

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Luxe Beauty Midco Corporation					Name of Joint Debtor (Spouse) (Last, First, Middle):																								
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																								
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 26-2223819					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																								
Street Address of Debtor (No. & Street, City, and State): 21551 Prairie Street Chatsworth, CA					Street Address of Joint Debtor (No. & Street, City, and State):																								
ZIP CODE 91311					ZIP CODE																								
County of Residence or of the Principal Place of Business: Los Angeles					County of Residence or of the Principal Place of Business:																								
Mailing Address of Debtor (if different from street address):					Mailing Address of Joint Debtor (if different from street address):																								
ZIP CODE					ZIP CODE																								
Location of Principal Assets of Business Debtor (if different from street address above):					ZIP CODE																								
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below)  _____		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  _____ <b>Tax-Exempt Entity</b> (Check <b>one</b> box, if applicable)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																									
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors:</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101 (51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)																								
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					<b>THIS SPACE FOR COURT USE ONLY</b>																								
<b>Estimated Number of Creditors</b> <table><tr><td>1- 49</td><td>50- 99</td><td>100- 199</td><td>200- 999</td><td>1,000- 5,000</td><td>5,001- 10,000</td><td>10,001 25,000</td><td>25,001- 50,000</td><td>50,001- 100,000</td><td>OVER 100,000</td></tr><tr><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>										1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Estimated Assets</b> <table><tr><td>\$0 to \$50,001 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More \$1 billion</td></tr><tr><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>					\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More \$1 billion	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
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<b>Estimated Liabilities</b> <table><tr><td>\$0 to \$50,001 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>					\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
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## Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Luxe Beauty Midco Corporation

FORM B1, Page 2

### Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)

Location  
Where Filed:

Case Number:

Date Filed:

Location  
Where Filed:

Case Number:

Date Filed:

### Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

Sexy Hair Concepts, LLC

Case Number:

Date Filed:

District:

Central District of California

Relationship:

Affiliate

Judge:

#### Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

#### Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X

Signature of Attorney for Debtor(s)

Date

#### Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

#### Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

### Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

### Certification by a Debtor Who Resides as a Tenant of Residential Property

Check all applicable boxes.

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).

In re Luxe Beauty Midco Corporation  
Voluntary Petition

Pending Bankruptcy Case Filed by Affiliate of Debtor

<b>Affiliate</b>	<b>District</b>
Ecoly International, Inc.	Central District of California

## Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Luxe Beauty Midco Corporation

FORM B1, Page 3

### Signatures

#### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

#### Signature of Attorney

X /s/ Scott F. Gautier  
Signature of Attorney for Debtor(s)  
Scott F. Gautier  
Printed Name of Attorney for Debtor(s)  
Peitzman, Weg & Kempinsky LLP  
Firm Name  
10100 Santa Monica Blvd., Suite 1450  
Address  
Los Angeles, CA 90067  
(310) 552-3100  
Telephone Number  
12/21/2010 211742  
Date Bar Number

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect

#### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

x /s/ T. Scott Avila  
Signature of Authorized Individual  
T. Scott Avila  
Printed Name of Authorized Individual  
Chief Restructuring Officer  
Title of Authorized Individual  
12/21/2010  
Date

#### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign main proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

#### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Scott F. Gautier (CA State Bar Number 211742) Peltzman, Weg & Kempinsky LLP 10100 Santa Monica Blvd, Suite 1450, Los Angeles, CA 90067 Telephone: 310-552-3100, Facsimile: 310-552-3101 <input checked="" type="checkbox"/> Attorney for: Luxe Beauty Midco Corporation	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Luxe Beauty Midco Corporation  Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION  
(CORPORATION/PARTNERSHIP)**

- ☒ Petition, statement of affairs, schedules or lists  
☐ Amendments to the petition, statement of affairs, schedules or lists  
☒ Other: Declaration to T. Scott Avila in Support of "First Day" Motions

Date Filed: December 21, 2010

Date Filed: \_\_\_\_\_

Date Filed: December 21, 2010

**PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY**

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.



Signature of Authorized Signatory of Filing Party

December 21, 2010

Date

T. Scott Avila

Printed Name of Authorized Signatory of Filing Party

Chief Restructuring Officer

Title of Authorized Signatory of Filing Party

**PART II - DECLARATION OF ATTORNEY FOR FILING PARTY**

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.



Signature of Attorney for Filing Party

December 21, 2010

Date

Scott F. Gautier

Printed Name of Attorney for Filing Party

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

November 2008

**UNANIMOUS WRITTEN CONSENT  
OF DIRECTORS OF  
LUXE BEAUTY MIDCO CORPORATION**

The undersigned members of the Board of Directors ("Board") of Luxe Beauty Midco Corporation ("Midco" or "Company"), being all of the directors of the Company, hereby adopt the following resolutions by unanimous written consent, as authorized by applicable law and the Bylaws of the Company:

**WHEREAS**, Midco, Ecoly International Inc. ("Ecoly"), and Sexy Hair Concepts, LLC's ("SHC") (collectively, the "Companies") liabilities far exceed their assets and defaults have been declared by the Companies' senior secured lenders ("Senior Secured Lenders") and subordinated note holders ("Subordinated Lenders");

**WHEREAS**, the Senior Secured Lenders have refused to enter into a forbearance agreement with the Companies and, pursuant to a letter dated December 9, 2010, intend to foreclose on the assets of SHC no later than January 14, 2011, if the Senior Secured Lenders debt is not paid in full, and where the Board has been advised by counsel that such foreclosure could take place upon only 10 days notice;

**WHEREAS**, for the past year, the Companies have unsuccessfully attempted to reach a consensual resolution of their insolvency related issues with the Senior Secured Lenders, Subordinated Lenders and other stakeholders;

**WHEREAS**, this attempt at consensual resolution has resulted in disputes and threats among the Companies, the Senior Secured Lenders, the Subordinated Lenders and other stakeholders, and has not revealed any source for a refinancing of the Companies or a restructuring of their debt;

**WHEREAS**, no buyer has been identified that is willing to purchase substantially all of the assets of SHC outside of a chapter 11 bankruptcy case on terms and conditions that are acceptable;

**WHEREAS**, the Companies' management has indicated that the business may begin to suffer operating and financial difficulties if there is continued uncertainty with respect to the Companies' future;

**WHEREAS**, SHC is a defendant in a time-consuming and expensive industry-wide class action lawsuit, and where the Companies would benefit from the automatic stay, pursuant to 11 U.S.C. § 362, afforded by filing a chapter 11 bankruptcy case;

**WHEREAS**, management believes that the Companies are able to operate on a cash flow positive basis through a chapter 11 process;

**WHEREAS**, the Companies have been preparing to file and operate as debtors-in-possession in a chapter 11 case for the past five months in connection with the investigation of a reorganization or 363 sale process;



**WHEREAS**, the Companies' options within a chapter 11 case would allow for resolution of the Companies' insolvency related issues to maximize value for all creditors and stakeholders and would provide a forum for each creditor and stakeholder to exercise their respective rights and remedies;

**WHEREAS**, SHC has received an offer from a plan sponsor ("Plan Sponsor") to consummate a plan of reorganization on terms reviewed by the Board and heavily negotiated by the Companies that provides for the highest and best value for all stakeholders; and

**WHEREAS**, the Company has determined, for the foregoing reasons, that it is in the best interests of the Company, its creditors, stakeholders and other interested parties, for the Company to file a voluntary petition for relief, under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**THEREFORE, IT IS:**

**RESOLVED**, that the Company is hereby authorized to file voluntary petitions for relief under chapter 11 of the Bankruptcy Code; and it is

**RESOLVED**, that the Company is hereby authorized to employ Peitzman, Weg & Kempinsky LLP, to represent the Company as bankruptcy counsel, Imperial Capital, LLC, to serve as the Company's investment banker, and CRG Capital Partners, LLC, to serve as the Company's financial and restructuring advisors, and such other professional persons as may be necessary; and it is

**RESOLVED**, that T. Scott Avila, in his capacity as Chief Restructuring Officer of the Company, may execute and verify or certify, on behalf of the Company, a petition under chapter 11 and to cause the same to be filed in the appropriate United States Bankruptcy Court at such time as he shall determine is appropriate, and in connection therewith:

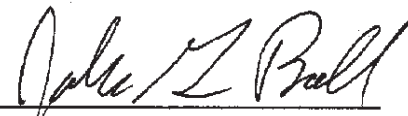
- a. Execute and file, or cause to be executed and filed, all petitions, schedules, lists, statements and other papers, and to take or direct any and all action that he deems necessary, proper or desirable in connection with the chapter 11 case for the Company with view toward the successful completion of the case;
- b. Maximize value to creditors and other stakeholders through a plan of reorganization or liquidation or a sale of substantially all of the Companies' assets pursuant to Bankruptcy Code section 363;
- c. Engage the current proposed investor as the Plan Sponsor on terms substantially as set forth in the investment agreement and plan of reorganization provided to the Board on December 15, 2010;

Line

- d. Execute a debtor-in-possession financing agreement with the Senior Secured Lenders on terms substantially as set forth in the debtor-in-possession financing agreement negotiated by the Company;
- e. Take or direct all actions as may be necessary or appropriate, and to exercise all rights, claims, remedies, privileges, and to perform, or cause to be performed, all duties and obligations, as the Company may have as a debtor under chapter 11 of the Bankruptcy Code and related rules, and to execute and deliver, or cause to be executed and delivered, all instruments, petitions, agreements, certificates and documents in connection therewith, in the name of and on behalf of the Company, as in his judgment may be necessary or appropriate to carry out the intent and to accomplish the purpose of these resolutions; and it is

**RESOLVED**, that after filing the chapter 11 bankruptcy case, the Company's current officers, Karl-Heinz Pitsch, as Chief Executive Officer, and Mark Milner, as Chief Financial Officer, will continue to operate the Company in the ordinary course of business.

Dated: December 17, 2010

By:   
John G. Ball

Dated: December 17, 2010

By: \_\_\_\_\_  
Michael Frow

Dated: December 17, 2010

By: \_\_\_\_\_  
Marilyn Sylvestre



- d. Execute a debtor-in-possession financing agreement with the Senior Secured Lenders on terms substantially as set forth in the debtor-in-possession financing agreement negotiated by the Company;
- e. Take or direct all actions as may be necessary or appropriate, and to exercise all rights, claims, remedies, privileges, and to perform, or cause to be performed, all duties and obligations, as the Company may have as a debtor under chapter 11 of the Bankruptcy Code and related rules, and to execute and deliver, or cause to be executed and delivered, all instruments, petitions, agreements, certificates and documents in connection therewith, in the name of and on behalf of the Company, as in his judgment may be necessary or appropriate to carry out the intent and to accomplish the purpose of these resolutions; and it is

**RESOLVED**, that after filing the chapter 11 bankruptcy case, the Company's current officers, Karl-Heinz Pitsch, as Chief Executive Officer, and Mark Milner, as Chief Financial Officer, will continue to operate the Company in the ordinary course of business.

Dated: December 17, 2010

By: \_\_\_\_\_

John G. Ball

Dated: December 17, 2010

By: \_\_\_\_\_

Michael Frow

Dated: December 17, 2010

By: \_\_\_\_\_

Marilyn Sylvestre

Attorney or Party Name, Address, Telephone &amp; FAX Number, and California State Bar Number FOR COURT USE ONLY

Scott F. Gautier (State Bar No. 211742)  
 Peitzman, Weg & Kempinsky LLP  
 10100 Santa Monica Blvd., Suite 1450, Los Angeles, CA 90067  
 Telephone: 310-552-3100, Facsimile: 310-552-3101

☒ Attorney for: Luxe Beauty Midco Corporation

**UNITED STATES BANKRUPTCY COURT  
 CENTRAL DISTRICT OF CALIFORNIA**

In re:

Luxe Beauty Midco Corporation

Debtor(s),

Plaintiff(s),

Defendant(s).

CASE NO.:

ADV. NO.:

CHAPTER: 11

**Corporate Ownership Statement Pursuant to  
 F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

*Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, T. Scott Avila, the undersigned in the above-captioned case, hereby declare  
 (Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

1. I have personal knowledge of the matters set forth in this Statement because:

- ☒ I am the president or other officer or an authorized agent of the debtor corporation  
☐ I am a party to an adversary proceeding  
☐ I am a party to a contested matter  
☐ I am the attorney for the debtor corporation

2. a. ☒ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

*[For additional names, attach an addendum to this form.]*

Luxe Beauty Holdings Corporation

b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

/s/T. Scott Avila  
 Signature of Attorney or Declarant

12/21/10  
 Date

T. Scott Avila  
 Printed Name of Attorney or Declarant

1 Scott F. Gautier (CA State Bar No. 211742)  
*sgautier@pwkllp.com*  
2 Lorie A. Ball (CA State Bar No. 210703)  
*lball@pwkllp.com*  
3 Thor D. McLaughlin (CA State Bar No. 257864)  
*tmclaughlin@pwkllp.com*  
4 PEITZMAN, WEG & KEMPINSKY LLP  
10100 Santa Monica Blvd., Suite 1450  
5 Los Angeles, CA 90067  
Telephone: (310) 552-3100  
6 Facsimile: (310) 552-3101

7 Proposed Attorneys for Debtor and Debtor-in-Possession

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **LOS ANGELES DIVISION**

11 In re	Case No.:
12 LUXE BEAUTY MIDCO	Chapter 11
13 CORPORATION,	
14 Debtor.	<b>LIST OF CREDITORS HOLDING 20</b>
	<b>LARGEST UNSECURED CLAIMS</b>
	<b>PURSUANT TO FEDERAL RULE OF</b>
	<b>BANKRUPTCY PROCEDURE 1007(d);</b>
	<b>DECLARATION OF T. SCOTT AVILA</b>

16 The above-captioned debtor (the "Debtor"), hereby submits the attached List of Creditors  
17 Holding 20 Largest Unsecured Claims Pursuant to Federal Rule of Bankruptcy Procedure 1007(d) (the  
18 "List"). The List does not include (1) persons who come within the definition of "insider" set forth in  
19 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured  
20 deficiency places the creditor among the holders of the 20 largest unsecured claims.

21 The List was prepared by the Debtor based upon the ongoing review of its books and records.  
22 The List, therefore, is subject to amendment if additional information becomes known as a result of the  
23 ongoing review of the books and records.

24 Dated: December 21, 2010

PEITZMAN, WEG & KEMPINSKY LLP

26 By: /s/ Scott F. Gautier

27 Scott F. Gautier

28 Proposed Attorneys for Debtor and Debtor-in-Possession

**DECLARATION OF T. SCOTT AVILA**

I, Scott Avila, declare as follows:

1. I am the Chief Restructuring Officer for the Debtor in the above-captioned matter. The attached List of Creditors Holding 20 Largest Unsecured Claims (the "List") is true and correct to the best of our information and belief based upon our review of the Debtor's books and records. If additional information becomes known as a result of the ongoing review of the Debtor's books and records, the List will be promptly amended.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21 day of December, 2010, at Los Angeles, California.

/s/ T. Scott Avila

T. Scott Avila  
Chief Restructuring Officer  
Luxe Beauty Midco Corporation

In re Luxe Beauty Midco Corporation

(1) Name of creditor & mailing address	(2) Name, telephone & address of contact	(3) Nature of claim	(4) Contingent, unliquidated, disputed, subject to set off	(5) Amount
Northwestern Mutual Life Insurance Company 720 East Wisconsin Avenue, Milwaukee, Wisconsin 53202	Brad Kunath Northwestern Mutual Capital 720 East Wisconsin Avenue Milwaukee, WI 53202	Subordinated debt	Disputed	\$25,000,000
Bruce Olson, as Seller Representative 8235 Forsyth Blvd., Suite 901 St. Louis, MO 63105		Contract Claim	Contingent, Disputed	\$958,149.32

1 Scott F. Gautier (State Bar No. 211742)  
sgautier@pwkllp.com  
2 Lorie A. Ball (State Bar No. 210703)  
lball@pwkllp.com  
3 Thor McLaughlin (State Bar No. 257864)  
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4 PEITZMAN, WEG & KEMPINSKY LLP  
10100 Santa Monica Boulevard, Suite 1450  
5 Los Angeles, CA 90067  
Telephone: (310) 552-3100  
6 Facsimile: (310) 552-3101

7 Proposed Counsel for Debtors and Debtors in Possession

8  
9 **UNITED STATES BANKRUPTCY COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**  
11 **SAN FERNANDO VALLEY DIVISION**

12 In re:

13 LUXE BEAUTY MIDCO CORPORATION

14 Debtor and Debtor in Possession

Case No.:

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS  
PURSUANT TO FEDERAL RULE OF  
BANKRUPTCY PROCEDURE 1007(a)(3);  
DECLARATION OF T. SCOTT AVILA**

17  
18 The above-captioned debtor hereby submits the attached List of Equity Security Holders  
19 pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3).  
20

21 Dated: December 21, 2010

PEITZMAN, WEG & KEMPINSKY LLP

22  
23 By: /s/ Scott F. Gautier

24 Scott F. Gautier

25 Thor D. McLaughlin

26 Proposed Counsel for Luxe Beauty Midco Corporation  
27  
28

**DECLARATION OF T. SCOTT AVILA**

I, T. Scott Avila, declare as follows:

1. I am the Chief Restructuring Officer of the Debtor in the above-captioned matter.  
The attached List of Equity Security Holders is true and correct to the best of my knowledge,  
information and belief based upon my review of the Debtor's books and records.

I declare under penalty of perjury under the laws of the United States of America that the  
foregoing is true and correct.

Executed this 21 of December, 2010 at Los Angeles, California.

/s/ T. Scott Avila

T. Scott Avila  
Chief Restructuring Officer  
Luxe Beauty Midco Corporation



In re Luxe Beauty Midco Corporation

**List of Equity Security Holders**

<b>Name and last known address or place of business of holder</b>	<b>Security Class</b>
Luxe Beauty Holdings Corporation c/o Thoma Cressey Bravo 300 N. LaSalle Street Suite 4350 Chicago, IL 60654	100% of common stock

Party Name, Address and Telephone Number (CA State Bar No. If Applicable) Scott F. Gautier (CA State Bar 211742) Lorie A. Ball (CA State Bar 210703) Thor D. McLaughlin (CA State Bar 257864) Peitzman, Weg & Kempinsky LLP 10100 Santa Monica Blvd., Suite 1450 Los Angeles, CA 90067 Tel: (310) 522-3100 Fax: (310) 552-3101	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Luxe Beauty Midco Corporation	CHAPTER 11 CASE NUMBER
Debtor.	(No Hearing Required)

**VENUE DISCLOSURE FORM  
FOR CORPORATIONS FILING CHAPTER 11  
(Required by General Order 97-02)**

*\*Attach additional sheets as necessary and indicate so in each section\**

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):

9232 Eton Ave.  
Chatsworth, CA 91311

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

21551 Prairie Street  
Chatsworth, CA 91311

3. Disclose the current business address(es) for all corporate officers:

21551 Prairie Street Chatsworth, CA 91311	CRG Partners Group, LLC 11835 West Olympic Boulevard East Tower Suite 650E Los Angeles, CA 90064
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4. Disclose the current business address(es) where the Debtor's books and records are located:

21551 Prairie Street  
Chatsworth, CA 91311

In re Luxe Beauty Midco Corporation  Debtor.	CHAPTER 11  CASE NUMBER
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5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

21551 Prairie Street  
Chatsworth, CA 91311

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

None

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (*specify*):

T. Scott Avila  
Chief Restructuring Officer  
11835 West Olympic Blvd.  
East Tower, Suite 650E  
Los Angeles, CA 90064

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on the 21st day of December, 2010, at Los Angeles, California.

T. Scott Avila  
*Type Name of Officer*

Chief Restructuring Officer  
*Position or Title of Officer*

/s/T. Scott Avila  
*Signature of Declarant*

## INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2

## UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

In re Sexy Hair Concepts, LLC; chapter 11 case; filed 12/21/10; Central District of California, San Fernando Valley Division

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In re Ecoly International, Inc.; chapter 11 case; filed 12/21/10; Central District of California, San Fernando Valley Division

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4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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

Executed at Los Angeles, California.

/s/T. Scott Avila

Debtor

Dated 12/21/10

Joint Debtor

1 Scott F. Gautier (State Bar No. 211742)  
2 *sgautier@pwkllp.com*  
3 Lorie A. Ball (State Bar No. 210703)  
4 *lball@pwkllp.com*  
5 Thor D. McLaughlin (State Bar No. 257864)  
6 *tmclaughlin@pwkllp.com*  
7 PEITZMAN, WEG & KEMPINSKY LLP  
8 10100 Santa Monica Boulevard, Suite 1450  
9 Los Angeles, CA 90067  
10 Telephone: (310) 552-3100  
11 Facsimile: (310) 552-3101

12 Proposed Counsel for the Debtor and Debtor in Possession

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**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SAN FERNANDO VALLEY DIVISION**

In re:

Luxe Beauty Midco Corporation, a Delaware  
corporation,

Debtor and Debtor in Possession

Case No.:

Chapter 11

**DEBTOR'S SCHEDULES OF ASSETS AND  
LIABILITIES**

19 Luxe Beauty Midco Corporation (the "Debtor"), hereby submit its Schedules of Assets and  
20 Liabilities (the "Schedules"). The Debtor is a parent company of a limited liability company that  
21 operates a hair care product design and distribution business. Since November, 2008, and January,  
22 2009, the business has been managed by Karl-Heinz Pitsch, as Chief Executive Officer, (the "CEO")  
23 and Mark Milner, as Chief Financial Officer, respectively, who are responsible for maintaining the  
24 books and records associated with the business. In addition, T. Scott Avila was hired in November,  
25 2009, as the Chief Restructuring Officer, to help manage the Debtor. Based on the information  
26 available to these executives, the Debtor has attempted to provide complete and accurate information,  
27 but no assurance can be made that the information is complete and accurate, as the books and records  
28 of the Debtor have not been audited or verified. The Debtor is, however, continuing to review and  
update the books and records and other financial information, and the information provided in the  
Schedules may need to be augmented or corrected in the future. Nothing contained in or omitted from

1 the Schedules constitutes or should be deemed an admission by the Debtor, and the Debtor reserves  
2 the right to amend the Schedules periodically to the extent necessary to reflect new or additional  
3 information.

4 Any failure to designate a claim or lien listed on the Schedules as “disputed,” “contingent,” or  
5 “unliquidated” does not constitute an admission by the Debtor that such claim or lien is not  
6 “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute, or to assert  
7 offsets or defenses to, (i) any claim reflected on the Schedules as to amount, liability, priority, or  
8 classification, or (ii) any lien reflected on the Schedules as to validity, priority, or extent, or to  
9 otherwise subsequently designate any claim or lien as “disputed,” “contingent,” or “unliquidated.”  
10 Similarly, the designation of a contract or lease as “executory” does not constitute an admission by the  
11 Debtor that such contract or lease exists or is in fact “executory,” and the Debtor reserves the right to  
12 dispute that such contract or lease exists or is in fact “executory.”

13 Dated: December 21, 2010

PEITZMAN, WEG & KEMPINSKY LLP

14 By: /s/ Scott F. Gautier  
15 Proposed Counsel for the Debtor and  
16 Debtor in Possession  
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# UNITED STATES BANKRUPTCY COURT

## Central District of California

In re  Luxe Beauty Midco Corporation	Case No.:  (If known)
Debtor.	

### 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 also must 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	Y	1	\$0.00		
B-	Personal Property	Y	3	\$0.00		
C-	Property Claimed as Exempt	N	0			
D-	Creditors Holding Secured Claims	Y	1		\$ 62,580,138.16	
E-	Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Y	2		\$0.00	
F-	Creditors Holding Unsecured Nonpriority Claims	Y	1		\$25,979,049.00	
G-	Executory Contracts and Unexpired Leases	Y	2			
H-	Codebtors	Y	1			
I-	Current Income of Individual Debtor(s)	N	—			\$ —
J-	Current Expenditures of Individual Debtors(s)	N	—			\$ —
<b>TOTAL</b>			11	\$ 0.00	\$88,559,187.16	



In re Luxe Beauty Midco Corporation	Case No.:  (If known)
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 co-tenant, 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 the 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
None				
Total ➤			\$0.00	

(Report also on Summary of Schedules.)

In re Luxe Beauty Midco Corporation	Case No.:  (If known)
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 the 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		NONE	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 home stead associations, or credit unions, brokerage houses, or cooperatives.	X			
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, photo-graphic, 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			
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); Rule 1007(b)).	X			

In re Luxe Beauty Midco Corporation	Case No.:  (If known)
Debtor.	

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

	TYPE OF PROPERTY	NONE	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
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.		Ownership of 70.54 percent of shares of Ecoly International, Inc.		\$0.00
14.	Interests in partnerships or joint ventures. Itemize.	X			
15.	Government and corporate bonds and other negotiable and non-negotiable 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 non-contingent 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			
22.	Patents, copyrights, and other intellectual property. Give particulars.	X			
23.	Licenses, franchises, and other general intangibles. Give particulars.	X			

In re Luxe Beauty Midco Corporation  <div style="text-align: right;">Debtor.</div>	Case No.:  <div style="text-align: right;">(If known)</div>
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## SCHEDULE B -PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY		NONE	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
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.	X			
25.	Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26.	Boats, motors, and accessories.	X			
27.	Aircraft and accessories.	X			
28.	Office equipment, furnishings, and supplies.	X			
29.	Machinery, fixtures, equipment, and supplies used in business.	X			
30.	Inventory.	X			
31.	Animals.	X			
32.	Crops - growing or harvested. Give particulars.	X			
33.	Farming equipment and implements.	X			
34.	Farm supplies, chemicals, and feed.	X			
35.	Other personal property of any kind not already listed. Itemize.	X			
			0 continuation sheets attached	Total ➤	\$ 0.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re <div style="text-align: center;">Luxe Beauty Midco Corporation</div> <div style="text-align: right;">Debtor.</div>	Case No.:  <div style="text-align: right;">(If known)</div>
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## 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 the 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 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 Without Deducting Value of Collateral" 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, if Any" 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 A ACCOUNT NUMBER <small>(See Instructions Above)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
<div style="border-bottom: 1px solid black; padding-bottom: 2px;">Last four digits of ACCOUNT NO.</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Bank of Montreal, as Administrative and Collateral Agent</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">115 S. LaSalle St., 12W</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Chicago, IL 60603</div>	X		<div style="border-bottom: 1px solid black; padding-bottom: 2px;">Date Claim Incurred: 4/9/08</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Description: All assets</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Value \$ 0.00</div>				Not less than \$62,580,138.16	
<div style="border-bottom: 1px solid black; padding-bottom: 2px;">Last four digits of ACCOUNT NO.</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Value \$</div>			<div style="border-bottom: 1px solid black; padding-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Value \$</div>					
<div style="border-bottom: 1px solid black; padding-bottom: 2px;">Last four digits of ACCOUNT NO.</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Value \$</div>			<div style="border-bottom: 1px solid black; padding-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">Value \$</div>					
Subtotal (Total of this page)							\$ 62,580,138.16	
Total (Use only last page)							\$ 62,580,138.16	

(Report total also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

  0   Continuation Sheets attached

Main Document		Page 28 of 62	
In re	Luxe Beauty Midco Corporation	Case No.:	
	Debtor.		(If known)

## 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 \$10,950\* 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 \$5,400\* 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 \$2,425\* 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).

In re Luxe Beauty Midco Corporation	Case No.:
Debtor.	(If known)

- ☐ **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).

\*Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 Continuation Sheets attached



In re Luxe Beauty Midco Corporation  Debtor.	Case No.:  (If known)
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## 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 filing a case under chapter 7, 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.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Last four digits of ACCOUNT NO. Northwestern Mutual Life Insurance Company 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202	X		April 9, 2008			x	\$25,000,000.00
Last four digits of ACCOUNT NO. Ecoly International, Inc. 21551 Prairie St., Chatsworth, CA 91311						x	\$20,900.00
Last four digits of ACCOUNT NO. Bruce Olson, as Seller Representative 8235 Forsyth, Blvd., Suite 901 St. Louis, MO 63105	X		April 9, 2008	x		x	\$958,149.32 (est.)
Last four digits of ACCOUNT NO.							

Subtotal ➤ \$ 25,979,049

0 Continuation Sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on  
the Statistical Summary of Certain Liabilities and Related Data.)

Total ➤ \$ 25,979,049

In re Luxe Beauty Midco Corporation	Case No.:  (If known)
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.
<p>Bank of Montreal, as Administrative and Collateral Agent 115 S. LaSalle St., 12W Chicago, IL 60603</p> <p>Sexy Hair Concepts, LLC 21551 Prairie St., Chatsworth, CA 91311</p> <p>Ecoly International, Inc. 21551 Prairie St., Chatsworth, CA 91311</p> <p>Luxe Beauty Holdings Corporation c/o Thoma Cressey Bravo Inc. 300 N. La Salle Street Suite 4350 Chicago, IL 60654</p> <p>CRG Partners Group, LLC 11835 West Olympic Boulevard East Tower, Suite 650E Los Angeles, CA 90064</p> <p>Imperial Capital, LLC 2000 Avenue of the Stars, 9th Floor South Los Angeles, CA 90067</p> <p>Peitzman, Weg &amp; Kempinsky, LLP 10100 Santa Monica Blvd., Suite 1450 Los Angeles, CA 90067</p>	<p>Credit Agreement Dated: April 9, 2008 Security Agreement Dated: April 9, 2008 Pledge Agreement Dated: April 9, 2008</p> <p>Engagement Letter Dated: July 22, 2009 Amendment #2 to Engagement Letter Dated: July 13, 2010 Amendment #3 to Engagement Letter Dated: July 13, 2010</p> <p>Engagement Letter Dated: October 12, 2009 Amendment to Engagement Letter Dated: July 13, 2010</p> <p>Engagement Letter Dated: July 13, 2010 Amendment to Engagement Letter Dated: September 20, 2010</p>

In re <b>Luxe Beauty Midco Corporation</b>  Debtor.	Case No.:   (If known)
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## 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.
<p>The Northwestern Mutual Life Insurance Company  720 East Wisconsin Avenue  Milwaukee, WI 53202</p> <p>Sexy Hair Concepts, LLC  21551 Prairie St., Chatsworth, CA 91311</p> <p>Luxe Beauty Midco Corporation  21551 Prairie St., Chatsworth, CA 91311</p> <p>Luxe Beauty Holdings Corporation  c/o Thoma Cressey Bravo Inc.  300 N. La Salle Street  Suite 4350  Chicago, IL 60654</p>	<p>Securities Purchase and Guaranty Agreement  Dated: April 9, 2008</p>
<p>Willis Risk and Insurance Services of Orange County  P.O. Box 100022  Pasadena, CA 91189</p>	<p>Insurance Contract  Dated: November 3, 2010</p>

In re Luxe Beauty Midco Corporation	Case No.:  (If known)
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 the 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
Luxe Beauty Holdings Corporation c/o Thoma Cressey Bravo Inc. 300 N. La Salle Street Suite 4350 Chicago, IL 60654	Bank of Montreal, as Administrative and Collateral Agent 115 S. LaSalle St., 12W Chicago, IL 60603  Northwestern Mutual Life Insurance Company 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202
Ecoly International, Inc. 21551 Prairie St., Chatsworth, CA 91311	Bank of Montreal, as Administrative and Collateral Agent 115 S. LaSalle St., 12W Chicago, IL 60603  Northwestern Mutual Life Insurance Company 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202
Sexy Hair Concepts, LLC 21551 Prairie St., Chatsworth, CA 91311	Bank of Montreal, as Administrative and Collateral Agent 115 S. LaSalle St., 12W Chicago, IL 60603  Northwestern Mutual Life Insurance Company 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
 Debtor

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
 (Joint Debtor, if any)  
 [If joint case, both spouses must sign.]

### DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer \_\_\_\_\_

Social Security No. \_\_\_\_\_  
 (Required by 11 U.S.C. § 110.)

*If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.*

\_\_\_\_\_

\_\_\_\_\_

Address \_\_\_\_\_

X \_\_\_\_\_  
 Signature of Bankruptcy Petition Preparer

\_\_\_\_\_ Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 12 sheets, and that they are true and correct to the best of my knowledge, information, and belief. (Total shown on summary page plus 1.)

Date December 21, 2010

Signature: /s/ T. Scott Avila  
T. Scott Avila  
 [Print or type name of individual signing on behalf of debtor.]

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

1 Scott F. Gautier (State Bar No. 211742)  
*sgautier@pwkllp.com*  
2 Lorie A. Ball (State Bar No. 210703)  
*lball@pwkllp.com*  
3 Thor D. McLaughlin (State Bar No. 257864)  
*tmclaughlin@pwkllp.com*  
4 PEITZMAN, WEG & KEMPINSKY LLP  
10100 Santa Monica Boulevard, Suite 1450  
5 Los Angeles, CA 90067  
Telephone: (310) 552-3100  
6 Telecopier: (310) 552-3101

7 Proposed Counsel for the Debtor and Debtor in Possession

8  
9 **UNITED STATES BANKRUPTCY COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**  
11 **SAN FERNANDO VALLEY DIVISION**

12 In re:

13 Luxe Beauty Midco Corporation, a Delaware  
14 corporation,

15 Debtor and Debtor in Possession  
16

Case No.:

Chapter 11

17  
18 **DEBTOR'S STATEMENT OF FINANCIAL**  
19 **AFFAIRS**

20 Luxe Beauty Midco Corporation (the "Debtor"), hereby submits its Statement of Financial  
21 Affairs (the "Statement of Financial Affairs"). The Debtor is a parent company of a limited liability  
22 company that operates a hair care product design and distribution business. Since November, 2008,  
23 and January, 2009, the business has been managed by Karl-Heinz Pitsch, as Chief Executive Officer,  
24 (the "CEO") and Mark Milner, as Chief Financial Officer, respectively, who are responsible for  
25 maintaining the books and records associated with the business. In addition, T. Scott Avila was hired  
26 in November, 2009 as the Chief Restructuring Officer to help manage the Debtor. Based on the  
27 information available to these executives, the Debtor has attempted to provide complete and accurate  
28 information, but no assurance can be made that the information is complete and accurate, as the books  
and records of the Debtor have not been audited or verified. The Debtor is, however, continuing to  
review and update the books and records and other financial information, and the information  
provided in the Statement of Financial Affairs, and the attached schedules, may need to be augmented

1 or corrected in the future. Nothing contained in or omitted from the Statement of Financial Affairs  
2 and attached schedules constitutes or should be deemed an admission by the Debtor, and the Debtor  
3 reserves the right to amend the Statement of Financial Affairs and attached schedules periodically to  
4 the extent necessary to reflect new or additional information.

5 Any failure to designate a claim or lien listed on the Statement of Financial Affairs as  
6 “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such  
7 claim or lien is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to  
8 dispute, or to assert offsets or defenses to, (i) any claim reflected on the Statement of Financial Affairs  
9 as to amount, liability, priority, or classification, or (ii) any lien reflected on the Statement of Financial  
10 Affairs as to validity, priority, or extent, or to otherwise subsequently designate any claim or lien as  
11 “disputed,” “contingent,” or “unliquidated.” Similarly, the designation of a contract or lease as  
12 “executory” does not constitute an admission by the Debtor that such contract or lease exists or is in  
13 fact “executory,” and the Debtor reserves the right to dispute that such contract or lease exists or is in  
14 fact “executory.”

15  
16 Dated: December 21, 2010

PEITZMAN, WEG & KEMPINSKY LLP

17 By: /s/ Scott F. Gautier  
18 Proposed Counsel for the Debtor and Debtor in  
19 Possession  
20  
21  
22  
23  
24  
25  
26  
27  
28



UNITED STATES BANKRUPTCY COURT

Central District of California

In re Luxe Beauty Midco Corporation	Case No.:
Debtor.	(If known)

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 and 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 owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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, 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

See attached Schedule 2

**3. Payments to Creditors***Complete a. or b., as appropriate, and c.*

None ☒ 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 creditor 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  
PAYMENTSAMOUNT  
PAIDAMOUNT  
STILL OWING

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 \$5,475. 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/  
TRANSFERSAMOUNT PAID  
OR VALUE OF  
TRANSFERSAMOUNT  
STILL OWING

- 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
--	--------------------	----------------	-----------------------

#### 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
------------------------------------	----------------------	---------------------------------	--------------------------

- 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
--	--------------------	---

**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
---	--	--------------------------------------

**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
---------------------------------	-----------------------	--------------------------------------

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 AND NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	---

**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

**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

**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 a 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

See attached Schedule 9

**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
---	------	--

- 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
----------------------------------	---------------------------	--

**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
------------------------------------	--	--

**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
------------------------------	--------------------------------------	----------------------

**15. Prior Address of Debtor**

None ☐ If 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  
9232 Eton Ave.  
Chatsworth, CA

NAME USED  
Luxe Beauty Midco Corporation

DATES OF OCCUPANCY  
End date 8/30/08

**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

**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



- 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

- 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

# 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 SOC. SEC. NO./ COMPLETE EIN <sup>1</sup> OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Ecoly International, Inc.	95-4512202	21551 Prairie St. Chatsworth, CA 91311	Haircare Products	11/17/94 - Present

- 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

- None ☒ b. List all firms or individuals who within **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

Luxe Beauty Midco Corporation

21551 Prairie St.  
Chatsworth, CA 91311

Green, Hasson &amp; Janks, LLP

10990 Wilshire Blvd.  
16th Floor  
Los Angeles, CA 90024

- 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

See attached schedule 19-d

**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 ADDRESS 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

- 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

See attached schedule 21-b.

**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

- 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

**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 AND ADDRESS  
OF RECIPIENT,  
RELATIONSHIP TO DEBTORDATE AND PURPOSE  
OF WITHDRAWALAMOUNT OF MONEY  
OR DESCRIPTION  
AND VALUE OF PROPERTY

**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)

Luxe Beauty Holdings Corporation

35-2329197

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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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• • • • • • • •

*[If completed by an individual or individual and spouse]*

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.

Date \_\_\_\_\_

Signature \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

Signature \_\_\_\_\_  
Joint Debtor (if any)

*[If completed on behalf of a partnership or corporation]*

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 December 21, 2010

Signature /s/ T. Scott Avila

T. Scott Avila, Chief Restructuring Officer  
Print Name and Title

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

4 continuation sheets added

*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*

**DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER**  
**(See 11 U.S.C. § 110)**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer \_\_\_\_\_

Complete Social Security No. (Required by 11 U.S.C. § 110.) \_\_\_\_\_

*If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.*

\_\_\_\_\_

Address \_\_\_\_\_

Signature of Bankruptcy Petition Preparer \_\_\_\_\_

Date \_\_\_\_\_

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document if the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

***A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. § 156.***

**Schedule 2**  
**Income Other than from Employment or Operation of Business**  
**Intercompany Transfers from Sexy Hair, LLC to Luxe Beauty Midco Corporation**

<b>Purpose</b>	<b>Amount</b>	<b>Source</b>
Luxe Beauty Midco Delaware Corporation Fees	\$358.00	Sexy Hair Concepts, LLC

**Schedule 9**  
**Payments Related to Debt Counseling or Bankruptcy**

Services were provided jointly and severally to Sexy Hair Concepts, LLC, Ecoly International, Inc., and Luxe Beauty Midco Corporation ("Midco"). Services performed on behalf of Midco were relatively minor and merely incidental to the significant services performed for Sexy Hair Concepts, LLC. All fees and expenses for services performed were billed to and paid by Sexy Hair Concepts, LLC.



In re Luxe Beauty Midco Corporation

Statement of Financial Affairs

**Schedule 19-d – Issuing of Financial Statement**

Name	Address	Address 2	City	State	ZIP Code	Date Issued
FTI CONSULTING, INC	PO BOX 631916		BALTIMORE	MD	21263	February-09
IMPERIAL CAPITAL	2000 AVE OF THE STARS 9TH FL SOUTH		LOS ANGELES CA		90067	October-09
ADMINISTAFF COMPANIES INC	PO BOX 200634	HO	USTON	TX	77216	March-09
CRG PARTNERS GROUP LLC	2 ATLANTIC AVE	BOST	ON	MA	2110	July-09
Tatum	2321 Rosecrans Ave	Suite 2215	El Segundo	CA	90245	October-09
Thoma Cressey Bravo	300 N. LaSalle Street	Suite 4350	CHICAGO	IL	60654	December-08
GREEN HASSON & JANKS LLP	10990 WILSHIRE BLVD, 16TH FLR		LOS ANGELES	CA	90024-3929	December-08
PEITZMAN, WEG & KEMPINSKY LLP	10100 SANTA MONICA BLVD	SUITE 1450	LOS ANGELES	CA 9	0067	March-10
KPMG LLP	355 South Grand Ave	Suite 2000	Los Angeles	CA	90071	March-10
RSM McGladery	8000 Towers Crescent Dr	Suite 500	Vienna	VA	22182	April-10
Northwestern Mutual Life Insurance Company	720 East Wisconsin Avenue,		Milwaukee	Wisconsin	53202	Multiple
Bank of Montreal, as Administrative and Collateral Agent	115 S LaSalle St, 12w	Chicago		Illinois	60603	Multiple

In re Luxe Beauty Midco Corporation

Statement of Financial Affairs

## Schedule 21-b

Name and Address	Title	Nature and Percentage of Stock Ownership
Luxe Beauty Holdings Corporation c/o Thoma Bravo Inc. 300 N. La Salle Street Suite 4350 Chicago, IL 60654	Stockholder	100%
Karl Heinz Pitsch 21551 Prairie Street Chatsworth, CA 91311	CEO and President	0%
Mark Milner 21551 Prairie Street Chatsworth, CA 91311	Chief Financial Officer	0%
T. Scott Avila 11835 West Olympic Blvd. East Tower, Suite 705E Los Angeles, CA 90064	Chief Restructuring Officer	0%
Mike Frow 638 Crane Prairie Way, Osprey, FL 34229	Director	0%
Marilyn Sylvestre 676 Crane Prairie Way, Osprey, FL 34229	Director	0%
John G. (Pete) Ball 2911 Turtle Creek Blvd., Suite 300, Dallas, TX 75219	Director	0%

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA**

In re

Luxe Beauty Midco Corporation

Debtor.

Case No.:

**DISCLOSURE OF COMPENSATION  
OF ATTORNEY FOR DEBTOR**

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(s) 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 follow:

For legal services, I have agreed to accept .....	\$ 0
Prior to the filing of this statement I have received. ....	\$ 0
Balance Due. ....	\$ 0.00

2. The source of the compensation paid to me was:

☐ Debtor      ☐ Other (*specify*)      N/A

3. The source of compensation to be paid to me is:

☐ Debtor      ☒ Other (*specify*)      Sexy Hair Concepts, LLC

4. ☒ 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.

5. 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. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;~~
- ~~e. [Other provisions as needed].~~

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services

Any services to be performed during the pendency of the bankruptcy case.

**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.

December 21, 2010

*Date*

/s/ Scott F. Gautier

*Signature of Attorney*

Peitzman, Weg & Kempinsky LLP

*Name of Law Firm*

Verification of Creditor Mailing List - (Rev. 10/05)

2003 USBC, Central District of California

**MASTER MAILING LIST**  
**Verification Pursuant to Local Bankruptcy Rule 1007-2(d)**

Name Thor D. McLaughlin / Peitzman Weg & Kempinsky LLP

Address 10100 Santa Monica Blvd., Los Angeles, CA 90067

Telephone (310) 552-3100

- ☒ Attorney for Debtor(s)  
☐ Debtor in Pro Per

**UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**

List all names including trade names used by Debtor(s) within last  
8 years):

Luxe Beauty Midco Corporation

Case No.:

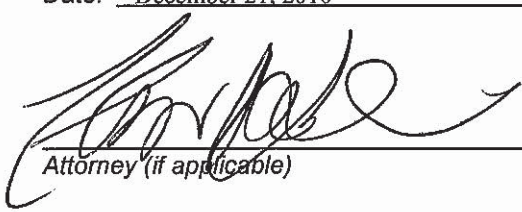
Chapter: 11

**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 5 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: December 21, 2010

Debtor

  
Attorney (if applicable)

Joint Debtor

Luxe Beauty Midco Corporation  
21551 Prairie Street  
Chatsworth, CA 91311

Peitzman Weg & Kempinsky LLP  
10100 Santa Monica Blvd  
Suite 1450  
Los Angeles, CA 90067

Office of the United States Trustee  
725 S Figueroa Street  
Suite 2600  
Los Angeles, CA 90017

Administaff Companies Inc  
PO Box 200634  
Houston, TX 77216

Bank of Montreal  
Administrative & Collateral Agent  
115 S LaSalle St 12W  
Chicago, IL 60603

Bruce A Olson  
BBI Group Inc  
8235 Forsyth Blvd Suite 901  
St Louis, MO 63105

CRG Partners Group LLC  
11835 West Olympic Blvd  
East Tower Suite 650E  
Los Angeles, CA 90064

CRG Partners Group LLC  
2 Atlantic Ave  
Boston, MA 02110

Ecoly International Inc  
21551 Prairie St  
Chatsworth, CA 91311

FTI Consulting Inc  
PO Box 631916  
Baltimore, MD 21263

Goodwin Procter LLP  
Attention J Hovey Kemp  
901 New York Avenue NW  
Washington, DC 20001

Green Hasson and Janks LLP  
10990 Wilshire Blvd 16th Flr  
Los Angeles, CA 90024-3929

Imperial Capital  
2000 Ave of the Stars 9th Fl South  
Los Angeles, CA 90067

James Morrison  
21815 Ulmus Drive  
Woodland Hills, CA 91364

John G Ball  
2911 Turtle Creek Blvd Suite 300  
Dallas, TX 75219

KPMG LLP  
355 South Grand Ave Suite 2000  
Los Angeles, CA 90071

Karl Heinz Pitsch  
21551 Prairie Street  
Chatsworth, CA 91311

Linda L Von Allmen  
9 Isla Bahia Drive  
Fort Lauderdale, FL 33316



Luxe Beauty Holdings Corporation  
Thoma Cressey Bravo Inc  
300 N La Salle Street Suite 4350  
Chicago, IL 60654

Marilyn Sylvestre  
676 Crane Prairie Way  
Osprey, FL 34229

Mark Milner  
21551 Prairie Street  
Chatsworth, CA 91311

Mike Frow  
638 Crane Prairie Way  
Osprey, FL 34229

Northwestern Mutual Life Insurance  
720 E Wisconsin Avenue  
Milwaukee, WI 53202

PPM America Private Equity Fund  
Attention Austin Krumpfes  
225 West Wacker Dr Suite 1200  
Chicago, IL 60606

RSM McGladery  
8000 Towers Crescent Dr Suite 500  
Vienna, VA 22182

Reed Smith LLP  
Attention James J Greenberger Esq  
10 South Wacker Drive 40<sup>th</sup> Floor  
Chicago, IL 60606

Schiff Hardin  
Attention Andrew A Kling Esq  
6600 Sears Tower  
Chicago, IL 60606

Sexy Hair Concepts LLC  
21551 Prairie St  
Chatsworth, CA 91311

Stinson Morrison Hecker LLP  
Attention Philip G Kaplan Esq  
168 North Meramec Ave Suite 400  
St Louis, MO 63105

T Scott Avila  
11835 West Olympic Blvd  
East Tower Suite 650E  
Los Angeles, CA 90064

Tatum  
2321 Rosecrans Ave Suite 2215  
El Segundo, CA 90245

Thoma Cressey Bravo Inc  
Attention Carl D Thoma  
300 N La Salle Street Suite 4350  
Chicago, IL 60654

Willis Risk and Insurance Services of Orange County  
PO Box 100022  
Pasadena, CA 91189