTHORITY TO USE CASH COLLATERAL

UP FIELDGATE US INVESTMENTS – FASHION SQUARE, LLC (the "Debtor"), by and through its undersigned counsel, and pursuant to 11 U.S.C. §§ 363(c)(2) and 363(e), and Federal Rules of Bankruptcy Procedure 4001(b), hereby moves for authority to use cash collateral and to provide adequate protection to The Bancorp Bank ("Bancorp") for any diminution in value of its interest in the Cash Collateral. In support of this motion the Debtor states as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334 and 11 U.S.C. § 363. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (M).

Background

2. On January 6, 2017 (the "Petition Date"), Debtor commenced this case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor has continued in possession of its property and has continued to operate and manage its business as a debtor in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or committee has been appointed in the Debtor's chapter 11 case.

¹ Defined below.

- 3. The Debtor owns and operates the Orlando Fashion Square Mall (the "Mall"), an 80-acre mixed-use development located near downtown Orlando, which includes a two-story indoor shopping mall constructed thereon consisting of over 1,000,000 leasable square feet. The Debtor currently leases a number of retail units within the Mall and collects monthly rents from each tenant. The factual background relating to Debtor's commencement of this chapter 11 case is set forth in detail in the Case Management Summary filed contemporaneously with this Motion.
- 4. As of the Petition Date, Bancorp alleges that the Debtor owes approximately \$41,905,156.32 in principal secured by a mortgage, assignment of rents and lien on the Debtor's personal property.
- 5. The Cash Collateral, which the Debtor seeks to use, is comprised in whole or in part of collected rents, cash on hand, and funds to be received from Debtor's normal operations. Bancorp may assert a first priority security interest in the rents by virtue of a recorded assignment of rents and leases. In addition, Bancorp may assert a first priority security interest in Debtor's personal property, including cash generated by Debtor's ongoing operations, by virtue of a blanket lien on the Debtor's personal property. Bancorp has recorded a UCC-1 financing statement to perfect its security interest in Debtor's personal property.² As of the Petition Date, the Debtor estimates the value of its Cash Collateral on hand is approximately \$41,475.00.

Relief Requested

6. As the Debtor has no unencumbered funds, the Debtor requires the use of such Cash Collateral to fund the day-to-day operations of this chapter 11 case. Unless the Court authorizes the use of Cash Collateral to fund Debtor's ongoing operations, Debtor's efforts to reorganize, and to meet the costs and expenses of this chapter 11 case, will be significantly

² Nothing herein may be construed as an admission of the Debtor as to the validity or priority of the security interests asserted by Bancorp. The Debtor expressly reserves its right to challenge the validity and priority of such interests to the fullest extent allowed under the Bankruptcy Code.

impaired. Accordingly, the Debtor requires the use of approximately \$754,000.00 of Cash Collateral to continue to operate its business for the next seven weeks, and, depending on the month, a greater or lesser amount will be required each comparable period thereafter pending a final hearing on this Motion. The Debtor will use the Cash Collateral to pay for utilities, contract services, insurance, and all other ordinary course expenses related to the Mall. A budget showing estimated income and expenses for the Debtor's business over the next seven weeks is attached hereto as **Exhibit A** and is incorporated herein by reference.

- 7. As adequate protection for the use of Cash Collateral, the Debtor proposes to grant Bancorp a replacement lien to the extent of any diminution in value, with such lien to have the same validity, extent, and priority as its pre-petition lien. The Debtor will operate on a positive cash flow basis during the interim seven-week period and asserts that Bancorp's interest in the Cash Collateral is adequately protected by such replacement lien.
- 8. If the Debtor is not permitted to use Cash Collateral, it may be forced to halt operations, which will result in a loss of the going concern value of the Debtor's business, and reduce the possibility of an effective reorganization in this case. Thus, Debtor believes that the protections outlined herein are fair and reasonable under the circumstances and will be sufficient to protect the interests of Bancorp's collateral from a diminution in value during the period of use by the Debtor. Accordingly, under the circumstances of this Chapter 11 case, the granting of the relief requested in the instant Motion is warranted. A copy of the proposed order authorizing use of Cash Collateral on an interim basis is attached hereto as **Exhibit B**.

WHEREFORE, the Debtor respectfully requests that this Court enter an order granting the Debtor's request for an emergency hearing, its request to use Cash Collateral on an interim period of six weeks, and for such other and further relief as is just and proper.

RESPECTFULLY SUBMITTED this 6th day of January, 2017.

/s/ R. Scott Shuker

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Attorneys for the Debtor

UNITED STATES BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA ORLANDO DIVISION

In re:	CASE NO. 6:17-bk-00088
UP FIELDGATE US INVESTMENTS – FASHION SQUARE, LLC	CHAPTER 11
Debtor.	EMERGENCY RELIEF REQUESTED Hearing on or before Wednesday, January 11, 2017

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the Debtor's EMERGENCY MOTION OF THE DEBTOR-IN-POSSESSION FOR AUTHORITY TO USE CASH COLLATERAL AND REQUEST FOR EMERGENCY PRELIMINARY HEARING, together with all exhibits, has been furnished either electronically and/or by U.S. First Class, postage prepaid mail to: Scott Fish, Managing-Member, UP Fieldgate US Investments – Fashion Square, LLC, 3201 E. Colonial Drive, Orlando, Florida 32803; The Bancorp Bank, c/o Mark J. Wolfson, Esq., and Kevin A. Reck, Esq., Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602-5810, mwolfson@foley.com, kreck@foley.com; the 1007-2 Parties-in-Interest list, as shown on the matrix attached to the original of this summary filed with the Court; and the U.S. Trustee, 400 West Washington Street, Suite 1100, Orlando, Florida 32801, this 6th day of January 2017.

/s/ R. Scott Shuker R. Scott Shuker, Esq.

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UP Fieldgate US Investments - Fashlon Square, LLC 8-Waek Budget

	Week Ending 1/6/2017	Week Ending 1/13/2017	Week Ending 1/20/2017	Week Ending 1/27/2017	Week Ending 2/3/2017	Week Ending 2/10/2017	Week Ending 2/17/2017	Week Ending 2/24/2017	Total
Income									
Rent*	106,250	106,250	106,250	106,250	106,250	106,250	106,250	106,250	
Total Income	106,250	106,250	106,250	106,250	106,250	106,250	106,250	106,250	850,000
Expenses									
Cleaning Contract Services	19,000	-	19,000	-	19,000		19,000	*)	
Cleaning Supplies & Materials	625	625	625	625	625	625	625	625	
Electrica: Light Bulbs & Bailast	175	175	175	175	175	175	175	175	
Signage Elevator/Escalator - Contract Services	50 250	50 250	50 250	50 250	50	50	50	50	
Fire Protection - Contract Services	100	100	100	100	250 100	250 100	250 100	250 100	
Fountain - Contract Services	100	100	100	386	386	386	386	386	
General Building - Contract Services	75	75	75	75	75	75	75	75	
General Building - Supplies & Materials	250	250	250	250	250	250	250	250	
Fencing Materials	50	50	50	50	50	50	50	50	
HVAC - Contract Services	400	400	400	400	400	400	400	400	
HVAC Supplies & Materials	125	125	125	125	125	125	125	125	
Parking Lot Supplies & Materials	25	25	25	25	25	25	25	25	
Parking Lot-Contract Services	-	•	-	6,935	-	-	-	6,935	
Ext Landscaping - Contract Services	-	•	-	11,568	-	-	*	11,568	
Ext Landscaping Supplies & Materials	150	150	150	150	150	150	150	150	
Int Landscaping - Contract Services		-	-	3,097	-	747		3,097	
Irrigation Supplies & Materials	50 75	50 75	50 75	SC 75	50 75	50 75	50 75	50	
Landscape Expense Landscape Truck Expense	25	75 25	75 25	25	25	75 25	25	75 25	
Piumbing - Contract Services	23	1,500	23	23	23	1,500	25	25	
Plumbing Supplies & Materials	25	25	25	25	25	25	25	25	
Roof Contract Services	625	625	625	625	625	625	625	625	
Roof Supplies & Materials	175	175	175	175	175	175	175	175	
Pest Control - Contract Service	241	715	8		-	715	-		
Maintenance - Contract Services	25,000	-	25,000	-	25,000	190	25,000		
Maintenance Supplies & Materials	25	25	25	25	25	25	25	25	
Maintenance Miscellaneous	25	25	25	25	25	25	25	25	
Maintenance Fuel Expense	25	25	25	25	25	25	25	25	
Painting-Supplies & Materials	25	25	25	25	25	25	25	25	
Security - Contract Services	22,000	-	22,000		22,000		22,000	8	
Security - Off Duty PD Contract Services	5,500	-	5,500	100	5,500	450	5,500	-	
Security CCTV Equipment-Contract Srvcs		250	**	250	*	250 100		250	
Security Truck Expense Property Insurance**	-	100		100	25,000	100		100	
Liability Insurance	197	8,830		- 12	8,830	-		4	
Auto Insurance	.002	0,030			1,100			**	
Utilities		<u> </u>	60,000		-		60,000		
Utilities-Telephone	350	350	350	350	350	350	350	350	
Utilities-Internet/Cable	50	50	50	50	50	50	50	50	
Office/Mgmt-Contract Services	33,000	-	33,000		33,000		33,000	8	
Office Supplies & Materials	75	75	75	75	75	75	75	75	
Office Expense	50	50	50	50	50	50	50	50	
Postage	25	25	25	25	25	25	25	25	
Office Employee Benefits	63	63	63	63	63	63	63	63	
Mail Music	50	50	50	50	50	50	50	50	
Office Fuel Expense	25	25	25	25	25	25	25	25	
Grease Removal	150	150	150	150	150	150	150	150	
Ground Rent Expense Marketing General	1,500	1,500	1,500	1,500	72,809 1,500	1,500	1,500	1,500	
Marketing General Marketing-Other Events	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	
Commission	125	125	125	125	125	125	125	125	
Bank Charges Expense	75	75	75	75	75	75	75	75	
Miscellaneous Expense	125	125	125	125	125	125	125	125	
Total Expenses	110,638	17,532	170,638	28,473	218,762	9,088	171,023	28,473	754,627
Starting Cash Balance***	41,475								

^{*}Rents subject to renewals and percentage rent
**Property Insurance renewal in February
*** Starting Balance as of 1/3/2017

Ending Cash Balance

136,848

UNITED STATES BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA ORLANDO DIVISION

In re:	CASE NO. 6:17-bk	
UP FIELDGATE US INVESTMENTS – FASHION SQUARE, LLC	CHAPTER 11	
Debtor.		
FIRST INTERIM ORDER GRANTING TO USE CASH COLLATERAL AND I [Continued]		
THIS CASE came on for emergency pro	eliminary hearing on	, 2017
(the "Hearing") upon the Emergency Motion to	Use Cash Collateral, filed by	UP Fieldgate US
Investments - Fashion Square, LLC (the "Debtor	") on January 6, 2017 (Doc. No.	(the "Motion").
Upon consideration of the Motion, the evidence p	presented, the arguments of cour	nsel present at the
Hearing, it is		

ORDERED:

- 1. <u>Interim Authorization Granted</u>. The Motion is granted on an interim basis as provided herein.
- 2. <u>Cash Collateral Authorization</u>. Subject to the provisions of this order, the Debtor is authorized to use cash collateral to pay: (a) amounts expressly authorized by this Court, including payments to the United States Trustee for quarterly fees; (b) the current and necessary expenses set forth in the budget attached as <u>Exhibit A</u> attached to the Motion, plus an amount not to exceed ten (10) percent for each line item; and (c) such additional amounts as may be expressly approved in writing by Bancorp. This authorization will continue through _______, however, the parties may jointly agree to extend the authorization by submitting an agreed order reflecting such extension. Except as authorized in this order, the Debtor is prohibited from the use of cash collateral.
- 3. <u>Debtor Obligations</u>. The Debtor shall timely perform all obligations of a debtor-in-possession required by the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the orders of this Court.
- 4. Replacement Lien. Bancorp shall have a perfected post-petition lien against cash collateral to the same extent and with the same validity and priority as the prepetition lien, without the need to file or execute any documents as may otherwise be required under applicable non-bankruptcy law.
- 5. <u>Insurance</u>. The Debtor shall maintain insurance coverage for its property in accordance with the obligations under the loan and security documents with Bancorp.

- 6. <u>Without Prejudice</u>. This Order is without prejudice to: (a) any subsequent request by a party-in-interest for modified adequate protection or restrictions on use of Cash Collateral; or (b) any other right or remedy which may be available.
- 7. <u>Creditors Committee</u>. The provisions of this Order are without prejudice to the rights of the United States Trustee to appoint a committee or any rights of a duly-appointed committee to timely challenge the validity, priority, or extent of any lien(s) asserted against cash collateral.
 - 8. Enforcement. The Court shall retain jurisdiction to enforce the terms of this Order.

Attorney Daniel A. Velasquez is directed to serve a copy of this order on interested parties and file a proof of service within three (3) days of entry of the order.

UP Fieldgate US Investingeres Flasting 050 Bes 1520 & Dess 3 ciates ed 01/06/17 3201 E Colonial Dr 610 S Albany Ave

Tampa, FL 33606

Pagente of 14 PO Box 630910 Cincinnati, OH 45263

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Ahmad Elkhatib c/o McBurger 114 Magnolia Park Trail Sanford, FL 32773

Orlando, FL 32802-3353

Orlando, FL 32803

Blown Away PO Box 618271 Orlando, FL 32861 Claire's Stores, Inc Three Southwest 129th Ave Pembrook Pines, FL 33027

AJ Masters Entertainment, LL 1610 Eagle Feather Drive Kissimmee, FL 34746 Bob's Speed and Sport Card 2307 - 124th Dr East Parrish, FL 34219 Coca Cola #2961499 1 Coca Cola Plz nW Atlanta, GA 30313

All Cell Attn: Daniel Elias, VP/COO

4280 Church Street Sanford, FL 32771 Brighthouse Networks PO Box 31337 Tampa, FL 33631 Coliseum of Comics 13305 Whisper Bay Drive Clermont, FL 34711

Animal Rides, Inc d/b/a LEDZ Shoes 3100 SW College Road Ocala, FL 34474 Brijan Enterprises, LLC 1501 Nestlewood Trail Orlando, FL 32837 Cornerstone Apparel, Inc Attn: Mr. Tae Yi 5807 Smithway Street Commerce, CA 90040

ATM USA Attn: Brad Nesbit 2200 Gateway Centre Blvd, St Morrisville, NC 27560

Candy Shop Boutique PO Box 2445 Milford, CT 06460 Covelli Family Ltd Partnership #3319 3900 Easst Market Street Warren, OH 44484

Auntie Anne's Attn: President/Gen Mgr 1833 Westover Reserve Blvd Windemere, FL 34786 CBS Mail Div 405 Lexington Avenue New York, NY 10174 CTM Group, Inc (Kiddie Rides #2) 9 Northeastern Blvd Salem, NH 03079

Bamboo Chi, Inc d/b/a Home Spa 1531 Americana Blvd #13H Orlando, FL 32839 Charlotte Russe #43 5910 Pacific Center Blvd, St San Diego, CA 92121 D'Rachel's Boutique 3201 E Colonial Dr B-16 Orlando, FL 32803

Bamboo Pillows d/b/a Vape Shoppe 3100 SW College Road Ocala, FL 34474 China Breeze/He Chang, LLC 9833 Downey Cove Dr, F-07 Orlando, FL 33282-5000

Delores Jewelry & Watch Repair 14009 King Sago Ct Orlando, FL 32828

Detour Clothing Compa@ase 6:17-bk-000890ClotkerDloc 3 Filed 01/06/17 Pa@eaphixofUhumited & 8024 Melrose Drive PO Box 2943 Custom T-Shirts LLC Orlando, FL 32829 Harrisburg, PA 17105-2943 1105 Constantine Street Orlando, FL 32825 Dillard's Inc Store #227 Foto Fantasy Inc. H & Q Jewelers PO Box 486 Innovative Foto 355 W Chapman Road Little Rock, AR 72203 8A Industrial Way Oviedo, FL 32765 Salem, NH 03079 Doo Kin Frank Herring Hot Topic D&J Jewelry 1721 Palm Avenue 18305 E San Jose Ave 164 Constitution Way Winter Park, FL 32789 City of Industry, CA 91748 Winter Springs, FL 32708 E & Y Ventures, LLC FSM Maintenance Hudson Air Conditioning 7678 Persian Court 3201 E Colonial Dr 2700 Junction Road Orlando, FL 32819 Orlando, FL 32803 Zellwood, FL 32798 Express #262 Structure Fuji Express Ink Spot Tatoo 52 Westerville Sq Shopping 9833 Downey Cove Dr 75 E Colonial Drive PMB #275 Orlando, FL 32825 Orlando, FL 32801 Westerville, OH 43081 Express Lock Service Gallery Shoes, LLC Internal Revenue Service PO Box 530104 12120 Diedra Court Centralized Insolvency Ops Orlando, FL 33285-3000 Orlando, FL 32825 PO Box 7346 Philadelphia, PA 19101-7346 Fancy Nails Game Stop Internal Revenue Svc* 7822 Antibes 625 Westport Parkway Spec Proc Function PO Box 35045, Stop 5720 Orlando, FL 32825 Grapevine, TX 76051 Jacksonville, FL 32202 FF Maintenance General Nutrition Center JC Penney Property Mgmt 4224 Anson Lane, Unit 101 PO Box 10001 M/S 2104 300 Sicth Avenue, 4th Floor Orlando, FL 32814 Store #239 Store 709 Pittsburgh, PA 15222 Dallas, TX 75031 FIS Outdoor GMRI Inc Jimmy Jazz 300 Central Park Drive Olive Garden #0021002 85 Metro Way Sanford, FL 32771 PO Box 695012 Secaucus, NJ 07094 Orlando, FL 32869 Florida Dept of Revenue Gold & Silver Fashions Johnson Real Estate Law, PA Attn: Executive Director 4 EverSky 3662 Lower Union Road 5050 W Tennessee St 11424 Center Lake Orlando, FL 32789

Windermere, FL 34786

Tallahassee, FL 32399-0140

Journey's/Genesco 1415 Murfreesboro Rd Ste #628 Store 1289 Nashville, TN 37217

PO Box 3307 Deland, FL 32721 Pa**fjec<u>\$</u>2no#124**3 PO Box 68042 Aneheim, CA 92817

Kevin A Reck, Esq Foley & Lardner LLP a/f The Bancorp Bank 111 N Orange Ave, Ste 1800 Orlando, FL 32801

Mini Queen dba Kingz Anime 3640 Mt Vernon Way Kissimme, FL 34741 Paint, Sip & Swirl Inc 1101 Terrace Blvd Orlando, FL 32803

Lids 1425 Murfreesboro Pike Nashville, TN 37217 MMM Lakewood, LLP 605 E Robinson St Suite 620 Orlando, FL 32801 Payless Shoesource Inc Sstore #4025 PO Box 3560 Topeka, KS 66601

Lilly's Perfume Inc - Cart 10106 Garden Rose Ct Orlando, FL 32825 Murat Uygun dba Fashion Cell Accesories 3577 Wilshire Way Rd Orlando, FL 32829 Pearl Eyelab Express/ Luxottica Attn: Lease Admin #006511 PO Box 8508 Mason, OH 45040

Lolo Beauty Group Inc 3201 E Colonial Dr #E-01 Orlando, FL 32803 Murray Insurance Agency 195 Wekiva Springs Rd #100 Longwood, FL 32779

Perfect Brow Art Attn: E Proikos-Gorgees 3223 Lake Avenue #15C Wilmette, IL 60091

Macy's Southeast #813 c/o Macy's Retail Hld RE 7 W 7th Street - 17th Floor Cincinnati, OH 45202 Number 7 Inc/Sirens 50 Duff Law Road Toronto, Ontario CANADA M6A 2WI Pete's Karate 2048 Kensington Run Drive Orlando, FL 32828

Madrag 5601 Westside Ave North Bergen, NJ 07047 One Stop Shop Apex Trading Co 10603 Rainbow Trout Court Orlando, FL 32822 Pizza De Milan Inc 3201 E Colonial Dr #F-04 Orlando, FL 32803

Mark Wolfson, Esq Foley & Lardner LLP a/f The Bancorp Bank 100 N Tampa St, Ste 2700 Tampa, FL 33602 Orange Cty Bd of County Commissioners Attn: Ann Caswell PO Box 1393 Orlando, FL 32802 Premier Cinema Corp Attn: Gary Moore, Pres 600 Avondale Drive Big Springs, TX 79720

Martin Roofing Services 2720 Forsyth Rd, Ste 200A Winter Park, FL 32792 Orange Cty Tax Collector Attn: Scott Randolph PO Box 545100 Orlando, FL 32802-2551 Producing LLC 4419 Fox Street Orlando, FL 32814

Men's Choice-Milanos 6024 Melrose Drive Orlando, FL 32829 Orlando Utilities Commission PO Box 31329 Tampa, FL 33631 Rack Room Shoes, Inc Attn: Lease Admin 8310 Technology Drive Charlotte, NC 28262 Red LipsDosmetics dba Next Trend Prod 3621 Colonial Rd #712 Orlando, FL 32839

Case 6:17-bk-000\\$\rightarrow{\text{Strip} QPJ SRY\text{Squardeiled Q1/06/17}}{489 \text{ Fifth Avenue, 18th Floor}} \text{New York, NY 10017}

Pa**§e**ri**k⊕ut**s14 3201 E Colonial Dr Orlando, FL 32803

Reliance Plumbing PO Box 568035 Orlando, FL 32856 Sharky's Amusements LLC PO Box 4213 Deland, FL 32721 Subway #18417 2277 Lee Road Winter Park, FL 32789

Robert Trotman 2045 Shroud Street #205 Orlando, FL 32814 Silver Mine-4 Ever Sky 11424 Center Lake Windermere, FL 34786 Sun N' Fun Vending Inc 532 Spring Lake Circle Tarpon Springs, FL 34688

Roberts & Roberts Mgmt Svcs Attn: Samuel Roberts 1969 S Alafaya Trail #133 Orlando, FL 33828 Sloane & Johnson, PLLC 3660 Maguire Blvd, Ste 102 Orlando, FL 32803 Sunglass Hut/Luxottica Attn: Lease Admin #4501 PO Box 8508 Mason, OH 45040

Sam's Watch & Jewelry Repair 3247 E Colonial Dr #D-70 Orlando, FL 32803 Smarte Carte-Strollers 4455 White Bear Pkwy St Paul, MN 55110 Sunshine Fitness Fashion Square, LLC 408 E Ridgewood St Orlando, FL 32803

Schindler Elevator Corp PO Box 93050 Chicago, IL 60673 Spencer Gifts Inc 6826 Black Horse Pike Egg Harbor Twnship, NJ 08234

Sunshine School Uniform and Supply Co 16345 NW 57th Ave Miami Lakes, FL 33014

Schmid Construction 1655 East Highway 50 Clermont, FL 34711

Spring Communications Inc 155 N 400 West, Ste 300 Salt Lake City, UT 84103 T Mobile Attn: Nat'l Lease Complianc 12920 SE 38th Street Bellevue, WA 98006

Scott Fish 3201 E Colonial Dr Orlando, FL 32803 Sprint Store by Arch-4G Mobility LLC Attn: A Ghal & S Sachdeva 1940 W Corporate Way Aneheim, CA 92801

TECO PO Box 31017 Tampa, FL 33631

Sears 12670 Collection Drive Chicago, IL 60693 SRV LLC/Calendar Hlds LLC 6411 Burleson Rd Austin, TX 78744 The Bancorp Bank 1818 Market Street Philadelphia, PA 19103

Sears Attn: Stephanie Baker 3333 Beverly Rd BC-131A Hoffman Estates, IL 60179 Sterling Inc/Kay Real Estate Dept 375 Ghent Road Akron, OH 44333 The Bancorp Bank Attn: Betsy Z. Cohen 409 Silverside Road Wilmington, DE 19809 The Finish Line 3308 N Mitthoefer Rd Indianapolis, IN 46235 Case 6:17-bk-000884CCorp Doc 3 Filed 01/06/17 Page 14 of 14 Store 957/Totally Pagoda PO Box 152777 Irving, TX 75015

The Orlando Party Shuttle In 1076 Chesterfield Circle Winter Springs, FL 32708

Things Remembered #167 5500 Avion Park Drive Highland Heights, OH 44143

Torrid 18305 San Jose Ave Attn: Pres/Gen Mgr City of Industry, CA 91748

Tradelinks USA Inc TeamSports-Sportz 6220 Meredith Erin Lane Orlando, FL 33281-9000

Traffic Shoes Goodman & Dominquez Inc 10701 NW 127th Street Medley, FL 33178

Vans #237 2 North 20th Street Suite 1700 Birmingham, AL 35203

Venator Group Rertail Inc dba Champs PO Box 2943 Haarrisburg, PA 17105

Verona Collection LLC 8208 Baja Blvd Orlando, FL 32817

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