

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name A'GACI, L.L.C.2. All other names debtor used in the last 8 years Won Management, LLC; O'Shoes; Boutique Five
Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 74 - 3 0 0 9 6 0 4

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>12460 Network Blvd., Ste 106</u> Number Street	_____ Number Street
	<u>San Antonio TX 78249</u> City State ZIP Code	_____ P.O. Box
	<u>Bexar</u> County	_____ City State ZIP Code
		Location of principal assets, if different from principal place of business
		_____ Number Street
		_____ City State ZIP Code

5. Debtor's website (URL) www.agacistore.com6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ 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>.

4 4 8 1

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. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

☒ No

- ☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

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

Debtor

A'GACI, L.L.C.

Name

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 for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor A'GACI, L.L.C.
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

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 01/08/2018
MM / DD / YYYY

☒

Signature of authorized representative of debtor

Title

MANAGER / CMO

DAVID WON
Printed name

18. Signature of attorney

☒ /s/ Ian T. Peck

Signature of attorney for debtor

Date 01/09/2018

MM / DD / YYYY

Ian T. Peck

Printed name

Haynes and Boone, LLP

Firm name

2323 Victory Avenue, Suite 700

Number Street

Dallas

City

214.651.5155

Contact phone

TX

State

75219

ZIP Code

ian.peck@haynesboone.com

Email address

24013306

Bar number

TX

State

RESOLUTIONS OF THE SOLE MEMBERS OF A’GACI, L.L.C.

WHEREAS, in the judgment of the Sole Members of A’GACI, L.L.C. (the “Company”), it is desirable and in the best interest of the Company to cause to be filed a petition by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) on or after January 9, 2018;

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of the Company to cause to be filed a petition in the name of the Company (the “Chapter 11 Petition”) seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name of and on behalf of the Company, to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas, San Antonio Division (the “Bankruptcy Court”), in such form and at such time as any such officer shall determine; and it is further

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all actions which such officer deems necessary and proper in connection with the Chapter 11 case; and it is further

Employment of Professionals

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Company in the Chapter 11 case, and the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Sole Managers, pay appropriate retainers in substantially the amounts previously discussed by the Sole Managers prior to and immediately upon the filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone, LLP; and it is further

RESOLVED, that the consulting firm of Berkeley Research Group, LLC be, and hereby is, employed to provide certain services as financial advisors to the Company in the Chapter 11 case, and the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Sole Managers, pay appropriate retainers in substantially the amounts previously discussed by the Sole Managers prior to and immediately upon the filing of

the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Berkeley Research Group, LLC; and it is further

RESOLVED, that the consulting firm of Kurtzman Carson Consultants LLC be, and hereby is, employed as claims and noticing agent and other related services for the Company in the Chapter 11 case, and the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Sole Managers, pay appropriate retainer in substantially the amount previously discussed by the Sole Managers prior to and immediately upon the filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and it is further

RESOLVED, that the consulting firm of SSG Advisors, LLC be, and hereby is, employed to provide certain services as investment bankers to the Company in the Chapter 11 case, and the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Sole Managers, pay appropriate retainer in substantially the amount previously discussed by the Sole Managers prior to and immediately upon the filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and it is further

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Chapter 11 case and cause to be filed appropriate applications for authority to retain the services of such firm(s); and it is further

General Authorizing Resolutions

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, granted full authority to act in the name of and on behalf of the Company, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as such officer deems to be necessary, appropriate, or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

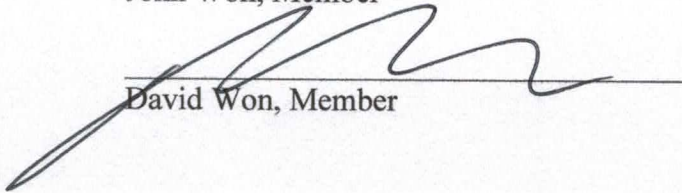
RESOLVED, that all acts lawfully done or actions lawfully taken by the proper officers of the Company to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed to certify and attest any documents or materials which such officer deems necessary, desirable, or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute one consent. All of the foregoing resolutions shall be deemed adopted simultaneously.

We, John Won and David Won, Sole Members of the Company, certify that the above resolutions were adopted by the Sole Members of A'GACI, L.L.C. at the meeting held on January 8, 2018.

John Won, Member

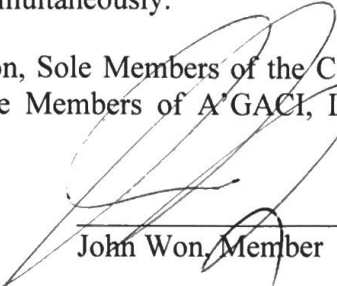


David Won, Member

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed to certify and attest any documents or materials which such officer deems necessary, desirable, or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute one consent. All of the foregoing resolutions shall be deemed adopted simultaneously.

We, John Won and David Won, Sole Members of the Company, certify that the above resolutions were adopted by the Sole Members of A'GACI, L.L.C. at the meeting held on January 8, 2018.



John Won, Member

David Won, Member

Fill in this information to identify the case:

Debtor name: A'GACI, L.L.C.

United States Bankruptcy Court for the Western District of Texas

Case number (If known): TBD

☐ 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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
1 BANK OF AMERICA RAY ABBOTT 100 N TRYON ST CHARLOTTE, NC 28202	RAY ABBOTT	DC LIEN		\$ 4,265,902.00	UNKNOWN	UNKNOWN (1)
2 AMERICAN EXPRESS ALAN VIGIL ATTN EXPRESS MAIL REMITTANCE PROCESSING 1200 W 7TH ST L2 200 LOS ANGELES, CA 90017	ALAN VIGIL	MERCHANT CREDIT CARD				\$ 1,659,156.24
3 AMBIANCE APPAREL/WAX JEAN 2415 E 15TH STREET LOS ANGELES, CA 90021		MERCHANT				\$ 426,007.86
4 TOP GUY INT'L TRADING INC 333 BREA CANYON RD CITY OF INDUSTRY, CA 91789		MERCHANT				\$ 385,018.15
5 ELEGANCE ENTERPRISE CORP 18217 RAILROAD STREET CITY OF INDUSTRY, CA 91748		MERCHANT				\$ 378,392.00
6 OCEANARC CAPITAL PARTNERS LLC RON KUBICK 299 PARK AVE NEW YORK, NY 10171	RON KUBICK	EXPENSE	CONTINGENT, DISPUTED			\$ 300,000.00
7 JP ORIGINAL CORP. 19101 E WALNUT DRIVE NORTH CITY OF INDUSTRY, CA 91748		MERCHANT				\$ 293,347.65
8 LOVE LETTER COLLECTION C O ROSENTHAL & ROSENTHAL INC PO BOX 88926 CHICAGO, IL 60695-1926		MERCHANT				\$ 293,246.95
9 DAY G C O PRIME BUSINESS CREDIT INC PO BOX 741084 LOS ANGELES, CA 90074-1084		MERCHANT				\$ 241,255.45
10 SDI INDUSTRIES INC 13000 PIERCE ST PACOIMA, CA 91331		EXPENSE				\$ 230,104.75
11 SAN ANTONIO MERCHANT SHIPPERS 4300 LOOP 410 NE STE 150 SAN ANTONIO, TX 78218		EXPENSE				\$ 173,914.89
12 TOVIA 1228 1 2 S SAN PEDRO ST LOS ANGELES, CA 90015		MERCHANT				\$ 147,822.20
13 BANJUL INC C O GENERAL BUSINESS CREDIT 110 E 9TH STREET NO A 1126 LOS ANGELES, CA 90079		MERCHANT				\$ 122,600.20
14 PRIVY INC. 933 TOWNE AVE NO 104 LOS ANGELES, CA 90021		MERCHANT				\$ 120,508.60
15 ASPIRE SYSTEMS CONSULTING PTE LTD 60 PAYA LEBAR ROAD NO80 43 PAYA LEBAR SQUARE SINGAPORE 409051 SINGAPORE		EXPENSE				\$ 120,330.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
16 DEMANDWARE, INC. 5 WALL STREET BURLINGTON, MA 01803		EXPENSE				\$ 109,999.17
17 AWIN INC PO BOX 845591 BOSTON, MA 02284-5591		EXPENSE				\$ 108,598.80
18 CHOCOLATE U.S.A. 732 E 10TH STREET STE 106 LOS ANGELES, CA 90021		MERCHANT				\$ 104,049.50
19 RM MFG CO 7401 N OAK PARK AVE NILES, IL 60714		MERCHANT				\$ 101,344.25
20 ORACLE AMERICA INC PO BOX 203448 DALLAS, TX 75320		EXPENSE				\$ 99,450.08

(1) BOA's claim is partially secured but the value of their collateral is not currently known. BOA is included here because the claim resulting from inadequate collateral value may place them among the holders of the 20 largest unsecured claims.

Fill in this information to identify the case and this filing:

Debtor Name A'GACI, L.L.C

United States Bankruptcy Court for the: WESTERN District of TEXAS
(State)

Case number (if known): _____

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 _____
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Printed name

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:

A'GACI, L.L.C.,

Debtor.

§ Chapter 11

§

§

§

§

Case No. 18-_____

**VERIFIED LIST OF EQUITY SECURITY HOLDERS
FILED BY A'GACI, L.L.C.**

I declare under penalty of perjury that the attached list of equity security holders is a true and correct list of equity security interest holders as of January 9, 2018.

Dated: 1/8/2018.

A'GACI, L.L.C.

By: 

Name: David Won

Title: Chief Merchandising Officer

**LIST OF EQUITY SECURITY HOLDERS FOR
A'GACI, L.L.C.**

David Won and John Won collectively own 100% of the membership interests of A'GACI, L.L.C. David Won's principal place of business address is 800 East 12th Street, Suite 301, Los Angeles, California 90021. John Won's principal place of business address is 12460 Network Blvd., Suite 106 San Antonio, Texas 78249.