

United States Bankruptcy Court						Voluntary Petition	
Delaware							
Name of Debtor (if individual, enter Last, First, Middle): QHB Holdings 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): 04-3790554				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): 1100 Crescent Green Cary, North Carolina <div style="text-align: right;">ZIP CODE 27518</div>				Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: Wake County				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): The Debtor and its affiliated debtors have assets located in California, Indiana and Texas				<div style="text-align: right;">ZIP CODE</div>			
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <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.)		Nature of Business (Check one 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		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <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 </div> <div> <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 </div> </div>			
Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <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." </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts </div> </div>					
Filing Fee (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 3 A. <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.				Chapter 11 Debtors Check one box: <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). Check if:* <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <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).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <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						THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors* <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" 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 </div>							
Estimated Assets* <div style="display: flex; justify-content: space-between;"> <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 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 checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>							
Estimated Liabilities* <div style="display: flex; justify-content: space-between;"> <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 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 checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>							

* Represents consolidated financial information for QHB Holdings LLC and its affiliated debtors as set forth on Annex "A". This does not constitute a statement or admission as to the assets or liabilities of any of the debtor entities individually.

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): QHB Holdings LLC	
All Prior Bankruptcy Cases 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:	Case Number:	Date Filed:	
District:	Relationship:	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.) <input type="checkbox"/> 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 _____ <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtors (Date) </div>	
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 checked="" 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.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div>			
<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(f)).			

Voluntary Petition

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

Name of Debtor(s)

QHB Holdings 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 DebtorX _____
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)

Jeffrey M. Schlerf

Printed Name of Attorney for Debtor(s)

Thomas E. Lauria
Fernando J. Menendez, Jr.
WHITE & CASE LLP
200 S. Biscayne Blvd., Suite 4900
Miami, Florida 33131
Phone: (305) 371-2700
Fax: (305) 358-5744

Jeffrey M. Schlerf
FOX ROTHSCHILD LLP
919 North Market Street, Suite 1600
Wilmington, Delaware 19801
Phone: (302) 654-7444
Fax: (302) 658-6395

12/4/09
Date

* 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 correct.

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

Daniel S. Macsherry

Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer

Title of Authorized Individual

December 4, 2009

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

Annex A

Bankruptcy Cases Concurrently Filed By Any Partner or Affiliate of the Debtor

The Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:

Generation Brands Holdings, Inc.
QHB Holdnigs LLC
Quality Home Brands Holdings LLC
Tech L Holdings, Inc.
Tech L Enterprises, Inc.
Generation Brands LLC
Murray Feiss Import LLC
LPC Management, L.L.C.
Light Process Company, L.P.
Sea Gull Lighting Products LLC
Woodco LLC
Locust GP LLC
Tech Lighting L.L.C.
LBL Lighting LLC

In addition, at the time of filing of these voluntary petitions, these entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases.

QHB HOLDINGS LLC

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

December 3, 2009

The undersigned, being all of the managers (the "Board") of QHB Holdings LLC, a Delaware limited liability company (the "Company"), hereby (i) approve the following resolutions and consent to their adoption without a meeting, as though said resolutions were adopted at a duly convened meeting of the Board, and (ii) waive all requirements of notice, whether statutory or otherwise:

WHEREAS, the Company and Quality Home Brands Holdings LLC ("Quality Home") are parties to that certain First Lien Credit Agreement, dated as of June 20, 2006, (as amended, supplemented or otherwise modified from time to time, the "First Lien Credit Agreement") by and among the Company, Quality Home, the lenders party thereto (the "First Lien Lenders"), and BNP Paribas as administrative agent and collateral agent;

WHEREAS, the Company and Quality Home are parties to that certain Second Lien Credit Agreement, dated as of June 20, 2006, (as amended, supplemented or otherwise modified, the "Second Lien Credit Agreement") by and among the Company, Quality Home, the lenders party thereto (the "Second Lien Lenders"), and the Bank of New York as administrative agent;

WHEREAS, the Company issued senior notes in the initial aggregate principal amount of \$35 million pursuant to that certain Note Purchase Agreement, dated as of June 20, 2006, (as amended, supplemented or otherwise modified, the "NPA") by and between the Company and the purchasers of the Notes party thereto (the "Noteholders");

WHEREAS, on November 10, 2009, the Company distributed to the First Lien Lenders, the Second Lien Lenders and the Noteholders a disclosure statement and solicitation of acceptance of a prepackaged plan of reorganization setting forth a proposal to restructure the outstanding indebtedness under the First Lien Credit Agreement, the Second Lien Credit Agreement and the NPA (the "Restructuring");

WHEREAS, the Company believes that it has received sufficient accepting votes from the First Lien Lenders, Second Lien Lenders and the Noteholders to effectuate the Restructuring through a consensual chapter 11 plan of reorganization;

WHEREAS, the executive officers and financial and legal advisors of the Company have reviewed and discussed with the Board the Company's current circumstances regarding financial liquidity; and

WHEREAS, the Board has evaluated and considered the information provided and the recommendations of the Company's executive officers and financial and legal advisors.

NOW, THEREFORE, the Board hereby adopts the following resolutions:

RESOLVED, in the judgment of the Board, it is desirable and in the best interests of the Company, creditors of the Company, the members of the Company and other interested parties, for the Company to effect the Restructuring by commencing cases (the "Chapter 11 Cases") under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") and file a petition (as previously circulated to the Board, the "Petition") with the United States Bankruptcy Court for the District of Delaware ("Bankruptcy Court") seeking relief under the provisions of the Bankruptcy Code and commence the Chapter 11 Cases; and it is

FURTHER RESOLVED, that the Petition (as it may be amended from time to time) is adopted in all respects, and that each of the executive officers of the Company ("Authorized Persons") be, with full authority to act without the others, and hereby is authorized to execute and file all petitions, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in connection with the Chapter 11 Cases, and to retain and employ all assistance by legal counsel or otherwise, which they may deem necessary, appropriate or advisable with a view to the successful prosecution of the Chapter 11 Cases, the taking of any such action by an Authorized Person being conclusive evidence of the necessity, appropriateness or advisability of such action; and it is

FURTHER RESOLVED, that each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized to retain on behalf of the Company attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Chapter 11 Cases, upon such terms and conditions as any such Authorized Person shall approve, to assist the Company in connection with the Chapter 11 Cases, on such terms as are deemed necessary, appropriate or advisable, the execution of such retention or the taking of any such action being conclusive evidence of the necessity, appropriateness or advisability of such action; and it is

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Cases by the Company, each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to negotiate, execute and deliver a debtor in possession loan facility or other form of credit support or enhancement (including, without limitation, in connection therewith, such commitment letters, fee letters, notes, security agreements and other agreements or instruments as such Authorized Persons consider appropriate) on the terms and conditions as such Authorized Person executing the same may consider necessary, appropriate or advisable (including, without limitation, the granting of liens, security interests and superpriority Chapter 11 administrative claims and the guaranteeing of affiliate obligations), the execution of any such documents or the taking of any such action being conclusive evidence of the necessity or advisability of such action, and to file such pleadings as may be necessary with the Bankruptcy Court in respect thereof and the Company is authorized to enter into and consummate the transactions contemplated by such agreement or instruments; and it is

action being conclusive evidence of the necessity or advisability of such action, and to file such pleadings as may be necessary with the Bankruptcy Court in respect thereof and the Company is authorized to enter into and consummate the transactions contemplated by such agreement or instruments; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the Petition under chapter 11 of the Bankruptcy Code or in any other connection with the Chapter 11 Cases, or any manner related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and it is

FURTHER RESOLVED, that the Preferred Stock Purchase Agreement, by and between Generation Brands Holdings, Inc. and certain of its affiliates and Quad-C Partners VI, L.P. (as previously circulated to the Manager, the “Preferred Stock Purchase Agreement”) is hereby approved and adopted by the Manager, for the sole purpose of granting the releases set forth in Section 5.6 of the Preferred Stock Purchase Agreement, and that the Company be, and it hereby is, authorized to perform its obligations under Section 5.6 of the Preferred Stock Purchase Agreement, and any Authorized Person be, with full authority to act without the others, and hereby is, authorized and directed to execute and deliver in the name and on behalf of the Company, the Preferred Stock Purchase Agreement, for the sole purpose of granting the releases set forth in Section 5.6 of the Preferred Stock Purchase Agreement, substantially in the form presented to the Manager, and any amendments thereto, with such changes, additions and modifications thereto as such Authorized Person deems necessary, appropriate or advisable, such necessity, appropriateness or advisability to be conclusively evidenced by such Authorized Person’s execution and delivery thereof; and it is

FURTHER RESOLVED, that each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized and directed, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, the execution of any such documents or taking of any such action being conclusive evidence of the necessity, appropriateness or advisability of such action; and it is

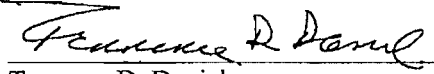
FURTHER RESOLVED, that the undersigned hereby waives any and all irregularities of notice, with respect to the time and place of meeting, and consents to the transaction of all business represented by this Written Consent; and it is

FURTHER RESOLVED, that this Written Consent may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall constitute one and the same document; and it is


FURTHER RESOLVED, that this Written Consent may be transmitted by facsimile machine or other electronic means (such as PDF), that facsimile or PDF copies

IN WITNESS WHEREOF, this Written Consent of the Board of the Company shall be effective as of the date first written above and shall be deemed fully executed when each Director has signed one or more identical counterparts of this Written Consent.


The Board:


Terrence D. Daniels

Date: December 3, 2009


Anthony R. Ignaczak

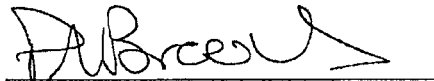
Date: December 3, 2009


Timothy W. Billings

Date: December 3, 2009

T. Tracy Bilbrough

Date: December ___, 2009


P. Michael Brooks

Date: December 3, 2009

IN WITNESS WHEREOF, this Written Consent of the Board of the Company shall be effective as of the date first written above and shall be deemed fully executed when each Director has signed one or more identical counterparts of this Written Consent.

The Board:

Terrence D. Daniels


Date: December __, 2009

Anthony R. Ignaczak

Date: December __, 2009

Timothy W. Billings

Date: December __, 2009



T. Tracy Bilbrough

Date: December 3, 2009

P. Michael Brooks

Date: December __, 2009

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

In re)	
)	Chapter 11
QHB Holdings LLC,)	
)	Case No. 09-_____ (____)
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

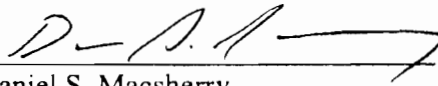
In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above captioned debtor (the "Debtor") respectfully represents that the following entities directly or indirectly owns ten percent (10%) or more of any class of the Debtor's interests:

- Generation Brands Investors LLC
- Generation Brands Holdings, Inc.

DECLARATION UNDER PENALTY OF PERJURY

I, Daniel S. Macsherry, Executive Vice President and Chief Financial Officer of QHB Holdings LLC, declare under penalty of perjury that I have reviewed the foregoing "Corporate Ownership Statement" and that it is true and correct to the best of my knowledge, information and belief.

Date: December 4, 2009



Daniel S. Macsherry

United States Bankruptcy Court
District of Delaware

In re QHB Holdings LLC, et al.

Debtors.

Case No. 09- ()

Chapter 11

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a list of creditors holding the 30 largest unsecured claims, on a consolidated basis, against the above-captioned debtors (collectively, the "Debtors") and their affiliated entities. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(30), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency claim places the creditor among the holders of the 30 largest unsecured claims. The information contained herein shall not constitute an admission by, nor shall it be binding upon, the Debtors.

	Name of creditor and complete mailing address, including zip code	Name, 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	Amount of claim [if secured, also state value of security]
1.	TARGET INTERNATIONAL CO. No. 1 Industrial Zone Zhongcun Panyu, Guangzhou 511495 China	TARGET INTERNATIONAL CO. No. 1 Industrial Zone Zhongcun Panyu, Guangzhou 511495 China Phone - 86 20 3471 6300	SUPPLIER		\$1,590,786
2.	AMPCO LIGHTING LTD. P. O. Box 246 Ambler, PA 19002	AMPCO LIGHTING LTD. P. O. Box 246 Ambler, PA 19002 Phone - 215-283-2600	SUPPLIER		\$193,561
3.	AIR COOL INDUSTRIAL CO Taiwan, 75 Chung Shan Road Taichung China	AIR COOL INDUSTRIAL CO Taiwan, 75 Chung Shan Road Taichung China Phone - 886-4-25322151	SUPPLIER		\$396,506
4.	INTER-GLOBAL, INC. P.O. Box 3146 6333 Etzel Ave. St. Louis, MO 63130	INTER-GLOBAL, INC. P.O. Box 3146 6333 Etzel Ave. St. Louis, MO 63130 Phone - 800-325 7364	SUPPLIER		\$330,444
5.	SEOHYUN INTERNATIONAL 175 Simam-ri, Jeongu-myeon, Nonsan-si, Chungcheongnam-do, Korea	SEOHYUN INTERNATIONAL 175 Simam-ri, Jeongu-myeon, Nonsan-si, Chungcheongnam-do, Korea Phone - 82-41-742-2920	SUPPLIER		\$284,131
6.	130 HOLDINGS LLC 216 Munn Lane East, Cherry Hill, NJ 08034	130 HOLDINGS LLC 216 Munn Lane East, Cherry Hill, NJ 08034 Phone - 856-764-0500	RENT		\$235,088
7.	KING OF FANS Suite 1905, 19/F, Tower 1 Hong Kong City, Hong Kong	KING OF FANS Suite 1905, 19/F, Tower 1 Hong Kong City, Hong Kong Phone - 852.2785.1803	SUPPLIER		\$172,970
8.	UNITED PARCEL SERVICE PO Box 660586 Dallas, TX 75266-0586 15 East Oregon Ave Philadelphia, PA 19148	UNITED PARCEL SERVICE PO Box 660586 Dallas, TX 75266-0586 Phone - 214-353-1084 15 East Oregon Ave Philadelphia, PA 19148 Phone - 215-389-9047	FREIGHT		\$171,656

9.	R.I.M. LOGISTICS, LTD. Department 4026 P.O. Box 4653 Oak Brook, IL 60522-4653	R.I.M. LOGISTICS, LTD. Department 4026 P.O. Box 4653 Oak Brook, IL 60522-4653 Phone - 630-595-0610	FREIGHT	\$144,562
10	TORCH LIGHTING LTD. 21160 Imperial Valley Drive Houston, TX 77073	TORCH LIGHTING LTD. 21160 Imperial Valley Drive Houston, TX 77073 Phone - 281-821-6888	SUPPLIER	\$134,833
11.	XINGLONG GLASS LTG Chengnan Road Luochun Nanhai City Guangdong China	XINGLONG GLASS LTG Chengnan Road Luochun Nanhai City Guangdong China Phone - 757-644-4578	SUPPLIER	\$130,990
12.	COMBINED SALES CO. 4419 S. Tripp Avenue Chicago, IL 60632-4388	COMBINED SALES CO. 4419 S. Tripp Avenue Chicago, IL 60632-4388 Phone - 773-376-7600	SUPPLIER	\$130,678
13.	AMERICAN INSULATED WIRE 260 Forbes Blvd. Mansfield, MA 02048-1817	AMERICAN INSULATED WIRE 260 Forbes Blvd. Mansfield, MA 02048-1817 Phone - 856-546-1133	SUPPLIER	\$118,899
14	YELLOW FREIGHT SYSTEM, INC. P.O. Box 13850 Newark, NJ 07188	YELLOW FREIGHT SYSTEM, INC. P.O. Box 13850 Newark, NJ 07188 Phone - 609-795-8114	FREIGHT	\$113,497
15.	FO SHAN CITY NAN HAI XING GanJiao Industrial Zone Xixiano Road, Nishui Town Foshan, Guangdong	FO SHAN CITY NAN HAI XING GanJiao Industrial Zone Xixiano Road, Nishui Town Foshan, Guangdong 075785116568	SUPPLIER	\$108,290
16.	FEDERAL EXPRESS P.O. Box 371461 Pittsburgh, PA 15250 5001	FEDERAL EXPRESS P.O. Box 371461 Pittsburgh, PA 15250 5001 Phone - 412-441-2379	FREIGHT	\$103,574
17.	CHANGZHOU HONGDING HOME East Private Enterprise Industrial Park, Yingbin Road, Changzhou, Jiangsu, China	CHANGZHOU HONGDING HOME East Private Enterprise Industrial Park, Yingbin Road, Changzhou, Jiangsu, China Phone - 86-519-88788935	SUPPLIER	\$98,271
18.	ZHONG SHAN ROYCE LIGHTING Care Of Roy Classic 3035 E. Lone Mountain Road North Las Vegas, NV 89081	ZHONG SHAN ROYCE LIGHTING Care Of Roy Classic 3035 E. Lone Mountain Road North Las Vegas, NV 89081 Phone - 702-396-8100	SUPPLIER	\$97,880
19.	MCKELLA 280 7025 Central Highway Pennsauken, NJ 08109	MCKELLA 280 7025 Central Highway Pennsauken, NJ 08109 Phone - 856-662-5532	SUPPLIER	\$94,810
20.	POLI LIGHTING INDUSTRY CO Baizhou Industry Area Baizhu Town, Gaoyao City Guangdong China 526117	POLI LIGHTING INDUSTRY CO Baizhou Industry Area Baizhu Town, Gaoyao City Guangdong China 526117 Phone - 011-758-8417999	SUPPLIER	\$79,798

21.	SHUNDE BALA ELECTRICAL. 8 Ronggui South Ave., Ronggui Town, Shunde District Foshan Shi Guangdong China 00000	SHUNDE BALA ELECTRICAL. 8 Ronggui South Ave., Ronggui Town, Shunde District Foshan Shi Guangdong China 00000 Phone - 8675728892112	SUPPLIER	\$79,174
22.	TIDA LIGHTING (HONG KONG) CO. LTD Unit 1021 10f Ocean Centre Harbour City, 5 Canton Road, Kowloon, Hong Kong	TIDA LIGHTING (HONG KONG) CO. LTD Unit 1021 10f Ocean Centre Harbour City, 5 Canton Road, Kowloon, Hong Kong Phone - 86-755-86149886	SUPPLIER	\$77,911
23.	BARTHCO INTERNATIONAL, INC. P.O. Box 8500-52958 Philadelphia, PA 19178	BARTHCO INTERNATIONAL, INC. P.O. Box 8500-52958 Philadelphia, PA 19178 Phone - 215-937-6636	FREIGHT	\$74,282
24.	ZHONGSHAN KAIYAN LTG.CO.L Dong an North Road, Haizhou Guzhen Town, Zhongshan Guangdong	ZHONGSHAN KAIYAN LTG.CO.L Dong an North Road, Haizhou Guzhen Town, Zhongshan Guangdong Phone - 86-760-22324339	SUPPLIER	\$64,220
25.	M.D.L. Corporation P. O. Box 580 Langhorne, PA 09047	M.D.L. Corporation P. O. Box 580 Langhorne, PA 09047 Phone - 215-673-4944	SUPPLIER	\$57,222
26.	ALASKA PAN AIR ELECTRIC CO. LTD No. 346, Shui Yuan Road Feng Yuan Tai Chung, Taiwan	ALASKA PAN AIR ELECTRIC CO. LTD No. 346, Shui Yuan Road Feng Yuan Tai Chung, Taiwan Phone - 886-4-2527115	SUPPLIER	\$53,649
27.	CHIEN LUEN INDUSTRIES LTD Da Che Ind. Area Nanlang Town Zhongham, Guangdong China	CHIEN LUEN INDUSTRIES LTD. Da Che Ind. Area Nanlang Town Zhongham, Guangdong China Phone - 0760-23114992	SUPPLIER	\$49,935
28.	HONESTY INDUSTRIAL CO. Flat B, 17/F Tower II Park Towers No. 1 King's Road North Point Hong Kong	HONESTY INDUSTRIAL CO. Flat B, 17/F Tower II Park Towers No. 1 King's Road North Point Hong Kong Phone - 85225713870	SUPPLIER	\$43,502
29.	A.L.P. LTG COMPONENTS INC. 6333 Gross Point Road Niles, IL 60674	A.L.P. LTG COMPONENTS INC. 6333 Gross Point Road Niles, IL 60674 Phone - 800-621-1348	SUPPLIER	\$35,745
30.	ANCHOR HOCKING GLASS Anchor Acquisition LLC 2630 Reliable Parkway Chicago, IL 60686	ANCHOR HOCKING GLASS Anchor Acquisition LLC 2630 Reliable Parkway Chicago, IL 60686 Phone - 866-727-2729	SUPPLIER	\$32,640

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

In re

QHB HOLDINGS LLC, et al.,¹

Debtors.

) Chapter 11

) Case No. 09-____ ()

) Jointly Administered

DECLARATION CONCERNING CREDITOR LIST

I, the undersigned authorized officer of each of the above-captioned debtors in these chapter 11 cases (collectively the "Debtors"), 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 30 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief, with reliance on appropriate corporate officers and the Debtors' books and records.

Dated: December 4, 2009

Signature: _____

Name: Daniel S. Macsherry

Title: Executive Vice President and Chief
Financial Officer,
QHB Holdings LLC

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Generation Brands Holdings, Inc. (0247), Quality Home Brands Holdings LLC (0532), QHB Holdings LLC (0554), Generation Brands LLC (1825), Murray Feiss Import LLC (0556), Locust GP LLC (0565), LPC Management, L.L.C. (3596), Light Process Company, L.P. (2730), Sea Gull Lighting Products LLC (8003), Woodco LLC (1169), Tech L Enterprises, Inc. (7690), Tech Lighting L.L.C. (2152), LBL Lighting LLC (1784), and Tech L Holdings, Inc. (0613).