

B1 (Official Form 1) (4-10)

UNITED STATES BANKRUPTCY COURT Southern District of New York		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): <b>Limited Editions for Her of Branson LLC</b>		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): <b>d/b/a Limited Editions for Her, d/b/a LEFH</b>		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)/Complete EIN (if more than one, state all): <b>20-3288078</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State):  <b>423 W 55th St., 3rd Floor, New York, NY</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>10019</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>New York County, New York</b>		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 (Form of Organization)</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <b>Nature of Debts</b> (Check one box.) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>
<b>Filing Fee (Check one box.)</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached.</li> <li><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.</li> <li><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.</li> </ul>		<b>Chapter 11 Debtors</b> <ul style="list-style-type: none"> <li>Check one box:                             <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> </li> <li>Check if:                             <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</li> </ul> </li> <li>Check all applicable boxes:                             <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul> </li> </ul>
<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><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.</li> </ul>		<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <ul style="list-style-type: none"> <li><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</li> </ul>		
<b>Estimated Assets</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> \$0 to \$50,000    <input type="checkbox"/> \$50,001 to \$100,000    <input checked="" 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</li> </ul>		
<b>Estimated Liabilities</b> <ul style="list-style-type: none"> <li><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 checked="" 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</li> </ul>		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Limited Editions for Her of Branson LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	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:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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>		
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): <b>Limited Editions for Her of Branson LLC</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ Signature of Attorney* Signature of Attorney for Debtor(s) <b>David L. Barrack</b> Printed Name of Attorney for Debtor(s) <b>Fulbright &amp; Jaworski, L.L.P.</b> Firm Name _____ <b>666 5th Ave</b> <b>New York, NY 10103</b> Address <b>(212) 318-3302</b> Telephone Number _____ Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>_____ Date</p> <p>X _____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>William D. Rondina</b> Printed Name of Authorized Individual <b>Chief Executive Officer</b> Title of Authorized Individual <b>02/08/2012</b> Date</p>	

**Schedule 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated debtors listed below (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). The Debtors are simultaneously filing a motion with the Court requesting joint administration of these chapter 11 cases for procedural purposes only under the case number assigned to The Connaught Group, Ltd.

<b>Debtor</b>	<b>Case Number</b>	<b>Date Filed</b>
The Connaught Group, Ltd.	12- 0	
Limited Editions for Her of Nevada LLC	12- 0	
Limited Editions for Her of Branson LLC	12- 0	
Limited Editions for Her LLC	12- 0	
WDR Retail Corp.	12- 0	

**LIMITED EDITIONS FOR HER OF BRANSON LLC**

**WRITTEN CONSENT OF MANAGER**

The undersigned, being the sole Member (the "*Member*") of Limited Editions For Her of Branson LLC, a Delaware limited liability company (the "*Company*"), acting by written consent, does hereby consent to the adoption of the following resolutions as of February 8, 2012:

**WHEREAS**, the current state of the retail apparel industry and the global economy and capital markets have made it exceedingly difficult for the Company to continue to fund its operations from cash generated from operations or from raising additional capital;

**WHEREAS**, the Member has retained Richter Consulting ("*Richter*") and Consensus Advisory Services ("*Consensus*") to assist the Member and its affiliates in evaluating their strategic alternatives, including any combination of a restructuring of the Member and its subsidiaries and their outstanding indebtedness, a sale of the Member or its assets, financing options, workforce reductions and facility closings;

**WHEREAS**, in light of these considerations and other factors, in the judgment of the Member it is desirable and in the best interest of the Company to authorize officers of the Company to cause to be filed a petition by the Company seeking relief under the provisions of Chapter 11 of title 11, United States Code (the "*Bankruptcy Code*") on or after February 8, 2012.

**NOW, THEREFORE, BE IT:**

**General Bankruptcy Approval**

**RESOLVED**, that, in the judgment of the Member, it is desirable and in the best interests of the Company, and its creditors, the Member and other interested parties, that a voluntary petition be filed by the Company under the provisions of the Bankruptcy Code; and be it

**FURTHER RESOLVED**, that Maury Satin of Zygote Associates L.L.C. be employed as a Chief Restructuring Officer of the Company during the Chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed 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 Mr. Satin; and be it

**FURTHER RESOLVED**, that William D. Rondina, the Chief Executive Officer, Treasurer and Secretary of the Company, Caroline Bowen, the President of the Corporation, Eileen Balaban-Eisenberg, the Executive Vice President of the Corporation, and Maury Satin, the Chief Restructuring Officer of the Company, and/or such other officer as the Member directs (each, an "*Officer*" and collectively, the "*Officers*") be, and they each hereby are, authorized and directed to execute and file on behalf of the Company all petitions, declarations, schedules,

motions lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief; and be it

### **Section 363 Purchase Agreement**

**FURTHER RESOLVED**, that the Company enter into an asset purchase agreement relating to the sale by the Company of the assets specified therein, by and between the Company and the highest and best bidder (the "**Purchaser**") in the Company's naked auction process conducted in accordance with Section 363 of the Bankruptcy Code, in substantially the form submitted to the Member (the "**Asset Purchase Agreement**"), pursuant to the terms and conditions of which the Purchaser shall purchase the assets of the Company specified therein in accordance with Section 363 of the Bankruptcy Code, and, in connection therewith, that the terms and conditions of the Asset Purchase Agreement be, and they hereby are, approved, and that each of the Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, deliver and perform the Asset Purchase Agreement, with such changes therein and additions thereto as the Officer or Officers executing such document may in his, her or their discretion deem appropriate, the execution and delivery of the Asset Purchase Agreement by such officer or officers to be conclusive evidence of the approval thereof by the Company; and be it

**FURTHER RESOLVED**, that the actions of each of the Officers in negotiating the terms and conditions of the Asset Purchase Agreement be, and they hereby are, ratified, approved, confirmed and adopted in all respects; and be it

**FURTHER RESOLVED**, that each of the Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to negotiate, prepare, execute, deliver and perform all such other documents, certificates and instruments and take all actions that the Officer or Officers executing the Asset Purchase Agreement may in his, her or their discretion deem necessary or appropriate in order to carry out the full intent and purposes of the foregoing resolutions, the negotiation, preparation, execution, delivery or performance thereof by such Officer or Officers to be conclusive evidence of the approval thereof by the Company; and be it

### **Cash Collateral**

**FURTHER RESOLVED**, that in connection with the commencement of the Chapter 11 proceeding by the Company, any Officer be, and hereby is, authorized, empowered and directed to use in connection with the Company's Chapter 11 proceeding any cash collateral, with or without the consent or support of any counterparties to any agreements related to any such cash collateral; and be it

**FURTHER RESOLVED**, that any Officer be, and hereby is, authorized, empowered and directed to negotiate, execute, and deliver agreements with regard to the use of cash collateral in connection with the Company's Chapter 11 proceeding, including agreement(s) that may require the Company to grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document to be executed and delivered by or on behalf of the Company pursuant thereto or in

connection therewith, all with such changes therein and additions thereto as any Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and be it

**Retention of Professionals**

**FURTHER RESOLVED**, that the law firm of Fulbright & Jaworski L.L.P. be employed as bankruptcy and general counsel to the Company to represent and assist the Company in carrying out the Company's 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 Chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed 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 Fulbright & Jaworski L.L.P.; and be it

**FURTHER RESOLVED**, that Richter be employed as financial advisors to the Company during the Chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed 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 Richter; and be it

**FURTHER RESOLVED**, that Consensus be employed as investment banking advisors to the Company during the Chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed 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 Consensus; and be it

**FURTHER RESOLVED**, that Kurtzman Carson Consultants LLC be employed as claims and noticing agent and administrative agent to the Company during the Chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed 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 Kurtzman Carson Consultants LLC; and be it

**FURTHER RESOLVED**, that the Officers of the Company be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms; and be it

**General**

**FURTHER RESOLVED**, that the Officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to

be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and be it

**FURTHER RESOLVED**, that all of the acts of the Officers and the Member and any transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and be it

**FURTHER RESOLVED**, that the foregoing powers and authorizations shall continue in full force and effect until revoked in writing by the Member.

The undersigned directs that this Consent be filed with the minutes of the proceedings of the Member.

[Signature Page Follows]



IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the date  
first set forth above.

CONNAUGHT GROUP, LTD.

By:   
Name: William D. Rondina  
Title: Chief Executive Officer, Treasurer  
and Secretary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- x  
**In re:** **Chapter 11**  
**THE CONNAUGHT GROUP, LTD., et al.,** **Case No. 12- \_\_\_\_ ( )**  
**Debtors.** **(Joint Administration Requested)**  
----- x

**CONSOLIDATED LIST OF CREDITORS HOLDING THE  
30 LARGEST UNSECURED CLAIMS**

On the date hereof, the above-captioned debtor and affiliated debtors in possession (collectively, the "Debtors")<sup>1</sup> each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The following is a consolidated list of the Debtors' creditors holding the thirty (30) largest unsecured claims (the "Consolidated Creditor List") based on the Debtors' unaudited books and records as of the petition date. The Consolidated Creditor List has been prepared for filing in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure.

The Consolidated Creditor List does not include (i) persons who come within the definition of "insider" set forth in section 101(31) of the Bankruptcy Code or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty 30 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, the information herein does not constitute a waiver of the Debtors' right to contest the validity, priority, or amount of any claim at a later date.

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number are: The Connaught Group, Ltd. (8384); Limited Editions for Her of Nevada LLC (7669); Limited Editions for Her of Branson LLC (8078); Limited Editions for Her LLC (2197); and WDR Retail Corp. (8865).

	<b>Name of Creditor, Complete Mailing Address, Fax Number, and Employee, Agent, or Department of Creditor Familiar with Claim</b>	<b>Nature of Claim <i>(trade debt, bank loan, government contracts, etc.)</i></b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim <i>(if secured, also state value of security)</i></b>
1.	ROYAL SPIRIT LTD. 7/F, Dragon Industrial Bldg. 93 King Lam Street Lai Chi Kok, Kowloon, Hong Kong Fax: +852 2371 0107 Attn: Grace Lee Attn: Louisa Chan Attn: Jacqueline Tsui	Trade Debt		3,967,001
2.	U.S. Customs C/O Genghis Khan Freight Service Inc. 161-15 Rockaway Blvd STE 306 Jamaica, NY 11434 Fax: 718 749-0127 Attn: Alan Siegal, Customs Broker	Customs Duty		978,524
3.	Fashion Trend Development Ltd. Flat/Rm 2701, 27/F New Treasure Centre 10 Ng Fong Street San Po Kong, Kowloon, Hong Kong Fax: 852-2267-6800 Attn: William	Trade Debt		569,332
4.	Body Fashion Company, Ltd. Unit A, 20/F Chiap King Ind. Building, 114 King Fuk Street San Po Kong, Kowloon, Hong Kong Fax: 852-3188-0136 Attn: Raymond	Trade Debt		454,791
5.	Le Gale Fashion Garment Factory Flat 4,11/F1, Sunwise Ind Bldg 16-26 Wang Wo Tsai Street Tsuen Wan, N.T. Hong Kong Fax: 852-3529-2037 Attn: Amy	Trade Debt		437,861
6.	Trigon 52 LLC P.O. Box 3028 Hicksville, NY 11802-3028 Fax: 212 888-5470 Attn: Joanne Agoglia	Real Property Lease		418,656

	<b>Name of Creditor, Complete Mailing Address, Fax Number, and Employee, Agent, or Department of Creditor Familiar with Claim</b>	<b>Nature of Claim <i>(trade debt, bank loan, government contracts, etc.)</i></b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim <i>(if secured, also state value of security)</i></b>
7.	West 55 <sup>th</sup> Street Building LLC C/O Winter Management P.O. Box 532 Laurel, NY 11948-0532 Fax: 212-616-8985 Attn: Doug Layton	Real Property Lease		364,956
8.	Fedex P.O. Box 371461 Pittsburgh, PA 15250 Fax: 800-548-3020 Attn: Thomas Wares	Trade Debt		315,585
9.	Modell's NY, Inc 498 Seventh Ave, 20th Fl. Attn: Property Management Dept. New York, NY 10018 Fax: 917-351-3468 Attn: Jay Perry	Real Property Lease		287,060
10.	Blue Star Silk Corp. 108 West 39th Street New York, NY 10018 Fax: 212-302-8124 Attn: David Stern	Trade Debt		279,628
11.	United Parcel Service P.O. Box 650580 Dallas, TX 75265 Fax: 800-811-1648 Attn: Humberto Hernandez	Trade Debt		274,361
12.	B.C America 131 West 35th St., 10th Fl. New York, NY 10001 Fax: 212-279-3523 Attn: Carl	Trade Debt		237,222
13.	Eaglewings Freight Services, Inc. 149-15 177th Street Suite 268 Jamaica, NY 11434 Fax: 718-656-8168 Attn: Barbara/Amie Chen	Trade Debt		229,374
14.	Prima USA Ltd. 242 West 38th Street 11th Fl. New York, NY 10018 Fax: 212-398-4838 Attn: Helen/Matthew	Trade Debt		207,781

	<b>Name of Creditor, Complete Mailing Address, Fax Number, and Employee, Agent, or Department of Creditor Familiar with Claim</b>	<b>Nature of Claim <i>(trade debt, bank loan, government contracts, etc.)</i></b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim <i>(if secured, also state value of security)</i></b>
15.	New Star Tex Co., Ltd. 1384 Broadway #1209 New York, NY 10018 Fax: 212-398-5705 Attn: Mr. Kim	Trade Debt		201,875
16.	Willis of New Jersey Inc. P.O. Box 415165 Boston, MA 02241 Fax: 973 410-4600 Attn: Drew Karpinski	Insurance		170,866
17.	Sandy Duftler Designs 775 Brooklyn Avenue Suite 105 Baldwin, NY 11510 Fax: 516-379-4156 Attn: Erwin	Trade Debt		167,011
18.	Angel Textiles, Inc. P.O. Box 638 New Platz, NY 12561-0638 Fax: 212-313-9447 Attn: Sarah Woodruff	Trade Debt		163,122
19.	Sino American Knitwear (HK) Ltd. Unit A.10/F, Dragon Industrial Building 93-95 King Lam Street Fax: 852-2418-6267 Attn: Cy Lee/Wendy	Trade Debt		143,018
20.	Rathbone Studio Ltd. 330 W 38 <sup>th</sup> St. New York, NY 10018 Fax: N/A Attn: Travis Rathbone	Trade Debt		140,764
21.	Crespi C/O Da Solo Ltd. 488 Seventh Ave. Suite 11F New York, NY 10018 Fax: 212-695-5878 Attn: Dina Greaker	Trade Debt		122,158
22.	Bonami Trading Co. RM505, 3 Dong Ace Tech City 54-66 Mullae-Dong 3GA Seoul, Korea, 150-992 Fax: 822-2695-6729 Attn: Chan/Sukee	Trade Debt		107,898

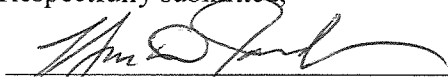
	<b>Name of Creditor, Complete Mailing Address, Fax Number, and Employee, Agent, or Department of Creditor Familiar with Claim</b>	<b>Nature of Claim <i>(trade debt, bank loan, government contracts, etc.)</i></b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim <i>(if secured, also state value of security)</i></b>
23.	Yuen Hing Fashion Company Block A/4/F, Wong King Ind Bldg 2 Tai Yau Street San Po Kong, Kowloon, Hong Kong Fax: 852-2323-4281 Attn: Wallace	Trade Debt		101,505
24.	Textil Dobert S.A. Bernat Metge, 142 08205 Sabadell, Spain Fax: (34) 93 711 3999 Attn: Joan Bellart	Trade Debt		93,452
25.	Lanificio Mario Bellucci c/o LM Tessuti 485 Fashion Avenue New York, NY 10018 Fax: 212-354-0520 Attn: Michael Baldini	Trade Debt		92,262
26.	Profit Good Trading Limited 2/FI. Room 18A Block C Hong Kong Ind. Centre 489-491 Castle Peak Road Lai Chi Kok, Kowloon, Hong Kong	Trade Debt		86,582
27.	Roma Industries LLC P.O. Box 1130 Largo, FL 33779 Fax: 212-695-2527 Attn: Paul Horowitz	Trade Debt		86,249
28.	Preview Textile Group 225 West 37th Street 11th Floor New York, NY 10018 Fax: 212-764-1396 Attn: Elliot Glantz	Trade Debt		82,929
29.	B Productions 333 West 52 <sup>nd</sup> Street #805 New York, NY 10019 Fax: 212-397-0098	Trade Debt		81,295
30.	Omni Berkshire Place 21 East 52nd St. Attn: Financial Services New York, NY 10022 Fax: 212-754-5018 Attn: Joseph Villano	Trade Debt		80,336

**DECLARATION UNDER PENALTY OF PERJURY  
CONCERNING CONSOLIDATED CREDITOR LIST**

I declare under the penalty of perjury that I have read the foregoing consolidated list of creditors holding the 30 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: February 8, 2012

Respectfully submitted,



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William D. Rondina  
Authorized Signatory

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
**In re:** **Chapter 11**  
**THE CONNAUGHT GROUP, LTD., et al.,** **Case No. 12-\_\_\_\_ ( )**  
**Debtors.** **(Joint Administration Requested)**  
----- x

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1 and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, Limited Editions for Her of Branson LLC,<sup>1</sup> as one of the above-captioned debtors and debtors in possession, hereby certifies that the following entities possess ownership interests in Limited Editions for Her of Branson LLC:

<b>Entity</b>	<b>% Ownership Interest</b>
The Connaught Group, Ltd.	100%

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number are: The Connaught Group, Ltd. (8384); Limited Editions for Her of Nevada LLC (7669); Limited Editions for Her of Branson LLC (8078); Limited Editions for Her LLC (2197); and WDR Retail Corp. (8865).

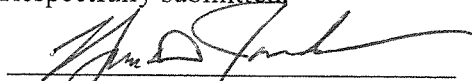


**DECLARATION UNDER PENALTY OF PERJURY  
CONCERNING CORPORATE OWNERSHIP STATEMENT**

I declare under the penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: February 8, 2012

Respectfully submitted,



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William D. Rondina  
Authorized Signatory

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
**In re:** Chapter 11  
**THE CONNAUGHT GROUP, LTD., et al.,** Case No. 12-\_\_\_\_ ( )  
**Debtors.** (Joint Administration Requested)  
----- X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(3)**

<b>Name and Last Known Address of Equity Interest Holder</b>	<b>Percentage of Interests Held</b>
The Connaught Group, Ltd. 423 W. 55th Street, 3rd Floor New York, NY 10019	100%

**DECLARATION UNDER PENALTY OF PERJURY  
CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I declare under the penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: February 8, 2012

Respectfully submitted,



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William D. Rondina  
Authorized Signatory