

**United States Bankruptcy Court
District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Badanco Acquisition LLC	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): 20-8161700	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. and Street, City, and State): 994 Riverview Drive Totowa, New Jersey	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 07512	ZIP CODE
County of Residence or of the Principal Place of Business: Passaic	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**

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(S1B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> Chapter 7</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</td> </tr> <tr> <td><input type="checkbox"/> Chapter 9</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</td> </tr> <tr> <td><input checked="" type="checkbox"/> Chapter 11</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Chapter 12</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Chapter 13</td> <td></td> </tr> </table> <hr/> <p align="center">Nature of Debts (Check one box.)</p> <p><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 household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>	<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding	<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	<input checked="" type="checkbox"/> Chapter 11		<input type="checkbox"/> Chapter 12		<input type="checkbox"/> Chapter 13	
<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding											
<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
<input checked="" type="checkbox"/> Chapter 11												
<input type="checkbox"/> Chapter 12												
<input type="checkbox"/> Chapter 13												

<p align="center">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><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.</p> <p><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.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(S1D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(S1D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input 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.</p>	THIS SPACE IS FOR COURT USE ONLY										
<p>Estimated Number of Creditors</p> <table style="width:100%;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>	<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	
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<p>Estimated Assets</p> <table style="width:100%;"> <tr> <td><input checked="" type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<p>Estimated Liabilities</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Badanco Acquisition LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: n/a	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: see attached Schedule 1	Case Number: to be determined	Date Filed: date hereof	
District: District of Delaware	Relationship: affiliates	Judge: to be determined	
<p style="text-align: center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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.)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> Debtor has included with 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Badanco Acquisition LLC

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 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 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 Attorney*

X _____
Signature of Attorney for Debtor(s)
Robert S. Brady (No. 2847)
Printed Name of Attorney for Debtor(s)
Young Conway Stargatt & Taylor, LLP
Firm Name
The Brandywine Building, 1000 West Street
Address
17th Floor, Wilmington, DE 19801

Telephone Number
(302) 571-6600
Date: 5/11/09

*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 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.

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

X _____
Signature of Authorized Individual
John J. Hastings, on behalf of SRR Luggage Holdings, LLC
Printed Name of Authorized Individual
Vice President and Secretary of SRR Luggage Holdings LLC
Title of Authorized Individual
5/11/09
Date

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
BADANCO ACQUISITION LLC : Case No. 09- _____ ()
a Delaware corporation, et al.,¹ : :
: Joint Administration Requested
Debtors. : :
----- X

SCHEDULE 1 TO VOLUNTARY PETITION

On the date hereof, Badanco Acquisition LLC, Randa Luggage Inc. and Randa Luggage Holdings Corp. (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., in the United States Bankruptcy Court for the District of Delaware. Contemporaneously with the filing of these petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases for procedural purposes only.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Badanco Acquisition LLC (1700), Randa Luggage Inc. (f/k/a Badanco Enterprises, Inc.) (1110), and Randa Luggage Holdings Corp. (f/k/a Badanco Parent Company, Inc.) (1054). The mailing address for each of the Debtors is 994 Riverview Drive, Totowa, New Jersey 07512.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
BADANCO ACQUISITION LLC : Case No. 09-_____ ()
a Delaware corporation, et al.,¹ : :
: Joint Administration Requested
Debtors. : :
----- X

**CONSOLIDATED LIST OF CREDITORS
HOLDING LARGEST 20 UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). This list of creditors holding the twenty (20) largest unsecured claims (the “Top 20 List”) has been prepared, on a consolidated basis, from the Debtors’ books and records as of May 6, 2009.

The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in section 101(31) of the Bankruptcy Code; or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims.

The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization and/or amount of any claim.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Badanco Acquisition LLC (1700), Randa Luggage Inc. (f/k/a Badanco Enterprises, Inc.) (1110), and Randa Luggage Holdings Corp. (f/k/a Badanco Parent Company, Inc.) (1054). The mailing address for each of the Debtors is 994 Riverview Drive, Totowa, New Jersey 07512.

Name of creditor		Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
1.	United States Customs	6026 Lakeside Boulevard Indianapolis, Indiana 46278 Attn: Lee Sullivan, Supervisory Contract Specialist Phone: 317-298-1119 Fax: 317-298-1344 Email: lee.a.sullivan@customs.treas.gov	Customs Fees		\$288,000
2.	Pinghu Zhongtian Luggage & Bag	Yuqitang, Xindai Town Pinghu Zhongtian Pinghu City Zhejiang Prov, China Fax: 86-573-85640213	Trade Debt		\$211,998
3.	Badanco Holdings Co. LLC	52 Seminole Avenue Wayne, New Jersey 07470 Fax: 973-696-7756	Rent		\$130,611
4.	S.A.R.L. de Gestion Pierre Cardin	59 rue du Faubourg Saint-Honore' 75008 Paris, France Email: florence.monteil@pierrecardin.fr	Trade Debt		\$103,650
5.	Team Logistics	35 Continental Drive Wayne, New Jersey 07470 Phone: 973-595-1751 Fax: 973-595-8799	Trade Debt		\$35,741
6.	Horizon Blue Cross Blue Shield of New Jersey	P.O. Box 1738 Newark, New Jersey 07101 Phone: 800-414-7427 Fax: 973-274-2227	Insurance		\$24,653

² As noted above, the Debtor reserves its rights to dispute the claims set forth herein on any basis.

	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
7.	Skwiersky, Alpert & Bressler LLP	462 Seventh Avenue 23rd Floor New York, New York 10018 Phone: 212-714-0462 Fax: 212-714-0460	Accounting Services		\$20,000
8.	Ringel Kotzin Valuation Services	2800 N. Central Ave. Suite 1725 Phoenix, Arizona 85004 Phone: 602-266-5060 Fax: 602-266-5075	Professional Services		\$12,234
9.	Bellagio	3600 Las Vegas Blvd. South Las Vegas, Nevada 89109 Fax: 702-693-8688 Email: lbutters@bellagioresorts.com	Trade Debt		\$12,048
10.	Four-Jay Inc.	P.O. Box. 505 Oakland, New Jersey 07436 Fax: 201-337-6779	Trade Debt		\$5,275
11.	Teknicks	2275 West County Line Road Suite 6-222 Jackson, New Jersey 08527 Fax: 205-449-7750 Phone: 877-220-0352 Email: accounting@teknicks.com	Trade Debt		\$4,500
12.	The Hartford-Priority Accounts	P.O. Box 8500-3690 Attn: Group Benefits Division Philadelphia, Pennsylvania 19178 Fax: 888-701-8234	Insurance		\$5,009
13.	State of New Jersey	P.O. Box 394 Attn: Department of Labor & Workforce, Accounting Division Trenton, New Jersey 08625 Fax: 609-777-3634 Email: nj.taxation@treas.state.nj.us	Taxes		\$3,000

	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
14.	McGuire Woods LLP	1345 Avenue of the Americas 7th Floor New York, New York 10105 Phone: 212-548-2100 Fax: 804-775-1061	Professional Services		\$2,223
15.	Millennium Technologies	11 High Street Butler, New Jersey 07405-1105 Phone: 973-492-1608 Fax: 973-492-9166	Trade Debt		\$1,975
16.	V.A.I. Vormittag Associates Inc.	120 Comac Street Ronkonkoma, New York 11779 Phone: 800-824-7776 Fax: 631-588-9500	Trade Debt		\$1,859
17.	BX.com	3 Davol Square, Suite 425 Providence, Rhode Island 02903 Phone: 401-274-8991 Fax: 401-274-0167	Trade Debt		\$1,650
18.	Liberty Data Products	P.O. Box 630729 Houston, Texas 77263 Phone: 800-460-8900 Fax: 800-460-8999	Trade Debt		\$1,538
19.	Janimart Corporation	733 Ridgedale Ave. East Hanover, New Jersey 07936 Phone: 973-887-6666 Fax: 973-887-8999	Trade Debt		\$1,328
20.	Derse, Inc.	3800 West Canal Street Milwaukee, Wisconsin 53208 Fax: 414-257-1253	Trade Debt		\$1,327


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
BADANCO ACQUISITION LLC, : Case No. 09-____ ()
a Delaware corporation, et al.¹ : :
: Joint Administration Requested
Debtors. :
----- X

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED LIST OF
CREDITORS HOLDING LARGEST 20 UNSECURED CLAIMS**

I, John H. Karch, Vice President of Finance of Randa Luggage Inc., a Delaware corporation, and one of the entities named as a debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: May 8, 2009



John H. Karch
Vice President of Finance
Randa Luggage Inc.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Randa Luggage Inc. (f/k/a Badanco Enterprises, Inc.) (1110), Randa Luggage Holdings Corp. (f/k/a Badanco Parent Company, Inc.) (1054), and Badanco Acquisition LLC (1700). The mailing address for each of the Debtors is 994 Riverview Drive, Totowa, New Jersey 07512.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
BADANCO ACQUISITION LLC : Case No. 09-_____ ()
a Delaware corporation, et al.,¹ : :
: Joint Administration Requested
Debtors. : :
----- X

**DEBTORS' OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a), 1009(a)(3)
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

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

1. SRR Luggage Holdings LLC owns 100% of the outstanding interests of
Debtor Badanco Acquisition LLC;
2. Debtor Badanco Acquisition LLC owns 100% of the outstanding interests
of Debtor Randa Luggage Holdings Corp.; and
3. Debtor Randa Luggage Holdings Corp. owns 100% of the outstanding
interests of Debtor Randa Luggage Inc.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are:
Badanco Acquisition LLC (1700), Randa Luggage Inc. (f/k/a Badanco Enterprises, Inc.) (1110), and Randa Luggage
Holdings Corp. (f/k/a Badanco Parent Company, Inc.) (1054). The mailing address for each of the Debtors is 994
Riverview Drive, Totowa, New Jersey 07512.

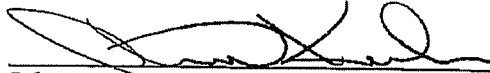
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
BADANCO ACQUISITION LLC, : Case No. 09- ____ ()
a Delaware corporation, et al.¹ : :
: Joint Administration Requested
Debtors. : :
----- X

**DECLARATION CONCERNING DEBTORS' OWNERSHIP STATEMENT
PURSUANT TO RULES 1007(a)(1), 1007(a)(3) AND 7007.1 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, John H. Karch, Vice President of Finance of Randa Luggage Inc., a Delaware corporation, and one of the entities named as a debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Debtors' Ownership Statement Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: May 8, 2009



John H. Karch
Vice President of Finance
Randa Luggage Inc.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Randa Luggage Inc. (f/k/a Badanco Enterprises, Inc.) (1110), Randa Luggage Holdings Corp. (f/k/a Badanco Parent Company, Inc.) (1054), and Badanco Acquisition LLC (1700). The mailing address for each of the Debtors is 994 Riverview Drive, Totowa, New Jersey 07512.

**UNANIMOUS ACTION OF MANAGERS
OF BADANCO ACQUISITION LLC**

The undersigned, being all of the managers of Badanco Acquisition LLC (the "Company"), a Delaware limited liability company, acting pursuant to the Operating Agreement of Badanco Acquisition LLC, dated January 22, 2007 (the "Agreement"), and § 18-404 of the Delaware Limited Liability Company Act, hereby consent that the actions recited herein shall be deemed actions of the managers with the same effect as if taken at a duly noticed and called meeting of the managers and direct that this writing be filed with the minutes of proceedings of the Company:

WHEREAS, the undersigned have reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, the retail luggage industry and credit market conditions; and

WHEREAS, the undersigned have received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED THAT, in the judgment of the managers, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition (the "Petition") be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that any officer or manager of the Company designated by the managers (collectively, the "Designated Persons"), be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the bankruptcy case; and in connection

therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Financo, Inc. ("Financo") be, and hereby is, authorized and empowered to serve as financial advisors for the company in connection with the bankruptcy case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Financo; and it is further

RESOLVED, that Administar Services Group LLC ("Administar") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the bankruptcy case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Administar; and it is further

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

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, to the extent authorized by the Board of Directors, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting

liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (i) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (ii) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Designated Person, shall be necessary, proper and desirable to prosecute to a successful completion the Company's chapter 11 case, to effectuate the restructuring of the Company's debt, other obligations, organizational form and structure and ownership of the Company, to effectuate a sale of some or substantially all of the Company's assets, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered in the name and on behalf of the Company to take such steps and execute such other documents as may be necessary to implement the transaction contemplated by that certain Asset Purchase Agreement by and between Randa Luggage Inc. and Adnar Finance LLC, subject to higher and better offers; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

MANAGER:

SRR LUGGAGE HOLDINGS LLC

By: _____

Name: John J. Hastings

Title: Vice President and Secretary