

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

	)				
In re:	)	Chapter 11			
	)				
ALEX AND ANI, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 21-10918 (CTG)			
	)				
Debtors.	)	(Jointly Administered)			
	)				

**AMENDED DECLARATION OF ADAM J. GORMAN REGARDING THE SOLICITATION AND TABULATION OF VOTES ON THE FIRST AMENDED JOINT PLAN OF REORGANIZATION OF ALEX AND ANI, LLC AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Adam J. Gorman, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC (“KCC”), located at 222 North Pacific Coast Highway, Suite 300, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. I submit this declaration (the “Voting Report”) with respect to the solicitation of votes and the tabulation of ballots cast on the *First Amended Joint Plan of Reorganization of Alex and Ani, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 369] (as may be amended, modified, or supplemented from time to time, the “Plan”). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and/or my review of the relevant documents. I am authorized to submit this Voting Report on behalf of KCC. If I were called to testify, I would testify competently as to the facts set forth herein.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: Alex and Ani, LLC (8360); A and A Shareholding, Co., LLC (7939); Alex and Ani International, LLC (2247); Alex and Ani Retail, LLC (1227); Alex and Ani Assembly, LLC (3215); Alex and Ani California, LLC (6368); Alex and Ani Canada, LLC (3317); Alex and Ani Puerto Rico, LLC (1477); and Alex and Ani South Seas, LLC (8592). The Debtors’ headquarters and mailing address is: 10 Briggs Drive, East Greenwich, RI 02818.



3. On June 11, 2021, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order Appointing Kurtzman Carson Consulting LLC as Claims and Noticing Agent Effective as of Petition Date* [Docket No. 66]. On July 15, 2021, the Court entered the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consulting LLC as Administrative Advisor Effective as of Petition Date* [Docket No. 198] authorizing the Debtors to retain KCC as their administrative agent to assist with, among other things, (a) service of solicitation materials to the parties entitled to vote to accept or reject the Plan, and (b) tabulation of votes with respect thereto. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

4. On August 20, 2021, the Court entered the *Order (I) Approving the Adequacy of the Disclosure Statement; (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' First Amended Joint Chapter 11 Plan; (III) Approving the Forms of Ballots and Notices in Connection Therewith; (IV) Scheduling Certain Dates with Respect Thereto; and (V) Granting Related Relief* [Docket No. 352] (the “Disclosure Statement Order”)<sup>2</sup> establishing, among other things, certain solicitation and voting tabulation procedures.

**A. Service and Transmittal of Solicitation Packages and Related Information**

5. On August 25, 2021, KCC caused the Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Disclosure Statement Order. Furthermore, on August 25, 2021, KCC caused the Solicitation Packages to be served on all known holders of Claims entitled to vote on the Plan— *i.e.*, holders of Claims in Class 3 (Secured Credit Facility Secured Claims), Class 4 (Go-Forward Vendor

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan and the Disclosure Statement Order (each as defined herein), as applicable.

Claims), and Class 5 (General Unsecured Claims) (collectively the “Voting Classes”). Furthermore, on August 25, 2021, KCC caused to be served (a) the *Notice of Non-Voting Status to Holder of Unimpaired Claims Conclusively Presumed to Accept the Plan* attached as Exhibit 4 to the Disclosure Statement Order in lieu of a Solicitation Package on all known holders of Unimpaired Claims in Classes 1 and 2, (b) the *Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan* attached as Exhibit 5 to the Disclosure Statement Order in lieu of a Solicitation Package on all known holders of Impaired Claims in Class 8, and (c) the *Notice of Non-Voting Status With Respect to Disputed Claims* attached as Exhibit 6 to the Disclosure Statement Order on all known holders of disputed Claims (collectively, the “Non-Voting Notices”). A certificate of service evidencing the service of the foregoing was filed with the Court on August 27, 2021, at Docket No. 383.

6. On August 25, 2021, KCC posted links to the electronic versions of the Plan, the Disclosure Statement, the Disclosure Statement Order, and the Confirmation Hearing Notice, as well as other information pertinent to voting on the Plan and responding to confirmation of the Plan on the public access website at [www.kcellc.net/alexandani](http://www.kcellc.net/alexandani). Additionally, on September 7, 2021, KCC posted a link to the electronic version of the Plan Supplement.

7. During the voting period, KCC forwarded Solicitation Packages and Non-Voting Notices to parties whose packages were returned with a forwarding address. Supplemental certificates of service evidencing the foregoing were filed with the Bankruptcy Court on September 3, 2021 at Docket No. 399 and September 13, 2021 at Docket No. 416.

## **B. The Tabulation Process**

8. The Disclosure Statement Order established (a) seven (7) Business Days after the Court entered an order approving the Settlement as the voting record date for Class 3, and

(b) August 13, 2021, except as otherwise provided in the Solicitation and Voting Procedures, as the voting record date for all Claims not in Class 3 (together, the “Voting Record Date”) for determining which holders of Claims were entitled to receive Solicitation Packages or Non-Voting Notices, as applicable. Pursuant to the Disclosure Statement Order, Holders of Claims in Class 3 (Secured Credit Facility Secured Claims), Class 4 (Go-Forward Vendor Claims), and Class 5 (General Unsecured Claims) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

9. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities and the claims information reflected in KCC’s CaseView<sup>3</sup> (“CaseView”) system to identify and solicit holders of Claims and Interests in the Voting Classes.

10. Using the information outlined above, and with specific guidance from the Debtors’ counsel and financial advisors, KCC created a voting database reflecting the names and addresses of holders of Claims and Interests, the classification of Claims and Interests, and voting amounts in the Voting Classes. Specifically, using its CaseView system and voting database, KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan.

11. The Disclosure Statement Order established September 14, 2021 at 4:00 p.m. (prevailing Eastern Time) as the deadline by which ballots for accepting or rejecting the Plan had to be actually received by KCC in order to be counted<sup>4</sup>.

12. Pursuant to the Disclosure Statement Order, KCC received and tabulated the ballots submitted by holders of Claims and Interests in the Voting Classes as follows: (a) each returned

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<sup>3</sup> CaseView is KCC’s claims management database, which stores the records and images associated with all scheduled and filed claims.

<sup>4</sup> Pursuant to the Disclosure Statement Order, the Debtors allowed (a) Ballot No. 96 of LC A&A Intermediate Investors LLC to be filed after the deadline and (b) Ballot No. 95 of Briggs Drive Associates, LLC to be changed from “reject” to “accept” after the deadline.

ballot was opened and inspected at KCC's office; (b) paper ballots were date-stamped and scanned into the CaseView system; (c) each electronic ballot was electronically received and processed; and (d) all ballots received on or before the Voting Deadline were entered into KCC CaseView system, and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

13. The final tabulation of votes cast by timely and properly completed ballots received by KCC including a breakdown of the tabulation results both on an aggregate basis and on an individual Debtor basis is attached hereto as Exhibit A. The detailed ballot reports for all Voting Classes are attached hereto as Exhibit A-1.

14. KCC reviewed and tabulated the elections recorded on the ballots received by the Voting Deadline from the holders of Claims entitled to opt-out of the Plan's Third-Party Releases. A report of any such holders that checked the opt-out box on their ballots is attached hereto as Exhibit B. For the avoidance of doubt, this Voting Report does not certify the validity or enforceability of any opt-out election received and reported on Exhibit B hereto, but rather provides such information for reporting and informational purposes.

**C. Ballots That Were Not Counted**

15. Attached hereto as Exhibit C is a detailed report of any ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the Disclosure Statement Order for the reasons described therein.

**D. Conclusion**

16. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of ballots in connection with the Plan is

true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 22nd day of September 2021 in El Segundo, California.

Dated: September 22, 2020

**KURTZMAN CARSON CONSULTANTS LLC**

/s/ Adam J. Gorman

Adam J. Gorman

Director of Corporate Restructuring Services

# **Exhibit A**

**Exhibit A  
Consolidated Ballot Tabulation Summary**

Class	Class Description	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	% Amount Accepted	% Amount Rejected	Class Status
3	Secured Credit Facility Secured Claims	0	2	2	0	0	100.00%	0.00%	\$111,669,428.89	\$111,669,428.89	\$0.00	\$0.00	100.00%	0.00%	Accept
4	Go-Forward Vendor Claims	0	11	11	0	1	100.00%	0.00%	\$3,323,905.50	\$3,323,905.50	\$0.00	\$15,776.56	100.00%	0.00%	Accept
5	General Unsecured Claims	3	74	69	5	7	93.24%	6.76%	\$11,196,055.60	\$9,017,709.82	\$2,178,345.78	\$915,734.75	80.54%	19.46%	Accept



**Exhibit A**  
**Ballot Tabulation Summary by Debtor**

Debtor & Class Description	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	% Amount Accepted	% Amount Rejected	Class Status
<b>A and A Shareholding, Co., LLC</b>	0	0	0	0	1	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$3,300.84	0.00%	0.00%	Accept
Class 5 - General Unsecured Claims	0	0	0	0	1	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$3,300.84	0.00%	0.00%	Accept
<b>Alex and Ani Assembly, LLC</b>	0	3	3	0	1	100.00%	0.00%	\$120,838.75	\$120,838.75	\$0.00	\$15,776.56	100.00%	0.00%	Accept
Class 4 - Go-Forward Vendor Claims	0	3	3	0	1	100.00%	0.00%	\$120,838.75	\$120,838.75	\$0.00	\$15,776.56	100.00%	0.00%	Accept
<b>Alex and Ani California, LLC</b>	0	4	4	0	0	100.00%	0.00%	\$511,173.04	\$511,173.04	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 5 - General Unsecured Claims	0	4	4	0	0	100.00%	0.00%	\$511,173.04	\$511,173.04	\$0.00	\$0.00	100.00%	0.00%	Accept
<b>Alex and Ani Canada, LLC</b>	0	1	1	0	0	100.00%	0.00%	\$1.00	\$1.00	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 5 - General Unsecured Claims	0	1	1	0	0	100.00%	0.00%	\$1.00	\$1.00	\$0.00	\$0.00	100.00%	0.00%	Accept
<b>Alex and Ani International, LLC</b>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Alex and Ani Puerto Rico, LLC</b>	0	1	1	0	0	100.00%	0.00%	\$76,777.49	\$76,777.49	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 5 - General Unsecured Claims	0	1	1	0	0	100.00%	0.00%	\$76,777.49	\$76,777.49	\$0.00	\$0.00	100.00%	0.00%	Accept
<b>Alex and Ani Retail, LLC</b>	0	1	1	0	0	100.00%	0.00%	\$16.74	\$16.74	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 5 - General Unsecured Claims	0	1	1	0	0	100.00%	0.00%	\$16.74	\$16.74	\$0.00	\$0.00	100.00%	0.00%	Accept
<b>Alex and Ani South Seas, LLC</b>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Alex and Ani, LLC</b>	0	77	72	5	6	93.51%	6.49%	\$125,480,582.97	\$123,302,237.19	\$2,178,345.78	\$912,433.91	98.26%	1.74%	Accept
Class 3 - Secured Credit Facility Secured Claims	0	2	2	0	0	100.00%	0.00%	\$111,669,428.89	\$111,669,428.89	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 4 - Go-Forward Vendor Claims	0	8	8	0	0	100.00%	0.00%	\$3,203,066.75	\$3,203,066.75	\$0.00	\$0.00	100.00%	0.00%	Accept
Class 5 - General Unsecured Claims	3	67	62	5	6	92.54%	7.46%	\$10,608,087.33	\$8,429,741.55	\$2,178,345.78	\$912,433.91	79.47%	20.53%	Accept

**Exhibit A-1**

**Class 3: Secured Credit Facility Secured Claims**

<b>Ballot</b>					
<b>No.</b>	<b>Date Filed</b>	<b>Creditor Name</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Debtor Name</b>
96	09/14/2021	LC A&A Intermediate Investors LLC	\$66,851,886.80	Accept	Alex and Ani, LLC
30	09/09/2021	The Bathing Club	\$44,817,542.09	Accept	Alex and Ani, LLC

**Exhibit A-1**  
**Class 4: Go-Forward Vendor Claims**

<b>Ballot No.</b>	<b>Date Filed</b>	<b>Creditor Name</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Debtor Name</b>
26	09/09/2021	EH ASHLEY & COMPANY INC	\$13,736.85	Accept	Alex and Ani Assembly, LLC
78	09/13/2021	IRA Green, Inc.	\$173,888.10	Accept	Alex and Ani, LLC
24	09/08/2021	J.S. McCarthy Co., Inc.	\$68,519.05	Accept	Alex and Ani, LLC
32	09/09/2021	John F. Allen and Son, Incorporated	\$74,704.09	Accept	Alex and Ani, LLC
27	09/09/2021	JRB Associates, Inc. aka G A Plating Polishing Co	\$101,616.06	Accept	Alex and Ani Assembly, LLC
15	09/07/2021	MICHIGAN CITY PAPER BOX COMPANY	\$34,389.02	Accept	Alex and Ani, LLC
88	09/14/2021	Quality Spraying Technologies, Inc.	\$2,734,835.02	Accept	Alex and Ani, LLC
10	09/07/2021	R & D MANUFACTURING COMPANY	\$19,997.00	Accept	Alex and Ani, LLC
19	09/08/2021	TANURY INDUSTRIES, INC	\$91,693.48	Accept	Alex and Ani, LLC
92	09/14/2021	TERCAT AMERICAN MADE INC	\$5,040.99	Accept	Alex and Ani, LLC
94	09/14/2021	TERCAT AMERICAN MADE INC	\$5,485.84	Accept	Alex and Ani Assembly, LLC

## Exhibit A-1

## Class 5: General Unsecured Claims

Ballot No.	Date Filed	Creditor Name	Voting Amount	Vote	Debtor Name
25	09/08/2021	A Whimsy Wonderland LLC	\$4,500.00	Reject	Alex and Ani, LLC
95	09/22/2021	Briggs Drive Associates, LLC	\$2,154,414.23	Accept	Alex and Ani, LLC
31	09/09/2021	Mersey Corporation d/b/a Transpend Solutions	\$2,094,848.02	Reject	Alex and Ani, LLC
1	08/30/2021	SIGNINNOVATION	\$55,066.00	Reject	Alex and Ani, LLC
6	09/02/2021	SUPERIOR BINDERY INC	\$23,810.16	Reject	Alex and Ani, LLC
18	09/14/2021	UMASS TRADEMARK & LICENSING ADMIN	\$121.60	Reject	Alex and Ani, LLC
43	09/13/2021	Ala Moana Anchor Acquisition, LLC	\$116,391.31	Accept	Alex and Ani, LLC
57	09/13/2021	ALWAYS HOPE ANIMAL RESCUE	\$279.60	Accept	Alex and Ani, LLC
93	09/14/2021	Baltimore Gas and Electric Co	\$16.74	Accept	Alex and Ani Retail, LLC
44	09/13/2021	Baybrook LPC, LLC	\$104,048.09	Accept	Alex and Ani, LLC
45	09/13/2021	Beachwood Place Mall, LLC	\$32,057.75	Accept	Alex and Ani, LLC
29	09/09/2021	BEST BUDDIES	\$446.55	Accept	Alex and Ani, LLC
46	09/13/2021	BPR REIT Services LLC	\$163,317.55	Accept	Alex and Ani, LLC
59	09/13/2021	Brickell City Centre Retail LLC	\$244,817.28	Accept	Alex and Ani, LLC
47	09/13/2021	BRIDGEWATER COMMONS MALL II LLC	\$1.00	Accept	Alex and Ani, LLC
48	09/13/2021	Christiana Mall, LLC	\$70,019.38	Accept	Alex and Ani, LLC
90	09/14/2021	City of Sacramento	\$30.00	Accept	Alex and Ani, LLC
74	09/13/2021	Clearfork Retail Venture, LLC	\$920,530.08	Accept	Alex and Ani, LLC
87	09/14/2021	COHEN CLEARY, P.C.	\$1,157.50	Accept	Alex and Ani, LLC
12	09/01/2021	COMPLETE FIRE SOLUTIONS INC	\$695.95	Accept	Alex and Ani California, LLC
35	09/13/2021	CONQUER CANCER COALITION OF MASSACHUSETTS INC	\$163.80	Accept	Alex and Ani, LLC
28	09/09/2021	CORRA TECHNOLOGY, INC.	\$18,581.00	Accept	Alex and Ani, LLC
81	09/10/2021	CREDITORS ADJUSTMENT BUREAU ASSIGNEE OF LINKEDIN	\$23,919.60	Accept	Alex and Ani, LLC
61	09/13/2021	DEL AMO FASHION CENTER OPERATING COMPANY LLC	\$188,756.02	Accept	Alex and Ani, LLC
8	09/07/2021	DHILLON LAW GROUP	\$50,000.00	Accept	Alex and Ani, LLC
49	09/13/2021	Fashion Show Mall LLC	\$105,782.49	Accept	Alex and Ani, LLC
50	09/13/2021	Glendale I Mall Associates, LP	\$31,600.55	Accept	Alex and Ani, LLC
51	09/13/2021	GLENDALE I MALL ASSOCIATES/GLENDALE GALLERIA	\$1.00	Accept	Alex and Ani Canada, LLC
52	09/13/2021	GLENDALE I MALL ASSOCIATES/GLENDALE GALLERIA	\$1.00	Accept	Alex and Ani California, LLC
53	09/13/2021	Grand Canal Shops II, LLC	\$79,462.20	Accept	Alex and Ani, LLC
86	09/14/2021	H.E.A.R.TS PERFECT FIT CANINES INC.	\$291.90	Accept	Alex and Ani, LLC
13	09/03/2021	JEREMIAHS PLACE	\$131.10	Accept	Alex and Ani, LLC
23	09/08/2021	JEWELERS FOR CHILDREN	\$5,000.00	Accept	Alex and Ani, LLC
73	09/13/2021	JG ELIZABETH II LLC	\$113,919.55	Accept	Alex and Ani, LLC
9	09/02/2021	KENDRICK, BRITNEY R	\$60,879.00	Accept	Alex and Ani, LLC
54	09/13/2021	Kenwood Mall L.L.C.	\$45,326.33	Accept	Alex and Ani, LLC
62	09/13/2021	KING OF PRUSSIA ASSOCIATES	\$205,062.32	Accept	Alex and Ani, LLC
63	09/13/2021	LAS VEGAS NORTH PREMIUM OUTLETS	\$417,121.63	Accept	Alex and Ani, LLC

## Exhibit A-1

## Class 5: General Unsecured Claims

Ballot No.	Date Filed	Creditor Name	Voting Amount	Vote	Debtor Name
64	09/13/2021	LENOX SQUARE	\$245,786.40	Accept	Alex and Ani, LLC
22	09/08/2021	Listrak Inc.	\$18,950.00	Accept	Alex and Ani, LLC
77	09/13/2021	Logic Information Systems, Inc.	\$165,960.00	Accept	Alex and Ani, LLC
65	09/13/2021	MALL AT MIAMI INTERNATIONAL LLC	\$109,571.18	Accept	Alex and Ani, LLC
55	09/13/2021	Mayfair Mall, LLC	\$67,332.89	Accept	Alex and Ani, LLC
56	09/13/2021	Natick Mall, LLC	\$46,818.17	Accept	Alex and Ani, LLC
16	09/07/2021	NATURES DISTRIBUTION INC	\$4,440.80	Accept	Alex and Ani, LLC
3	09/07/2021	NBC Universal Media, LLC	\$367,415.18	Accept	Alex and Ani, LLC
34	09/10/2021	NICHOLE MOORE	\$190.71	Accept	Alex and Ani, LLC
42	09/13/2021	Oakbrook Shopping Center, LLC	\$70,776.92	Accept	Alex and Ani, LLC
66	09/13/2021	ORLAND LP	\$82,248.23	Accept	Alex and Ani, LLC
69	09/13/2021	PENN ROSS JOINT VENTURE	\$104,585.43	Accept	Alex and Ani, LLC
41	09/13/2021	Perimeter Mall, LLC	\$72,634.97	Accept	Alex and Ani, LLC
68	09/13/2021	PLAZA CAROLINA MALL, L.P.	\$76,777.49	Accept	Alex and Ani Puerto Rico, LLC
7	09/02/2021	PREVENTIVE PEST CONTROL LAS VEGAS	\$180.00	Accept	Alex and Ani, LLC
58	09/13/2021	RETAIL PROPERTY TRUST	\$118,423.16	Accept	Alex and Ani California, LLC
11	09/03/2021	ROSE DISPLAYS	\$3,431.06	Accept	Alex and Ani, LLC
40	09/13/2021	Saint Louis Galleria L.L.C.	\$235,537.21	Accept	Alex and Ani, LLC
60	09/13/2021	SDG DADELAND ASSOCIATES INC	\$262,902.82	Accept	Alex and Ani, LLC
82	09/13/2021	SDG FASHION MALL LP FASHION MALL AT KEYSTONE	\$213,561.91	Accept	Alex and Ani, LLC
39	09/13/2021	Short Pump Town Center, LLC	\$5,912.82	Accept	Alex and Ani, LLC
5	09/07/2021	SONJA RICHARDSON	\$68.20	Accept	Alex and Ani, LLC
71	09/13/2021	SOUTHPARK MALL	\$189,556.74	Accept	Alex and Ani, LLC
84	09/13/2021	SPG CENTER LLC	\$392,052.93	Accept	Alex and Ani California, LLC
4	08/31/2021	STRIKEFORCE TECHNOLOGIES INC	\$503.98	Accept	Alex and Ani, LLC
70	09/13/2021	SUNRISE MILLS LP SAWGRASS MILLS	\$284,430.46	Accept	Alex and Ani, LLC
79	09/13/2021	SUPER HEROES 5K INC	\$869.55	Accept	Alex and Ani, LLC
72	09/13/2021	THE FALLS	\$101,488.33	Accept	Alex and Ani, LLC
67	09/13/2021	THE RETAIL PROPERTY TRUST	\$139,995.48	Accept	Alex and Ani, LLC
75	09/13/2021	TOWN CENTER AT BOCA RATON	\$188,776.53	Accept	Alex and Ani, LLC
38	09/13/2021	Towson TC, LLC	\$43,709.25	Accept	Alex and Ani, LLC
83	09/14/2021	VANGUARD PRODUCTIONS LLC	\$5,600.00	Accept	Alex and Ani, LLC
37	09/13/2021	Water Tower LLC	\$51,537.92	Accept	Alex and Ani, LLC
80	09/14/2021	WOMEN & INFANTS HOSPITAL OF RHODE ISLAND	\$33,382.51	Accept	Alex and Ani, LLC
76	09/13/2021	WOODFIELD MALL LLC	\$108,072.76	Accept	Alex and Ani, LLC
36	09/13/2021	WV SUB, LLC	\$50,005.33	Accept	Alex and Ani, LLC

## **Exhibit B**

**Exhibit B**  
**Opt-Out Parties**

Ballot		Opt-Out of Third Party Release			
No.	Date Filed	Creditor Name	Class	Release	Debtor Name
25	09/08/2021	A Whimsy Wonderland LLC	5 General Unsecured Claims	Yes	Alex and Ani, LLC
33	09/10/2021	BB&B INC	5 General Unsecured Claims	Yes	Alex and Ani, LLC
98	09/15/2021	BERGEN COUNTY SPCA	5 General Unsecured Claims	Yes	Alex and Ani, LLC
95	09/22/2021	Briggs Drive Associates, LLC	5 General Unsecured Claims	Yes	Alex and Ani, LLC
20	09/08/2021	Carousel Center Company, L.P.	5 General Unsecured Claims	Yes	Alex and Ani, LLC
14	09/03/2021	Fanatics Licensing Management, LLC	5 General Unsecured Claims	Yes	Alex and Ani, LLC
17	09/07/2021	First Impressions International	5 General Unsecured Claims	Yes	Alex and Ani, LLC
31	09/09/2021	Mersey Corporation d/b/a Transpend Solutions	5 General Unsecured Claims	Yes	Alex and Ani, LLC
89	09/14/2021	MLB ADVANCED MEDIA, L.P.	5 General Unsecured Claims	Yes	Alex and Ani, LLC
91	09/14/2021	PricewaterhouseCoopers LLP	5 General Unsecured Claims	Yes	A and A Shareholding, Co., LLC
21	09/08/2021	Pyramid Walden Company, L.P.	5 General Unsecured Claims	Yes	Alex and Ani, LLC
79	09/13/2021	SUPER HEROES 5K INC	5 General Unsecured Claims	Yes	Alex and Ani, LLC
6	09/02/2021	SUPERIOR BINDERY INC	5 General Unsecured Claims	Yes	Alex and Ani, LLC

## **Exhibit C**



**Exhibit C**  
**Non-Tabulated Ballots**

<b>Ballot No.</b>	<b>Date Filed</b>	<b>Creditor Name</b>	<b>Class</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Debtor Name</b>	<b>Reason Not Tabulated</b>
33	09/10/2021	BB&B INC	5 General Unsecured Claims	\$103.07	Abstain	Alex and Ani, LLC	Abstain
98	09/15/2021	BERGEN COUNTY SPCA	5 General Unsecured Claims	\$49.80	Accept	Alex and Ani, LLC	Late Filed
97	09/15/2021	BEST FRIENDS ANIMAL SOCIETY	5 General Unsecured Claims	\$78,755.45	Reject	Alex and Ani, LLC	Late Filed
20	09/08/2021	Carousel Center Company, L.P.	5 General Unsecured Claims	\$452,505.28	Abstain	Alex and Ani, LLC	Abstain
14	09/03/2021	Fanatics Licensing Management, LLC	5 General Unsecured Claims	\$4,678.26	Abstain	Alex and Ani, LLC	Abstain
17	09/07/2021	First Impressions International	5 General Unsecured Claims	\$402.00	Abstain	Alex and Ani, LLC	Abstain
89	09/14/2021	MLB ADVANCED MEDIA, L.P.	5 General Unsecured Claims	\$3,523.48	Abstain	Alex and Ani, LLC	Abstain
91	09/14/2021	PricewaterhouseCoopers LLP	5 General Unsecured Claims	\$3,300.84	Abstain	A and A Shareholding, Co., LLC	Abstain
21	09/08/2021	Pyramid Walden Company, L.P.	5 General Unsecured Claims	\$451,221.82	Abstain	Alex and Ani, LLC	Abstain
2	09/07/2021	TEN LIVES CLUB GALLERIA	5 General Unsecured Claims	\$118.20	Accept	A and A Shareholding, Co., LLC	Not Signed
85	09/14/2021	TRI BRO TOOL CO INC	4 Go-Forward Vendor Claims	\$15,776.56	Abstain	Alex and Ani Assembly, LLC	Abstain