

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION

Case number (if known) _____ Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | |
|---|---|--|
| 1. Debtor's name | <u>Austlen Baby Co.</u> | |
| <hr/> | | |
| 2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small> | <u>FKA City Bebe Ltd.</u> | |
| <hr/> | | |
| 3. Debtor's federal Employer Identification Number (EIN) | <u>45-5500716</u> | |
| <hr/> | | |
| 4. Debtor's address | Principal place of business <u>10931 Jollyville Road, Suite 100</u> <u>Austin, TX 78759</u> <small>Number, Street, City, State & ZIP Code</small> <u>Travis</u> <small>County</small> | Mailing address, if different from principal place of business <u>P.O. Box 49589</u> <u>Austin, TX 78765</u> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <u>14774 West Highway 29 Liberty Hill, TX 78642</u> <small>Number, Street, City, State & ZIP Code</small> |
| <hr/> | | |
| 5. Debtor's website (URL) | <u>http://www.austlen.com</u> | |
| <hr/> | | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____ | |

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*

4239

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

| | | | | | |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

| | | | |
|----------|-------|-----------------------|-------|
| Debtor | _____ | Relationship | _____ |
| District | _____ | When | _____ |
| | | Case number, if known | _____ |

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, 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.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Austlen Baby Co.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on **June 10, 2018**
MM / DD / YYYY

X /s/ Leslie Stiba
Signature of authorized representative of debtor

Title **President & Chief Executive Officer**

Leslie Stiba
Printed name

18. Signature of attorney

X /s/ Kell C. Mercer
Signature of attorney for debtor

Date **June 10, 2018**
MM / DD / YYYY

Kell C. Mercer
Printed name

Kell C. Mercer, P.C.
Firm name

1602 E. Cesar Chavez Street
Austin, TX 78702
Number, Street, City, State & ZIP Code

Contact phone **(512) 627-3512** Email address **kell.mercer@mercerc-law-pc.com**

24007668 TX
Bar number and State

Fill in this information to identify the case:

Debtor name Austlen Baby Co.

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on June 10, 2018

X /s/ Leslie Stiba

Signature of individual signing on behalf of debtor

Leslie Stiba

Printed name

President & Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS,
AUSTIN DIVISION**

Case number (if known): _____

☐ Check if this is an
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Britney Dann Knowlton 3204 Tom Miller Street Austin, TX 78723 | | Convertible Note Purchase Agreement | | | | \$10,000.00 |
| Centrality Limited Liability Company c/o Jacob Moilanen 3407 Ledgestone Drive Austin, TX 78731 | | Convertible Note Purchase Agreement | | | | \$25,000.00 |
| Cristina Bejanaro & Kevin O'Shaughnessey 809 Theresa Avenue Austin, TX 78703 | | Convertible Note Purchase Agreement | | | | \$35,000.00 |
| DLA Piper LLP 555 Mission Street, Suite 2400 San Francisco, CA 94106-2933 | | Legal Services | Disputed | | | \$133,445.00 |
| Erik & Beth Cohen 7605 Valley Dale Drive Austin, TX 78731 | | Convertible Note Purchase Agreement | | | | \$25,000.00 |
| Guangdong Roadmate Group Co., Ltd. No. 1 QingFeng Road Hengian Town Zhongshan City, Guangdong, CHINA | | Trade Debt | | | | \$53,925.00 |
| Harish K. Gagneja 124 Brandon Way Austin, TX 78733 | | Convertible Note Purchase Agreement | | | | \$40,000.00 |

Debtor **Austlen Baby Co.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| J.P. Morgan Chase P.O. Box 15123 Wilmington, DE 19850-5123 | | Trade Debt | | | | \$25,091.59 |
| Jan M. Betts Irrevocable Trust (2012) 8624 Calera Drive Austin, TX 78735 | | Convertible Note Purchase Agreement | | | | \$150,000.00 |
| Ken Shifrin 7936 Escala Drive Austin, TX 78735 | | Convertible Note Purchase Agreement | | | | \$150,000.00 |
| Kevin Smith 9019 Yucca Mountain Road Austin, TX 78759 | | Convertible Note Purchase Agreement | | | | \$20,000.00 |
| LCB Resources 2903 Bookhout Street Dallas, TX 75201 | | Convertible Note Purchase Agreement | | | | \$20,000.00 |
| Lee Rogers 201 Pecan Street Fort Worth, TX 76012 | | Convertible Note Purchase Agreement | | | | \$10,000.00 |
| Melodie Zamora Summersett 4205 Hidden Canyon Cove Austin, TX 78746 | | Convertible Note Purchase Agreement | | | | \$25,000.00 |
| Michael Misikoff 4455 River Garden Trail Austin, TX 78746 | | Convertible Note Purchase Agreement | | | | \$150,000.00 |
| PICOSA Investments LLC, , 3301 Cherry Lane Austin, TX 78703 | | Convertible Note Purchase Agreement | | | | \$65,000.00 |
| Ryan C. Murdock 4709 Sinclair Avenue Austin, TX 78756 | | Convertible Note Purchase Agreement | | | | \$25,000.00 |
| Shirley Sheffield 125 Hornsby Trail Bastrop, TX 78602 | | Convertible Note Purchase Agreement | | | | \$15,000.00 |
| Tommy Wald 2801 W. Fresco Drive Austin, TX 78731 | | Convertible Note Purchase Agreement | | | | \$25,000.00 |

Debtor **Austlen Baby Co.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Woodson Wynden Limited Partnership 3939 Bee Caves Road, #C-100 Austin, TX 78746 | | Convertible Note Purchase Agreement | | | | \$50,000.00 |

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **13,245,556.78****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **13,245,556.78****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **2,990,893.40****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **12,375.34****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **1,367,671.74****4. Total liabilities**
Lines 2 + 3a + 3b\$ **4,370,940.48**

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand****\$670.00****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**
Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number**3.1. Amplify Credit Union****Checking & E-Commerce Account****0805****\$9,949.00****3.2. Plains Capital Bank****Business Checking****9604****\$236.54****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$10,855.54**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits
Description, including name of holder of deposit**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment

Debtor **Austlen Baby Co.**
Name

Case number (If known) _____

8.1. **Prepaid Insurance: Great American Insurance Group** **\$11,051.02**

8.2. **Prepaid Materials: Guangdon Roadmate Group Co., Ltd.** **\$8,318.66**

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$19,369.68

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: **74,803.65** - **5,657.00** = **\$69,146.65**
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$69,146.65

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

| | General description | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|-------------------------------------|---|---|------------------------------------|
| 19. | Raw materials | | | | |
| 20. | Work in progress | | | | |
| 21. | Finished goods, including goods held for resale | | | | |
| | Stroller and Stroller Accessories | April 30, 2018 | \$85,491.26 | Recent cost | \$85,491.26 |

22. **Other inventory or supplies**

23. **Total of Part 5.**

Add lines 19 through 22. Copy the total to line 84.

\$85,491.26

24. **Is any of the property listed in Part 5 perishable?**

Debtor Austlen Baby Co.
Name

Case number (If known) _____

- ☐ No
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
☐ Yes. Book value _____ Valuation method _____ Current Value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☐ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

| | General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|---|---|---|------------------------------------|
| 39. | Office furniture Conference Table (1), T.V. (1); Refrigerator (1) | \$1,510.75 | N/A | \$1,510.75 |
| 40. | Office fixtures | | | |
| 41. | Office equipment, including all computer equipment and communication systems equipment and software Laptops (11) | \$3,436.46 | N/A | \$3,436.46 |

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**
Add lines 39 through 42. Copy the total to line 86.

\$4,947.21

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
☒ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

Debtor **Austlen Baby Co.**
Name

Case number (If known) _____

| | General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|---|---|--|---------------------------------------|
| 47. | Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles | | | |
| 48. | Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels | | | |
| 49. | Aircraft and accessories | | | |
| 50. | Other machinery, fixtures, and equipment (excluding farm machinery and equipment) Tooling (located in China), subject to Manufacturing and Supply Agreement and Set Up Property Contract identified on Schedule G. | \$646,001.40 | N/A | \$646,001.40 |
| | 3D Printers (2) | \$6,931.92 | N/A | \$6,931.92 |
| | Milling Machine | \$3,000.00 | N/A | \$3,000.00 |

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$655,933.32

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

☐ No

☒ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

☒ No

☐ Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

☒ No. Go to Part 10.

☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☐ No. Go to Part 11.

☒ Yes Fill in the information below.

| | General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|---|---|--|---------------------------------------|
| 60. | Patents, copyrights, trademarks, and trade secrets Patents | \$452,364.10 | Expert | \$9,700,000.00 |
| 61. | Internet domain names and websites http://www.austlen.com | \$454,603.31 | Expert | \$2,400,000.00 |

Debtor Austlen Baby Co.
Name

Case number (If known) _____

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations
Customer Lists \$226,926.12 N/A \$226,926.12

64. Other intangibles, or intellectual property

65. Goodwill
Goodwill \$3,993,906.80 N/A \$0.00

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$12,326,926.12

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?)

☐ No

☒ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

☐ No

☒ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☒ Yes Fill in the information below.

Current value of
debtor's interest

71. Notes receivable

Description (include name of obligor)

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Research Credit (Internal Revenue Code § 41 [1])

Tax year 2014-2017

\$72,887.00

73. Interests in insurance policies or annuities

74. Causes of action against third parties (whether or not a lawsuit
has been filed)

MWR Legal
620 Congress Ave #320
Austin, Texas 78701

Unknown

Nature of claim Malpractice Claim

Amount requested N/A

Debtor **Austlen Baby Co.**
Name

Case number (If known) _____

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$72,887.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor Austlen Baby Co.
Name

Case number (If known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|---|------------------------------------|-----------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | <u>\$10,855.54</u> | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | <u>\$19,369.68</u> | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | <u>\$69,146.65</u> | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | <u>\$0.00</u> | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | <u>\$85,491.26</u> | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | <u>\$0.00</u> | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | <u>\$4,947.21</u> | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | <u>\$655,933.32</u> | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | <div><u>\$0.00</u></div> |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | <u>\$12,326,926.12</u> | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + <u>\$72,887.00</u> | |
| 91. Total. Add lines 80 through 90 for each column | <div><u>\$13,245,556.78</u></div> | + 91b. <div><u>\$0.00</u></div> |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | <div><u>\$13,245,556.78</u></div> |

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

| | | Column A Amount of claim Do not deduct the value of collateral. | Column B Value of collateral that supports this claim |
|------------|---|---|--|
| 2.1 | Amplify Federal Credit Union Creditor's Name 3600 Parmer Lane, No. 200 Austin, TX 78727 Creditor's mailing address ssheffie@goamplify.com Creditor's email address, if known Date debt was incurred June 3, 2015 Last 4 digits of account number 5000 Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien All tangible and intangible assets Describe the lien Security Agreement, UCC-1 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$1,383,947.90 \$12,000,000.00 |

| | | | |
|------------|---|--|---|
| 2.2 | Amplify Federal Credit Union Creditor's Name 3600 Parmer Lane, No. 200 Austin, TX 78727 Creditor's mailing address ssheffie@goamplify.com Creditor's email address, if known Date debt was incurred April 14, 2016 Last 4 digits of account number 5007 Do multiple creditors have an interest in the same property? <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien All tangible and intangible assets Describe the lien Security Agreement, UCC-1 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply | \$1,606,945.50 \$12,000,000.00 |
|------------|---|--|---|

Debtor **Austlen Baby Co.**

Case number (if know)

Name

- ☒ No
- ☐ Contingent
- ☐ Yes. Specify each creditor,
including this creditor and its relative
priority.
- ☐ Unliquidated
- ☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$2,990,893.40

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

| Name and address | On which line in Part 1 did you enter the related creditor? | Last 4 digits of account number for this entity |
|------------------|---|---|
| | | |

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☐ No. Go to Part 2.☒ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

| | | | Total claim | Priority amount |
|-----|--|--|-------------------|-------------------|
| 2.1 | Priority creditor's name and mailing address Clara Bradbury 700 45th Street Austin, TX 78751 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$2,361.00 | \$2,361.00 |
| | Date or dates debt was incurred 5/9/2018 | Basis for the claim: | | |
| | Last 4 digits of account number | Is the claim subject to offset? | | |
| | Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4) | <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |
| 2.2 | Priority creditor's name and mailing address Leslie Stiba 20187 Bellerive Drive Pflugerville, TX 78660 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$3,472.22 | \$3,472.22 |
| | Date or dates debt was incurred 5/31/2018-6/10/2018 | Basis for the claim: | | |
| | Last 4 digits of account number | Is the claim subject to offset? | | |
| | Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4) | <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

| | | |
|--------|--|------------------------------|
| Debtor | Austlen Baby Co. <small>Name</small> | Case number (if known) _____ |
|--------|--|------------------------------|

| | | | | |
|------------|--|--|-------------------|-------------------|
| 2.3 | Priority creditor's name and mailing address Linda Sykora 120 Hobby Horse Liberty Hill, TX 78642 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$1,666.67 | \$1,666.67 |
| | Date or dates debt was incurred | Basis for the claim: | | |
| | Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4) | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

| | | | | |
|------------|--|--|-------------------|-------------------|
| 2.4 | Priority creditor's name and mailing address Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$3,472.22 | \$3,472.22 |
| | Date or dates debt was incurred 1/1/2018-5/31/2018 | Basis for the claim: | | |
| | Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4) | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

| | | | | |
|------------|--|--|-----------------|-----------------|
| 2.5 | Priority creditor's name and mailing address Scott Heffernan 28128 Angelica Place Valencia, CA 91354 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$972.23 | \$972.23 |
| | Date or dates debt was incurred | Basis for the claim: | | |
| | Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4) | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

| | | | | |
|------------|--|--|-----------------|-----------------|
| 2.6 | Priority creditor's name and mailing address Travis County Tax Office P.O. Box 149328 Austin, TX 78714 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$431.00 | \$431.00 |
| | Date or dates debt was incurred 2/28/2018 | Basis for the claim: | | |
| | Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$10,000.00**
Britney Dann Knowlton
3204 Tom Miller Street
Austin, TX 78723
 Date(s) debt was incurred 5/9/2017
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.2 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$224.56**
Capital Printing Company
4001 Caven Road
Austin, TX 78744
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: Trade Debt
 Is the claim subject to offset? ☒ No ☐ Yes

3.3 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$25,000.00**
Centrality Limited Liability Company
c/o Jacob Moilanen
3407 Ledgestone Drive
Austin, TX 78731
 Date(s) debt was incurred 5/5/2017
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.4 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$35,000.00**
Cristina Bejanaro & Kevin O'Shaughnessey
809 Theresa Avenue
Austin, TX 78703
 Date(s) debt was incurred 2/23/2017
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.5 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$133,445.00**
DLA Piper LLP
555 Mission Street, Suite 2400
San Francisco, CA 94106-2933
 Date(s) debt was incurred 12/2/2016 to 11/30/2017
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☒ Disputed
Basis for the claim: Legal Services
 Is the claim subject to offset? ☒ No ☐ Yes

3.6 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$2,219.00**
Eadeh Enterprise
511 Old Lancaster Road
Suite 8
Berwyn, PA 19312
 Date(s) debt was incurred 4/30/18-5/31/18
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☒ Disputed
Basis for the claim: Lease Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.7 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* **\$150,000.00**
Emerging Star Ventures LLC
7600 N. Capital of Texas Highway
Austin, TX 78731
 Date(s) debt was incurred 4/11/2016 to 2/3/2017
 Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

Debtor **Austlen Baby Co.** Case number (if known) _____
Name

3.8 Nonpriority creditor's name and mailing address **Erik & Beth Cohen**
7605 Valley Dale Drive
Austin, TX 78731
Date(s) debt was incurred 5/8/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$25,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

3.9 Nonpriority creditor's name and mailing address **ExtraSpace Storage**
65 E. Lancaster Ave
Malvern, PA 19355
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **Unknown**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.10 Nonpriority creditor's name and mailing address **FedEx**
3875 Airways, Module H3
Department 4634
Memphis, TN 38116
Date(s) debt was incurred 4/30/18-6/1/18
Last 4 digits of account number 6637
As of the petition filing date, the claim is: Check all that apply. **\$5,391.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.11 Nonpriority creditor's name and mailing address **Guangdong Roadmate Group Co., Ltd.**
No. 1 QingFeng Road
Hengian Town
Zhongshan City, Guangdong, CHINA
Date(s) debt was incurred 5/7/2018
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$53,925.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.12 Nonpriority creditor's name and mailing address **Harish K. Gagneja**
124 Brandon Way
Austin, TX 78733
Date(s) debt was incurred 5/22/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$40,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

3.13 Nonpriority creditor's name and mailing address **IPFS - Insurance Product Liability**
PO Box 412086
Kansas City, MO 64141-2086
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$4,853.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Insurance Premium Financing**
Is the claim subject to offset? ☒ No ☐ Yes

3.14 Nonpriority creditor's name and mailing address **J.P. Morgan Chase**
P.O. Box 15123
Wilmington, DE 19850-5123
Date(s) debt was incurred _____
Last 4 digits of account number 5567
As of the petition filing date, the claim is: Check all that apply. **\$25,091.59**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.15 Nonpriority creditor's name and mailing address **Jan M. Betts Irrevocable Trust (2012)**
8624 Calera Drive
Austin, TX 78735
 Date(s) debt was incurred 4/11/2016 to 2/3/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$150,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.16 Nonpriority creditor's name and mailing address **Ken Shiffrin**
7936 Escala Drive
Austin, TX 78735
 Date(s) debt was incurred 4/11/2016 to 2/3/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$150,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.17 Nonpriority creditor's name and mailing address **Kevin Smith**
9019 Yucca Mountain Road
Austin, TX 78759
 Date(s) debt was incurred 4/6/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$20,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.18 Nonpriority creditor's name and mailing address **LCB Resources**
2903 Bookhout Street
Dallas, TX 75201
 Date(s) debt was incurred 3/2/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$20,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.19 Nonpriority creditor's name and mailing address **Lee Rogers**
201 Pecan Street
Fort Worth, TX 76012
 Date(s) debt was incurred 6/8/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$10,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: Convertible Note Purchase Agreement
 Is the claim subject to offset? ☒ No ☐ Yes

3.20 Nonpriority creditor's name and mailing address **Leslie Stiba**
20187 Bellerive Drive
Pflugerville, TX 78660
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **Unknown**
☒ Contingent
☒ Unliquidated
☐ Disputed
 Basis for the claim: Amplify Guaranty Contribution Claim
 Is the claim subject to offset? ☒ No ☐ Yes

3.21 Nonpriority creditor's name and mailing address **Leslie Stiba**
20187 Bellerive Drive
Pflugerville, TX 78660
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **Unknown**
☒ Contingent
☒ Unliquidated
☐ Disputed
 Basis for the claim: Amplify Guaranty Contribution Claim
 Is the claim subject to offset? ☒ No ☐ Yes

3.22 Nonpriority creditor's name and mailing address **Leslie Stiba**
20187 Bellerive Drive
Pflugerville, TX 78660
 Date(s) debt was incurred 5/1/2018 to 6/8/2018
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$25,091.59**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **J.P. Morgan Chase Guaranty Contribution Claim**
 Is the claim subject to offset? ☒ No ☐ Yes

3.23 Nonpriority creditor's name and mailing address **LexisNexis (a division of Reed Elsewier**
55 Middlecreek Parkway
Colorado Springs, CO 80921
 Date(s) debt was incurred 5/1/2017 to 4/30/2018
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$4,114.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Trade Debt**
 Is the claim subject to offset? ☒ No ☐ Yes

3.24 Nonpriority creditor's name and mailing address **Melodie Zamora Summersett**
4205 Hidden Canyon Cove
Austin, TX 78746
 Date(s) debt was incurred 4/25/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$25,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Convertible Note Purchase Agreement**
 Is the claim subject to offset? ☒ No ☐ Yes

3.25 Nonpriority creditor's name and mailing address **Michael Misikoff**
4455 River Garden Trail
Austin, TX 78746
 Date(s) debt was incurred 4/11/2016 to 2/3/2017
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$150,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Convertible Note Purchase Agreement**
 Is the claim subject to offset? ☒ No ☐ Yes

3.26 Nonpriority creditor's name and mailing address **OEC**
13100 Alondra Blvd., Suite 100
Cerritos, CA 90703
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$5,067.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Trade Debt**
 Is the claim subject to offset? ☒ No ☐ Yes

3.27 Nonpriority creditor's name and mailing address **Oracle America Inc. (dba Netsuite)**
2955 Campus Drive, Suite 100
San Mateo, CA 94403-2511
 Date(s) debt was incurred 5/23/2018
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$3,065.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Trade Debt**
 Is the claim subject to offset? ☒ No ☐ Yes

3.28 Nonpriority creditor's name and mailing address **Ortega Group LLC**
3414 81st Place SE
Mercer Island, WA 98040
 Date(s) debt was incurred 2/28/2018-5/1/2018
 Last 4 digits of account number _____
 As of the petition filing date, the claim is: *Check all that apply.* **\$5,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Trade Debt**
 Is the claim subject to offset? ☒ No ☐ Yes

Name

| | | |
|------|---|---|
| 3.29 | <p>Nonpriority creditor's name and mailing address Outlander Inc. 3250 Hatch Road Cedar Park, TX 78613 Date(s) debt was incurred <u>5/31/2018</u> Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> \$72.00</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Trade Debt</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.30 | <p>Nonpriority creditor's name and mailing address Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 Date(s) debt was incurred _____ Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown</p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Amplify Guaranty Contribution Claim</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.31 | <p>Nonpriority creditor's name and mailing address Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 Date(s) debt was incurred _____ Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown</p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Amplify Guaranty Contribution Claim</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.32 | <p>Nonpriority creditor's name and mailing address Paulos Holdings, Ltd. 3301 Cherry Lane Austin, TX 78703 Date(s) debt was incurred <u>4/11/2016 to 2/3/2017</u> Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> \$100,000.00</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Convertible Note Purchase Agreement</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.33 | <p>Nonpriority creditor's name and mailing address PICOSA Investments LLC, , 3301 Cherry Lane Austin, TX 78703 Date(s) debt was incurred <u>3/30/2017</u> Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> \$65,000.00</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Convertible Note Purchase Agreement</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.34 | <p>Nonpriority creditor's name and mailing address Plotpath Finance LLC (Eric Weyand) 13359 North Highway 193, Suite 406-568 Austin, TX 78750 Date(s) debt was incurred <u>13-Jun</u> Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> \$787.00</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Trade Debt</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |
| 3.35 | <p>Nonpriority creditor's name and mailing address Revmark LLC 1874 Catasauqua Road #397 Allentown, PA 18109 Date(s) debt was incurred <u>5/31/2018</u> Last 4 digits of account number _____</p> | <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> \$200.00</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Trade Debt</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> |

Debtor **Austlen Baby Co.** Case number (if known) _____

Name

3.36 Nonpriority creditor's name and mailing address **Ryan C. Murdock**
4709 Sinclair Avenue
Austin, TX 78756
Date(s) debt was incurred 4/12/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$25,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

3.37 Nonpriority creditor's name and mailing address **Shirley Sheffield**
125 Hornsby Trail
Bastrop, TX 78602
Date(s) debt was incurred 4/28/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$15,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

3.38 Nonpriority creditor's name and mailing address **Tech-Incept International Ltd. (dba Tech**
No. 122 Guangshun North Street
Chaoyang District
Beijing CHINA
Date(s) debt was incurred 5/31/2018
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$6,874.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.39 Nonpriority creditor's name and mailing address **Tigers (USA) Global Logistics**
25 Northwest Point Blvd., Ste 1025
Elk Grove Village, IL 60007
Date(s) debt was incurred 3/31/2018
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$2,252.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.40 Nonpriority creditor's name and mailing address **Tommy Wald**
2801 W. Fresco Drive
Austin, TX 78731
Date(s) debt was incurred 2/27/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$25,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

3.41 Nonpriority creditor's name and mailing address **Woodson Wynden Limited Partnership**
3939 Bee Caves Road, #C-100
Austin, TX 78746
Date(s) debt was incurred 5/8/2017
Last 4 digits of account number _____
As of the petition filing date, the claim is: Check all that apply. **\$50,000.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Convertible Note Purchase Agreement**
Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

Debtor **Austlen Baby Co.**
Name

5a. Total claims from Part 1
5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Case number (if known)

5a. \$ 12,375.34
5b. + \$ 1,367,671.74

| |
|---------------------|
| 5c. \$ 1,380,047.08 |
|---------------------|

Fill in this information to identify the case:

Debtor name **Austlen Baby Co.**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Workers Compensation Insurance**

State the term remaining

List the contract number of any government contract _____

**ADP Insurance Agency, Inc.
1 ADP Boulevard
Roseland, NJ 07068**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Vendor Compliance Guide, Vendor Quality Assurance Manual**

State the term remaining

List the contract number of any government contract _____

**Bed Bath & Beyond
650 Liberty Ave.
Union, NJ 07083**

2.3. State what the contract or lease is for and the nature of the debtor's interest **Logistics Service Agreement**

State the term remaining

List the contract number of any government contract _____

**CLO Company LLC
1607 Liberty Oaks Blvd.
Cedar Park, TX 78613**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Office Space Lease**

State the term remaining **1.5 months**

List the contract number of any government contract _____

**Eadeh Enterprises
511 Old Lancaster Road, Suite 8
Berwyn, PA 19312**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Sublease Agreement**

State the term remaining **5.5 months**

List the contract number of any government contract _____

**Eadeh Enterprises
511 Old Lancaster Road, Suite 8
Berwyn, PA 19312**

2.6. State what the contract or lease is for and the nature of the debtor's interest **VOIP Phone System Agreement**

State the term remaining _____

List the contract number of any government contract _____

**Grasshopper Group LLC
c/o LogMeIn Audio LLC
197 1st Avenue, Suite 200
Needham Heights, MA 02494**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Hired Non-Owned Auto Policy**

State the term remaining _____

List the contract number of any government contract _____

**Great American Insurance Group
301 E. 4th Street
Cincinnati, OH 45202-4201**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Product Liability**

State the term remaining _____

List the contract number of any government contract _____

**Great American Insurance Group
301 E. 4th Street
Cincinnati, OH 45202-4201**

2.9. State what the contract or lease is for and the nature of the debtor's interest **Product Liability Excess Coverage**

State the term remaining _____

List the contract number of any government contract _____

**Great American Insurance Group
301 E. 4th Street
Cincinnati, OH 45202-4201**

2.10. State what the contract or lease is for and the nature of the debtor's interest **Manufacturing & Supply Agreement**

State the term remaining _____

List the contract number of any government contract _____

**Guangdong Roadmate Group Co., Ltd.
No. 1 QingFeng Road
Hengian Town
Zhongshan City, Guangdong, CHINA**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

government contract _____

- 2.11. State what the contract or lease is for and the nature of the debtor's interest **Setup Property Agreement**

State the term remaining

List the contract number of any government contract _____

**Guangdong Roadmate Group Co., Ltd.
No. 1 QingFeng Road
Hengian Town
Zhongshan City, Guangdong, CHINA**

- 2.12. State what the contract or lease is for and the nature of the debtor's interest **Employment Agreement**

State the term remaining

List the contract number of any government contract _____

**Leslie Stiba
20187 Bellerive Drive
Pflugerville, TX 78660**

- 2.13. State what the contract or lease is for and the nature of the debtor's interest **Software Subscription Agreement**

State the term remaining

List the contract number of any government contract _____

**LexisNexis (a division of Reed Elsewier
55 Middlecreek Parkway
Colorado Springs, CO 80921**

- 2.14. State what the contract or lease is for and the nature of the debtor's interest **Warranty Registration Maintance Agreement**

State the term remaining

List the contract number of any government contract _____

**MailChimp
675 Ponce de Leon Avenue NE, Suite 5000
Atlanta, GA 30308**

- 2.15. State what the contract or lease is for and the nature of the debtor's interest **Product Shipment/Warehouse Insurance**

State the term remaining

List the contract number of any government contract _____

**Nacora Insurance Brokers, Inc.
30 Montgomery Steet
Suite 850, 8th Floor
Jersey City, NJ 07302**

- 2.16. State what the contract or lease is for and the nature of the debtor's interest **Life Insurance Policy - Patrick Laffan**

**Nationwide Life Insurance
P.O. Box 182835
Columbus, OH 43218-2835**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

State the term remaining

List the contract number of any government contract _____

- 2.17. State what the contract or lease is for and the nature of the debtor's interest **Life Insurance Policy - Leslie Stiba**

State the term remaining

List the contract number of any government contract _____

**Nationwide Life Insurance
P.O. Box 182835
Columbus, OH 43218-2835**

- 2.18. State what the contract or lease is for and the nature of the debtor's interest **Software Subscription Agreement**

State the term remaining

List the contract number of any government contract _____

**Oracle America Inc. (dba Netsuite)
2955 Campus Drive, Suite 100
San Mateo, CA 94403-2511**

- 2.19. State what the contract or lease is for and the nature of the debtor's interest **Amazon Account Management Agreement**

State the term remaining

List the contract number of any government contract _____

**Ortega Group LLC
3414 81st Place SE
Mercer Island, WA 98040**

- 2.20. State what the contract or lease is for and the nature of the debtor's interest **Employment Agreement**

State the term remaining

List the contract number of any government contract _____

**Patrick Laffan
1085 Old Lancaster Road
Berwyn, PA 19312**

- 2.21. State what the contract or lease is for and the nature of the debtor's interest **Product Registration Card Management Agreement**

State the term remaining

List the contract number of any government contract _____

**Revmark LLC
Attn: Brett Riggins
1874 Catasauqua Road #397
Allentown, PA 18109**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.22. State what the contract or lease is for and the nature of the debtor's interest **IT Service Agreement**

State the term remaining

List the contract number of any government contract

**Scott Robertson d/b/a Extercom
122400 Hwy 71 West, Ste. 350-141
Austin, TX 78738**

2.23. State what the contract or lease is for and the nature of the debtor's interest **Personal Property Insurance**

State the term remaining

List the contract number of any government contract

**Sentinel Insurance Company
One Hartford Plaza
Hartford, CT 06155**

2.24. State what the contract or lease is for and the nature of the debtor's interest **Data Transmission Contract**

State the term remaining

List the contract number of any government contract

**Shannon Systems LLC d/b/a
B2BGateway
173 Spark Street
Brockton, MA 02302**

2.25. State what the contract or lease is for and the nature of the debtor's interest **Ecommerce Web Platform Agreement**

State the term remaining

List the contract number of any government contract

**Shopify Inc.
150 Elgin Street, 8th Floor
Ottawa, Ontario K2p 1L4
Canada**

2.26. State what the contract or lease is for and the nature of the debtor's interest **Service Agreement**

State the term remaining

List the contract number of any government contract

**Tech-Incept International Ltd. (dba Tech
No. 122 Guangshun North Street
Chaoyang District
Beijing CHINA**

2.27. State what the contract or lease is for and the nature of the debtor's interest **Warehouse/Fullfilment Services Contract**

State the term remaining **4/14/2019**

List the contract number of any

**Tigers (USA) Global Logistics
25 Northwest Point Blvd., Ste 1025
Elk Grove Village, IL 60007**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

government contract

2.28. State what the contract or lease is for and the nature of the debtor's interest

Standard Term of Sale Agreement

State the term remaining

List the contract number of any government contract

Various

2.29. State what the contract or lease is for and the nature of the debtor's interest

Video Conferencing Software Agreement

State the term remaining

List the contract number of any government contract

Zoom
55 Almaden Boulevard, 6th Floor
San Jose, CA 95113

Fill in this information to identify the case:Debtor name **Austlen Baby Co.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:***2.1 Christian Stiba****20817 Bellerive Drive
Pflugerville, TX 78660****Amplify Federal
Credit Union**☒ D **2.1, 2.2**
☐ E/F _____
☐ G _____**2.2 Leslie Stiba****20817 Bellrive Drive
Pflugerville, TX 78660****Amplify Federal
Credit Union**☒ D **2.1, 2.2**
☐ E/F _____
☐ G _____**2.3 Leslie Stiba****20817 Bellrive Drive
Pflugerville, TX 78660****J.P. Morgan Chase**☐ D _____
☒ E/F **3.14**
☐ G _____**2.4 Patrick Laffan****1085 Old Lancaster Road
Berwyn, PA 19312****Amplify Federal
Credit Union**☒ D **2.1, 2.2**
☐ E/F _____
☐ G _____**2.5 Susan Laffan****1085 Old Lancaster Road
Berwyn, PA 19312****Amplify Federal
Credit Union**☒ D **2.1, 2.2**
☐ E/F _____
☐ G _____

Fill in this information to identify the case:Debtor name Austlen Baby Co.United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS, AUSTIN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **4/01/2018** to **Filing Date****Sources of revenue**

Check all that apply

☒ Operating a business☐ Other _____**Gross revenue**

(before deductions and exclusions)

\$198,930.40**For prior year:**From **4/01/2017** to **3/31/2018**☒ Operating a business☐ Other _____**\$1,013,417.17****For year before that:**From **4/01/2016** to **3/31/2017**☒ Operating a business☐ Other _____**\$955,968.22****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**

(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer***Check all that apply*

| Creditor's Name and Address | Dates | Total amount of value | Reasons for payment or transfer <i>Check all that apply</i> |
|-----------------------------------|-------|-----------------------|---|
| 3.1. See Attached Schedule | | \$0.00 | <input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____ |

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|--|---------------------------------------|-----------------------|---------------------------------|
| 4.1. Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 Chief Technology Officer | 6/6/2017 to 6/5/2018 | \$43,049.19 | Expense Reimbursement |

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|--|---|-----------------------|--------------------|
| Amplify Credit Union 3600 Parmer Lane, No. 200 Austin, TX 78727 | Withdrew loan payment from checking account. Last 4 digits of account number: 0805 | 5/16/2018 | \$28,530.82 |

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None.

| Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|---------------------------|----------------|------------------------------------|----------------|
|---------------------------|----------------|------------------------------------|----------------|

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small> | Dates of loss | Value of property lost |
|--|--|---------------|------------------------|
|--|--|---------------|------------------------|

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

| Who was paid or who received the transfer? Address | If not money, describe any property transferred | Dates | Total amount or value |
|--|---|---|-----------------------|
| 11.1. Kell C. Mercer Kell C. Mercer, PC 1602 E. Cesar Chavez Street Austin, TX 78702 | Money | 4/24/2018 - \$1,400 5/31/2018 - \$9875 6/1/2018 - \$7,380 6/7/2018 - \$1,717 | \$20,372.00 |
| Email or website address http://www.mercer-law-pc.com | | | |
| Who made the payment, if not debtor? Debtor | | | |

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
|-------------------------|-----------------------------------|---------------------------|-----------------------|

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

| | Who received transfer? Address | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|------|-----------------------------------|---|---------------------------|--------------------------|
| 13.1 | See attached schedule | See attached schedule | | \$1,090.00 |
| | Relationship to debtor None | | | |

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

| | Address | Dates of occupancy From-To |
|-------|--|-------------------------------|
| 14.1. | 305 N. Heatherwilde Blvd., Suite 110 Pflugerville, TX 78660 | 2/1/2016 to 1/31/2018 |
| 14.2. | 8 Walnut Ave Berwyn, PA 19312 | 7/28/14 to 3/31/2018 |
| 14.3. | 2911 W. A.W. Grimes Blvd., #400 Pflugerville, TX 78660 | 2/1/2015 to 1/31/2016 |

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|---|---|
|---------------------------|---|---|

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☒ Yes. State the nature of the information collected and retained.

Names, addresses, phone numbers, and email. Used for fulfilling customer orders. Retained by law in the case of any product recalls. Names and emails when customers opt-in to marketing communications. Credit cards for select retailers that have on-going purchase agreements and provided written permission is provided to retain.

Does the debtor have a privacy policy about that information?

☐ No

☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ No. Go to Part 10.

☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. **Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

| Financial Institution name and Address | Last 4 digits of account number | Type of account or instrument | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|--|---------------------------------|-------------------------------|--|---|
|--|---------------------------------|-------------------------------|--|---|

19. **Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

| Depository institution name and address | Names of anyone with access to it Address | Description of the contents | Do you still have it? |
|---|--|-----------------------------|-----------------------|
|---|--|-----------------------------|-----------------------|

20. **Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

| Facility name and address | Names of anyone with access to it | Description of the contents | Do you still have it? |
|---------------------------|-----------------------------------|-----------------------------|--|
| See attached schedule | See attached schedule | | <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes |

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. **Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|-------------------------------------|--------------------|----------------|
|---------------------------|-------------------------------------|--------------------|----------------|

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|---------------------------------------|-----------------------------|----------------|
|-----------------------|---------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|---------------------------------------|-----------------------------|----------------|
|-----------------------|---------------------------------------|-----------------------------|----------------|

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. Dates business existed |
|-----------------------|-------------------------------------|--|
|-----------------------|-------------------------------------|--|

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

| Name and address | Date of service From-To |
|---|----------------------------|
| 26a.1. ProPath Finance, LLC c/o Eric Weynard 13004 Arroyo Doble Drive Manchaca, TX 78652 | 3/27/2017 to current |
| 26a.2. Scott Robertson 12400 Hwy 71 West #350-141 Austin, TX 78738 | 6/18/2015 to 2/1/2017 |

| Name and address | | Date of service From-To |
|------------------|--|-----------------------------|
| 26a.3. | Michael Misikoff 4455 River Garden Trail Austin, TX 78746 | 2/1/2017 to current |
| 26a.4. | Pope, Shamsie & Dooley 4201 W. Parmer, Suite B-200 Austin, TX 78727 | 4/30/2015 to current |

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

| Name and address | If any books of account and records are unavailable, explain why |
|------------------|---|
|------------------|---|

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

| Name and address | |
|------------------|--|
| 26d.1. | Amplify Credit Union 3600 Parmer Lane, No. 200 Austin, TX 78727 |
| 26d.2. | See attached schedule |

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

| | Name of the person who supervised the taking of the inventory | Date of inventory | The dollar amount and basis (cost, market, or other basis) of each inventory |
|------|--|----------------------------------|--|
| 27.1 | Alexandrea Oliver and Scott Heffernan | 4/30/2018 | 66,551.33; Landed cost |
| | Name and address of the person who has possession of inventory records Leslie Stiba 20187 Bellerive Drive Pflugerville, TX 78660 | | |
| 27.2 | Jack Ryan - Contracted by Amplify | 8/7/2017 to 8/31/2017 | Unknown |
| | Name and address of the person who has possession of inventory records Amplify Credit Union 3600 Parmer Lane, No. 200 Austin, TX 78727 | | |

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

| Name | Address | Position and nature of any interest | % of interest, if any |
|----------------|---|-------------------------------------|------------------------------------|
| Leslie Stiba | 20187 Bellerive Drive Pflugerville, TX 78660 | CEO, Director | 5% of Series A, Common Shareholder |
| Name | Address | Position and nature of any interest | % of interest, if any |
| Patrick Laffan | 1085 Old Lancaster Road Berwyn, PA 19312 | CTO, Director | 2% of Series A, Common Shareholder |

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

| Name | Address | Position and nature of any interest | Period during which position or interest was held |
|------------|---|-------------------------------------|---|
| Tom Rogers | 7600 N. Capital of Texas Highway Building B, Suite 130 Austin, TX 78731 | Director | 6/24/2014 to 3/8/2018 |

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|---|--|------------------------|--------------------------------|
| 30.1 | Leslie Stiba 20187 Bellerive Drive Pflugerville, TX 78660 | \$57,093.03 | 5/31/2017 to 5/31/2018 | Salary |
| | Relationship to debtor CEO, Director, Shareholder | | | |
| 30.2 | Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 | \$53,624.41 | 5/31/2017 to 5/31/2018 | Salary |
| | Relationship to debtor CTO, Director, Shareholder | | | |

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|--|
|--------------------------------|--|

Debtor **Austlen Baby Co.**

Case number (if known) _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

Executed on **June 10, 2018**

/s/ Leslie Stiba
Signature of individual signing on behalf of the debtor

Leslie Stiba
Printed name

Position or relationship to debtor **President & Chief Executive Officer**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ Yes
☐ No

Part 2 - 3. Certain payments or transfers to creditors within 90 days before filing this case

| Payment Date | Vendor/Creditor | Amount | Payment Reason |
|---------------------|-----------------------------------|-----------------------|-----------------------|
| 4/24/2018 | Family Media, LLC | (\$6,000.00) | |
| 4/5/2018 | Family Media, LLC | (\$3,000.00) | |
| Total | | (\$9,000.00) | Suppliers or vendors |
| 3/1/2018 | FedEx | (\$1,550.93) | |
| 3/16/2018 | FedEx | (\$602.46) | |
| 3/27/2018 | FedEx | (\$1,834.71) | |
| 4/5/2018 | FedEx | (\$2,558.11) | |
| 4/23/2018 | FedEx | (\$3,017.19) | |
| 5/7/2018 | FedEx | (\$1,565.72) | |
| 5/22/2018 | FedEx | (\$2,764.90) | |
| Total | | (\$13,894.02) | Suppliers or vendors |
| 3/8/2018 | Guangdong Roadmate Group Co., Ltd | (\$40,475.15) | |
| 4/3/2018 | Guangdong Roadmate Group Co., Ltd | (\$59,201.72) | |
| Total | | (\$99,676.87) | Suppliers or vendors |
| 3/2/2018 | IPFS Corporation | (\$500.90) | |
| 3/15/2018 | IPFS Corporation | (\$4,852.97) | |
| 4/2/2018 | IPFS Corporation | (\$500.90) | |
| 4/17/2018 | IPFS Corporation | (\$4,853.87) | |
| 5/2/2018 | IPFS Corporation | (\$500.90) | |
| 5/15/2018 | IPFS Corporation | (\$4,852.97) | |
| Total | | (\$16,062.51) | Financed Ins. premium |
| 4/24/2018 | Kell Mercer | (\$1,400.00) | |
| 5/31/2018 | Kell Mercer | (\$9,875.00) | |
| 5/31/2018 | Kell Mercer | (\$7,380.00) | |
| Total | | (\$18,655.00) | Services |
| 3/2/2018 | Ortega Group LLC | (\$1,500.00) | |
| 3/16/2018 | Ortega Group LLC | (\$2,000.00) | |
| 3/27/2018 | Ortega Group LLC | (\$2,000.00) | |
| 4/5/2018 | Ortega Group LLC | (\$2,000.00) | |
| Total | | (\$7,500.00) | Services |
| 3/6/2018 | TechMille Limited | (\$6,671.97) | |
| 4/11/2018 | TechMille Limited | (\$7,958.02) | |
| 5/5/2018 | TechMille Limited | (\$7,045.81) | |
| Total | | (\$21,675.80) | Services |
| 4/20/2018 | CUBS | (\$24,304.07) | |
| 5/7/2018 | CUBS | (\$51,563.64) | |
| 5/16/2018 | CUBS | (\$24,304.07) | |
| 4/20/2018 | CUBS | (\$28,530.82) | |
| Total | | (\$128,702.60) | Secured Debt |
| 3/15/2018 | Chase Bank | (\$121.00) | |
| 3/16/2018 | Chase Bank | (\$4,811.58) | |
| 4/4/2018 | Chase Bank | (\$15,517.94) | |
| 4/6/2018 | Chase Bank | (\$8,303.85) | |
| 5/7/2018 | Chase Bank | (\$12,000.00) | |
| Total | | (\$40,754.37) | Revolving Debt |
| 3/2/2018 | Chase United CC - PL (6767) | (\$3,699.36) | |
| 4/2/2018 | Chase United CC - PL (6767) | (\$4,383.88) | |
| 4/5/2018 | Chase United CC - PL (6767) | (\$1,026.52) | |
| 5/4/2018 | Chase United CC - PL (6767) | (\$25.00) | |
| Total | | (\$9,134.76) | Revolving Debt |

Off-premises storage

| <u>Name</u> | <u>Address</u> | <u>Phone</u> | <u>People with access</u> | <u>Content Description</u> |
|-----------------------|--|--------------|---|--|
| Extra Space Storage | 65 E. Lancaster Ave., Malvern, PA 19355, Unit 802 | | Patrick Laffan | Product returns, prototypes |
| Public Storage 08130 | 592 Swedesford Road, Berwyn, PA 19312, Units 1514, 2512 | 610-722-9230 | N/A | Engineering samples |
| Public Storage 08130 | 592 Swedesford Road, Berwyn, PA 19312, Units 2512, 2326 | 610-722-9230 | N/A | Inventory |
| Liberty Hill Storage | 14774 West Highway 29, Liberty Hill, TX 78642, Unit J264 | | Linda Sykora, Clara Bradbury, Leslie Stiba | Marketing materials, marketing samples |
| My Attic Storage Unit | 1602 W. Pecan St. Pflugerville, TX 78660, Unit A213 | | N/A | Marketing materials, marketing samples |
| Outlander Inc. | 3250 Hatch Rd, Cedar Park, TX 78613 | | Clara Bradbury, Linda Sykora, Vance Ecklund | Trade show / marketing materials |

| <u>Status</u> | <u>Opened</u> | <u>Closed</u> |
|---------------|---------------|---------------|
| Open | 5/13/2016 | |
| Closed | | 8/31/2017 |
| Closed | 6/29/2017 | 8/31/2017 |
| Open | | |
| Closed | 1/1/2017 | |
| Open | | |

List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement with

| | | |
|---|---|------------------------|
| Emerging Star Ventures LLC | 7600 N. Capital of Texas Highway, Building B, Suite 130 | Austin, Texas 78731 |
| Paulos Holdings, Ltd. | 6309 W. Courtyard Dr. | Austin, TX 78730 |
| PICOSA Investments LLC | 3301 Cherry Lane | Austin TX 78703 |
| Anthony McKenzie | PTY 20057, 2250 NW 114th Ave, Unit 1P | Miami, FL 33172 |
| Mark Moran | 8516 San Leandro Drive | Dallas, TX 75218 |
| LCB Resources, LLC | 2903 Bookhout St. | Dallas, TX 75201 |
| Michael Misikoff | 4455 River Garden Trail | Austin, TX 78746 |
| Tommy Wald | 2801 W. Fresco Dr. | Austin, TX 78731 |
| Ken Shifrin | 7936 Escala Drive | Austin, TX 78735 |
| Matula Trust | 4200 River Garden Trail | Austin, TX 78746 |
| Matula Family, LP - Class 2 | 4200 River Garden Trail | Austin, TX 78746 |
| Jan. M. Betts Irrevocable Trust (2012) | 8624 Calera Drive | Austin, TX 78735 |
| Jan. M. Betts Revocable Trust (12/18/2001) | 8624 Calera Drive | Austin, TX 78735 |
| John & Winifred Laffan | 2312 Cromwell Rd. | Stroudsburg, PA 18360 |
| Patrick Laffan | 1085 Old Lancaster Rd | Berwyn , PA 19312 |
| Leslie Stiba | 20817 Bellerive Drive | Pflugerville, TX 78660 |
| Kate Hoogendoorn | 2076 Creelman Avenue | Vancouver, V6J 1C3 |
| Phil Sneed, | c/o Tandem Logistics, Inc. 2911 A.W. Grimes Bl | Pflugerville, TX 78660 |
| Marisa Goldenberg | 7305 Hitching Post Drive | Park City, UT 84098 |
| Mark Hicks | 8910 Spicebrush Dr. | Austin, TX 78759 |
| Robert & Donna Hollingsworth | 603 Davis Street, Unit 1303 | Austin, TX 78701 |
| Jon Godston | 3100 W. Lyndale St. #4B | Chicago, IL 60647 |
| Cristina Bejanaro and Kevin O'Shaughnessey | 809 Theresa Avenue | Austin, TX 78703 |
| Kevin Smith | 9019 Yucca Mountain Rd. | Austin, TX 78759 |
| Ryan C. Murdock | 4709 Sinclair Ave. | Austin, TX 78756 |
| Melodie Zamora Summersett | 4205 Hidden Canyon Cove | Austin, TX 78746 |
| Shirley Sheffield | 125 Hornsby Trail | Bastrop, TX 78602 |
| Centrality Limited Liability Company c/o Jacob Moilanen | 3407 Ledgestone Drive | Austin, TX 78731 |
| Woodson Wynden Limited Partnership c/o Katherine Yager Rogers | 3939 Bee Caves Road, #C-100 | Austin, TX 78746 |
| Harish K. Gagneja | 124 Brandon Way | Austin, TX 78733 |
| Britney Dann Knowlton | 3204 Tom Miller St. | Austin, TX 78723 |
| Erik & Beth Cohen | 7605 Valley Dale Drive | Austin, TX 78731 |
| Lee Rogers | 201 Pecan St. | Fort Worth, TX 76012 |

**United States Bankruptcy Court
Western District of Texas, Austin Division**

In re **Austlen Baby Co.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-----------------|----------------------|------------------|
| Anthony McKenzie PTY 20057 2250 NW 114th Ave, Unit 1P Miami, FL 33172 | Series A | 109,840 | |
| Desiree Paquette 1029 River Road Mystic, CT 06355-1236 | Common | 25,000 | |
| Emerging Star Ventures LLC 7600 N. Capital of Texas Highway Austin, TX 78731 | Series A | 357,138 | |
| Emerging Star Ventures LLC 7600 N. Capital of Texas Highway Austin, TX 78731 | Common | 5,000 | |
| Frederick Provorny 11803 Kemp Mill Road Silver Spring, MD 20902 | Common | 8,594 | |
| Jan M. Betts Irrevocable Trust (2001) 8624 Calera Drive Austin, TX 78735 | Series A | 58,484 | |
| Jan M. Betts Irrevocable Trust (2012) 8624 Calera Drive Austin, TX 78735 | Series A | 58,484 | |
| Jan M. Betts Irrevocable Trust (2012) 8624 Calera Drive Austin, TX 78735 | Common | 5,000 | |
| John & Winifred Laffan 2312 Cromwell Road Stroudsburg, PA 18360 | Series A | 38,989 | |
| John Goodston 3100 W. Lyndale Street, #48 Chicago, IL 60647 | Series A | 65,586 | |
| Kate Hoogendoorn 2076 Creelman Avenue Vancouver, V6J 1C3 | Series A | 96,2012 | |

In re: **Austlen Baby Co.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-----------------|----------------------|------------------|
| Ken Shifrin 7936 Escala Drive Austin, TX 78735 | Series A | 131,004 | |
| Ken Shifrin 7936 Escala Drive Austin, TX 78735 | Common | 5,000 | |
| LCB Resources 2903 Bookhout Street Dallas, TX 75201 | Series A | 72,520 | |
| Leslie Stiba 20187 Bellerive Drive Pflugerville, TX 78660 | Series A | 109,324 | |
| Leslie Stiba 20187 Bellerive Drive Pflugerville, TX 78660 | Common | 1,778,232 | |
| Marisa Goldenberg 7305 Hitching Post Drive Park City, UT 84098 | Series A | 67,189 | |
| Mark Hicks 8910 Spicebrush Drive Austin, TX 78759 | Series A | 58,012 | |
| Mark Moran 8516 San Leandro Drive Dallas, TX 75218 | Series A | 80,029 | |
| Matula Family, LP - Class 2 4200 River Garden Trail Austin, TX 78746 | Series A | 116,968 | |
| Matula Trust 4200 River Garden Trail Austin, TX 78746 | Series A | 38,989 | |
| Michael Misikoff 4455 River Garden Trail Austin, TX 78746 | Series A | 165,069 | |
| Michael Misikoff 4455 River Garden Trail Austin, TX 78746 | Common | 5,000 | |

In re: **Austlen Baby Co.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-----------------|----------------------|------------------|
| Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 | Series A | 38,989 | |
| Patrick Laffan 1085 Old Lancaster Road Berwyn, PA 19312 | Common | 1,166,813 | |
| Paulos Holdings, Ltd. 3301 Cherry Lane Austin, TX 78703 | Series A | 224264 | |
| Paulos Holdings, Ltd. 3301 Cherry Lane Austin, TX 78703 | Common | 5,000 | |
| Phil Sneed c/o Tandem Logistics, Inc. 2911 A.W. Grimes Blvd. #400 Pflugerville, TX 78660 | Series A | 42,420 | |
| PICOSA Investments LLC, , 3301 Cherry Lane Austin, TX 78703 | Series A | 48,214 | |
| Robert & Donna Hollingsworth 603 Davis Street, Unit 1303 Austin, TX 78701 | Series A | 21,210 | |
| Tommy Wald 2801 W. Fresco Drive Austin, TX 78731 | Series A | 72,520 | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President & Chief Executive Officer** of the corporation named as the debtor in this case, declare under 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.

Date **June 10, 2018**Signature **/s/ Leslie Stiba**
Leslie Stiba

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Texas, Austin Division**

In re **Austlen Baby Co.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President & Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 10, 2018**

/s/ Leslie Stiba

Leslie Stiba/President & Chief Executive Officer

Signer/Title

**United States Bankruptcy Court
Western District of Texas, Austin Division**

In re **Austlen Baby Co.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Austlen Baby Co.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Emerging Star Ventures LLC
7600 N. Capital of Texas Highway
Austin, TX 78731

Leslie Stiba
20187 Bellerive Drive
Pflugerville, TX 78660

Patrick Laffan
1085 Old Lancaster Road
Berwyn, PA 19312

Paulos Holdings, Ltd.
3301 Cherry Lane
Austin, TX 78703

☐ None [*Check if applicable*]

June 10, 2018

Date

/s/ Kell C. Mercer Tex. Bar No.

Kell C. Mercer Tex. Bar No. 24007668

Signature of Attorney or Litigant
Counsel for **Austlen Baby Co.**

Kell C. Mercer, P.C.

1602 E. Cesar Chavez Street
Austin, TX 78702

(512) 627-3512

kell.mercer@mercero-law-pc.com

**UNANAMOUS WRITTEN CONSENT RESOLUTIONS
OF DIRECTORS**

of

AUSTLEN BABY CO.

June 6, 2018

In lieu of a meeting, in accordance with Section 141(f) of the Delaware General Corporation Law, Leslie Stiba (“Stiba”) and Patrick Laffan (“Laffan”) constituting all of the directors (collectively, the “Directors”) of Austlen Baby Co. (the “**Company**”), do hereby approve and adopt the following consent resolutions:

RESOLVED, that in the judgment of the Directors, it is desirable and in the best interests of the Company, its creditors, its shareholders, and other interested parties, that the Company be authorized and empowered to file, on or after June 7, 2018, a petition for relief (the “Petition”) under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the “Bankruptcy Court”); and it is further

RESOLVED, that Stiba, in her capacity as Chief Executive Officer of the Company (“CEO”), is hereby authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition and cause the Petition to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper and necessary to effect any of the foregoing; and it is further

RESOLVED, that Stiba, in her capacity as CEO is authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify and file or cause to be filed all other reasonable and customary applications, schedules, lists, motions and other papers and documents; and it is further

RESOLVED, that Stiba, in her capacity as CEO, is hereby authorized, directed and empowered to open any new bank accounts, as needed, to be designated as "Debtor-in-Possession" bank accounts pursuant to the filing of the petition under Chapter 11 of the Bankruptcy Code, and to include Stiba as the signing party on such accounts, as representative of the Company; and it is further

RESOLVED, that Stiba, in her capacity as CEO, is authorized, directed and empowered to retain on behalf of the Company, Kell C. Mercer and the law firm of Kell C. Mercer, P.C., as bankruptcy counsel, to represent the Company in the aforesaid Chapter 11 bankruptcy case and all other related matters in connection therewith and such other terms and conditions as the officers shall deem advisable; and it is further

RESOLVED, that Stiba, in her capacity as CEO, is authorized and empowered, for and on behalf of the Company, to execute and file all such instruments and documents, to make all payments, to enter into all agreements and to do or cause to be done all acts and things that may be necessary or appropriate to carry out the purposes of the foregoing resolutions.

DocuSigned by:
Leslie Stiba
B1FD56AC8B554FD...

Leslie Stiba, Director
Austlen Baby Co.

DocuSigned by:
Patrick Laffan
5410A2BB3873457...

Patrick Laffan, Director
Austlen Baby Co.