

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey

(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

06/22

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 Carotene Consortium, Inc.

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

87-1330063

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

85 West Street, 3rd Floor

Number

Street

Number

Street

P.O. Box

Walpole

Massachusetts

02081

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Norfolk County

County

Number

Street

City

State

Zip Code

5. Debtor's website (URL)

<https://www.thrasio.com>

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_



Debtor Carotene Consortium, Inc.  
Name

Case number (if known) \_\_\_\_\_

**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> .**  
**4541**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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 MM/DD/YYYY

Case number \_\_\_\_\_

District \_\_\_\_\_

When MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

Debtor Carotene Consortium, Inc. Case number (if known) \_\_\_\_\_  
Name

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** ☐ No ☒ Yes. Debtor See Rider 1 Relationship Affiliate  
List all cases. If more than 1, attach a separate list. District District of New Jersey When 02/28/2024  
Case number, if known \_\_\_\_\_ MM / DD / YYYY

**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 (on a consolidated basis)**  
☐ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000  
☐ 50-99 ☒ 5,001-10,000 ☐ 50,001-100,000  
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000  
☐ 200-999

Debtor Carotene Consortium, Inc. Case number (if known) \_\_\_\_\_  
Name

<b>15. Estimated assets (on a consolidated basis)</b>	<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 checked="" type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input 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

  

<b>16. Estimated liabilities (on a consolidated basis)</b>	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input checked="" 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 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 02/28/2024  
MM/ DD / YYYY

**X** /s/ Josh Burke Josh Burke  
Signature of authorized representative of debtor Printed name  
Title Chief Financial Officer

**18. Signature of attorney** **X** /s/ Michael D. Sirota Date 02/28/2024  
Signature of attorney for debtor MM/DD/YYYY

Michael D. Sirota  
Printed name  
Cole Schotz P.C.  
Firm name  
Court Plaza North, 25 Main Street  
Number Street  
Hackensack NJ 07601  
City  
(201) 489-3000 msirota@coleschotz.com  
Contact phone Email address  
014321986 New Jersey  
Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
<b>District of New Jersey</b>	
(State)	
Case number (if known): _____	Chapter <u>11</u>

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**Rider 1**  
**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Thrasio Holdings, Inc.

Thrasio Holdings, Inc.	5 Thrasio Five, Inc.
1 Thrasio One, Inc.	6 Thrasio Six, Inc.
10 Thrasio Ten, Inc.	7 Thrasio Seven, Inc.
11 Thrasio Eleven, Inc.	8 Thrasio Eight, Inc.
12 Thrasio Twelve, Inc.	9 Thrasio Nine, Inc.
14 Thrasio Fourteen, Inc.	Acorn Creations, Inc.
15 Thrasio Fifteen, Inc.	AirOrb Ltd
16 Thrasio Sixteen, Inc.	Alloy Ideas, Inc.
17 Thrasio Seventeen, Inc.	Amber Ideas, Inc.
18 Thrasio Eighteen, Inc.	Amber Oasis, Inc.
19 Thrasio Nineteen, Inc.	Andromache, Inc.
2 B Bountiful, Inc.	Angor-Pet Thrasio Two, Inc.
20 Thrasio Twenty, Inc.	Antiope, Corp.
21 Thrasio Twenty One, Inc.	Apple Affirmations, Inc.
22 Thrasio Twenty Two, Inc.	Apricot Ideas, Inc.
23 Thrasio Twenty Three, Inc.	Ash Developments, LLC
24 Thrasio Twenty Four, Inc.	Assassin Bug Industries, Inc.
25 Thrasio Twenty Five, Inc.	Attain Recruitment Ltd
3 Thrasio Three, Inc.	Autumn Ideas, Inc.

Autumn Waves, Inc.	Chili Flakes, Inc.
Bartstr Ltd	Chipshot LTD
Basketball Beginning, Inc.	Chrysanthemum Creations, Inc.
Beast Gear Limited	Cider Creations, Inc.
Bellezo.com Ltd	Cinnabar Creations, Inc.
Biscotti Solutions, Inc.	Citrine Solutions, Inc.
Bittersweet Billows, Inc.	Classy Mango, Inc.
Bonfire Solutions, Inc.	Classy Tangerine, Inc.
Bronze Projects, Inc.	Clementine Creations, Inc.
Burning Neon, Inc.	Clownfish Creations, Inc.
Burnt Summer Citrus, Inc.	Comet Creations, Inc.
Buttercup Creations, Inc.	Copperhead Conspiracies, Inc.
Butterscotch Beginnings, Inc.	Coral Chrome, Inc.
Cafe Casa, Inc.	Corn Snake Surprises, Inc.
Califia Company	Crawfish Creations, Inc.
California Poppy Projects, Inc.	Daffodil Design, Inc.
Candlelit Creations, Inc.	Dahlia Dreams, Inc.
Cantaloupe Creations Company	Dark Honey Design, Inc.
Caramel Creations, Inc.	Dark Orange Design, Inc.
Carnation Creations, Inc.	Daybreak Developments, Inc.
Carotene Consortium, Inc.	Daylily Dreams, Inc.
Carrot Solutions, Inc.	Discus Dreams, Inc.
Cayenne Solutions, Inc.	DMD Group Inc
Champagne Projects, Inc.	Dots for Spots Ltd
Charope, Inc.	E & I Trading Ltd
Cheddar Creations, Inc.	E&L Enterprises Limited
Chestnut Creations, Inc.	ECOM HEIGHTS LLC
Chili Clove, Inc.	Emberglow Ideas, Inc.

Eurypyle, Inc.	Khaki Trips, Inc.
Faint Orange Horizon, Inc.	KingFisher Creations Inc.
Fall Foundations, Inc.	Kitchen Tools Ltd
Fawn Foundations, Inc.	Koi Creations, Inc.
Foxy Creations, Inc.	Lace Decisions, Inc.
Frosty Dream, Inc.	Laranja Logistics, Inc.
Fyer Tropics, Inc.	Latte Logistics, Inc.
Ginger Cat Creations, Inc.	Leather Logistics, Inc.
Ginger Creations, Inc.	Lemon Logistics, Inc.
Gingersnap Solutions, Inc.	Lemur Logistics, Inc.
Golden Gate Solutions, Inc.	Levita Holdings, LLC
Golden Kiwifruit Enterprises, Inc.	Lionfish Logistics, Inc.
Goldfish Memories, Inc.	Lobster Logistics, Inc.
Green Cricket LTD	Magenta Peel Solutions, Inc.
Habanero Pepper Projects, Inc.	Mahogany Movements Inc.
Harley Orange, Inc.	Malt Decisions, Inc.
Harvest Charm, Inc.	Mango Movements, Inc.
HiC-Cork Thrasio One Inc.	Mango Wonder, Inc.
Hippolyte, Ltd.	Maple Movements, Inc.
Honey Sunset, Inc.	Marigold Creations, Inc.
Ideal Monarch, Inc.	Marmalade Mansions, Inc.
Ideastream Consumer Products, LLC	Marmalade Movements, Inc.
Influencer Ideas, Inc.	Marpesia, Co.
Ivory Ideas, Inc.	Mars Makers, Inc.
Jasper Gesture, Inc.	Mauve Monkey, Inc.
Jiminy LTD	Melanippe, Inc.
Joss Solutions 2016 Limited	Melon Movements, Inc.
Jupiter Gesture, Inc.	Meteor Movements, Inc.

Mimosa Movements, Inc.	Pizza Projects, Inc.
Modetro Retail Limited	Poppy Projects, Inc.
Ochre Organization, Inc.	Portocale Projects, Inc.
Old Rust Organization, Inc.	Primrose Projects, Inc.
Orange Crush Organization, Inc.	Pro Grade Products Ltd
Orange Fantasy, Inc.	Prothoe Limited
Orange Hope, Inc.	Pure Chimp Ltd
Orange Margarita, Inc.	Radiant Orange, Inc.
Orange Organization, Inc.	Rissav Limited
Orange Peach Projects, Inc.	Rose Bud Creations, Inc.
Orange Peel Projects, Inc.	Rosewood Wish, Inc.
Orange Umbrella Creations, Inc.	SAFEREST HOLDINGS, LLC
Orangutan Organization, Inc.	Salmon Solutions, Inc.
Oranssi Organization, Inc.	Sandcastle Days, Inc.
Orythia, Inc.	Sandpaper Solutions, Inc.
Oyster Oasis, Inc.	Sandsnake Ventures, Inc.
Pantariste, Inc.	Sandstorm Solutions, Inc.
Pantone Projects, Inc.	Sandy Leaf Farm Ltd.
Papaya Projects, Inc.	Sapphire Monkey, Inc.
Parchment Principles, Inc.	Sasana Group Limited
Peach Projects, Inc.	Scarlet Solutions, Inc.
Peanut Projects, Inc.	Scotch Solutions, Inc.
Pearoller LTD	Scouse LTD
Penny Rose Solutions, Inc.	Seashell Solutions, Inc.
Pennycopper Trading, Inc.	Sherbert Solutions, Inc.
Penthe Company	Shortbread Solutions, Inc.
Persian Projects, Inc.	Siberian Tiger Solutions, Inc.
Persimmon Projects, Inc.	Sockeye Strategies, Inc.



Soft Spice, Inc.	Toxaris Limited
Spicy Solutions, Inc.	Traffic Cone Tuesdays, Inc.
Starfish Solutions, Inc.	Truverge International Ltd
Strawflower Solutions, Inc.	Turmeric Transitions, Inc.
Sundaze Blaze Solutions, Inc.	Warm Red Wonders, Inc.
Sunflare Solutions, Inc.	William Evans Retail Ltd
Sunflower Saturnalia, Inc.	Zabba, Inc.
Sunkiss Solutions, Inc.	
Sunny Operations, Inc.	
Sunrise Martinis, Inc.	
Sunrise Season, Inc.	
Sweet Nectar Enterprises, Inc.	
Sweet Potato Solutions, Inc.	
Tangelo Tendencies, Inc.	
Tangerine Ideas, Inc.	
Tawny Tasks, Inc.	
Tea Rose Risings, Inc.	
Teal Monkey, Inc.	
Thrasio Australia Holdings Pty Ltd	
Thrasio Intermediate Sub, LLC	
Thrasio Services, LLC	
Thrasio UK Holdings, Ltd	
Thrasio, LLC	
Tiger Affirmations, Inc.	
Tiger Stripe Creations, Inc.	
Tomato Tasks, Inc.	
Topaz Traditions, Inc.	
Tortilla Tasks, Inc.	

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:	)	
	)	Chapter 11
CAROTENE CONSORTIUM, INC.,	)	
	)	Case No. 24-_____()
Debtor.	)	
	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Hippolyte, Ltd.	85 West Street, 3rd Floor Walpole, Massachusetts 02081	100%

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<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

In re:	)	
	)	Chapter 11
CAROTENE CONSORTIUM, INC.,	)	
	)	Case No. 24-_____( )
Debtor.	)	
	)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor’s equity interest:

Shareholder	Approximate Percentage of Shares Held
Hippolyte, Ltd.	100%

Fill in this information to identify the case:

Debtor name Thrasio Holdings, Inc.  
 United States Bankruptcy Court for the: District of New Jersey  
 (State)  
 Case number (if known): \_\_\_\_\_

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of consolidated creditors holding the 30 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 30 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 YH Goods 31 Elkay Dr. Chester NY 10918 United States	Aharon Ostreicher / Shimon Gertner [REDACTED]	Asset Purchase Agreement	C/U/D			Undetermined
2 ChomChom 1 Lake Bellevue Drive, Suite 208 Bellevue WA 98005 United States	Aaron Muller / Tetsu Liew [REDACTED]	Asset Purchase Agreement	C/U/D			Undetermined
3 IdeaStream Consumer Products, LLC 427 Nassau Court Marco Island FL 34145 United States	Anthony DeCarlo [REDACTED]	Asset Purchase Agreement	C/U/D			Undetermined
4 The California Beach Co., LLC. 10503 Foundation Rd. Austin TX 78726 United States	Austin Wright / David Shoham [REDACTED]	Asset Purchase Agreement	C/U/D			Undetermined
5 Cecilio Musical Instruments, Inc. 8676 Rochester Ave Rancho Cucamonga CA 91739-4905 United States	Siufong Wu / Kenneth Khuong [REDACTED]	Asset Purchase Agreement	C/U/D			Undetermined
6 U.S. Customs and Border Protection 5600 Pearl Street, 3rd Floor Rosemont IL 60018-5213 United States	Patricia Walters [REDACTED]	Customs & Duties	C/U/D			\$5,133,095
7 GXO Logistics Supply Chain, Inc. 7140 Cajon Blvd San Bernardino CA 92407 United States	Ryan Cain [REDACTED] Brianne Graham [REDACTED]	Trade Debt	C/U/D			\$2,949,659
8 Quzhou Sanhe Outdoor Equipment Technology Co., LTD No. 2, DongJu Road Economic Development Zone LongYou County QuZhou City ZheJiang Province	Lin Che [REDACTED]	Trade Debt				\$1,456,853
9 UNICARGO LTD 333 City Blvd W, Orange CA 92868 United States	Erez Dan [REDACTED]	Trade Debt	C/U/D			\$1,341,669

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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
10 STORD, Inc. 817 W Peachtree Street NW, Suite 200 Atlanta GA 30308 United States	Tom Barone [REDACTED]	Trade Debt				\$1,204,204
11 RXO Managed Transport, LLC (F/K/A XPO Logistics Managed Transportation, LLC) 11215 North Community House Road Charlotte NC 28277 United States	Evan Laskaris [REDACTED]	Trade Debt				\$1,144,371
12 Port Priority Corp 105 Bracken Rd Montgomery NY 12549 United States	Joseph Waldman [REDACTED]	Trade Debt				\$635,056
13 LEMAN USA Inc 1860 Renaissance Blvd Sturtevant WI 53177 United States	Rodrigo Bellettini [REDACTED]	Trade Debt				\$565,921
14 BTX Global Logistics 12 Commerce Drive Shelton CT 06484 United States	Nick Bacarella [REDACTED]	Trade Debt				\$329,974
15 Chempace Corporation 339 Arco Dr Toledo OH 43607 United States	Rick Shall [REDACTED]	Trade Debt				\$300,878
16 The Storage Place Brewery Lane, Felling Gateshead NE10 0EY United Kingdom	Paul Griffiths [REDACTED]	Trade Debt				\$274,372
17 Market Bound LLC (Seller Rocket) 6515 Longshore Loop, Suite 440 Dublin OH 43017 United States	Rachel Glanz [REDACTED]	Trade Debt				\$242,200
18 Hangzhou Jinhong Sanniao Down Products CO.,Ltd Xixu Village, Xintang Street Xiaoshan District Hangzhou Zhejiang Province China	Angel [REDACTED]	Trade Debt				\$221,662

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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
19 Kaamwork Technologies Inc. 404 Bryant St San Francisco CA 94107 United States	Nilesh Parwani [REDACTED]	Trade Debt				\$219,431
20 Hzsamko Technologies Co., Ltd. No.8,Jiaqi Road, Xianlin Street, Yuhang District, Hangzhou 311122 China	Jally Xu (Managing Director) [REDACTED]	Trade Debt				\$211,563
21 Blackline Systems, Inc. 21300 Victory Blvd. 12th Floor Woodland Hills CA 91367 United States	Joe Silver [REDACTED]	Trade Debt				\$199,900
22 Airtable 799 Market Street 8/F San Francisco CA 94103 United States	Jenny Mitchell [REDACTED]	Trade Debt				\$150,472
23 TROPICAL PRODUCTS INC 200 Highland Ave Salem MA 01970 United States	Rob Millis [REDACTED]	Trade Debt				\$130,413
24 WUXI JHT GROUP CO., LTD 66 HUICHANG ROAD,HUISHAN INDUSTRY PARK WUXI Jiangsu Province China	Joe Cao [REDACTED]	Trade Debt				\$129,594
25 Hangzhou Huayi Home textile Co.,Ltd YongLian Industry Zone, GualI Town Xiaoshan District, Hangzhou China	Johnny [REDACTED]	Trade Debt				\$125,872
26 Wuxi JHT Trading Co.,Ltd Room 1801, South Building, 5 Zhihui Road, Huishan Economy Development Zone, Wuxi Jiangsu Sheng - JS China	Cathy Xu [REDACTED]	Trade Debt				\$124,527
27 Meredith Corporation 1716 Locust Street Des Moines IA 50309 United States	Anita Rutz [REDACTED]	Trade Debt				\$115,854

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28 Berlin Packaging LLC 525 West Monroe Street 14th Floor Chicago IL 60661 United States	Michael Levitan [REDACTED]	Trade Debt				\$107,467
29 Zhongshan Scott Clean&Purification Co.Ltd B2 Building Jinwan Industrial Zone, Sanxiang Town Zhongshan City Guangdong Province China	Vivian Ma/ Shery Hu [REDACTED]	Trade Debt				\$106,837
30 GLH Chemical 737 Harry McCarty Rd #403 Bethlehem GA 30620 United States	Bern Mapes [REDACTED]	Trade Debt				\$102,025

Fill in this information to identify the case and this filing:	
Debtor Name	<b>Carotene Consortium, Inc.</b>
United States Bankruptcy Court for the:	<b>District of New Jersey</b> (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 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

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

Executed on

**02/28/2024**  
MM/ DD/YYYY

☒ **/s/ Josh Burke**

Signature of individual signing on behalf of debtor

**Josh Burke**

Printed name

**Chief Financial Officer**

Position or relationship to debtor



## SECRETARY CERTIFICATE

February 27, 2024

The undersigned, Michael Fahey, as the secretary or the authorized person on behalf of Thrasio Holdings, Inc. and its affiliates (each, a “Company” and, collectively, the “Companies”), hereby certifies as follows:

1. I am the duly qualified and elected secretary or authorized person on behalf of, as applicable, each of the below Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the Companies’ board of directors, managers, or similar governing bodies (each, an “Authorizing Body” and, collectively, the “Authorizing Bodies”), duly adopted at a properly convened and joint meeting of the Authorizing Bodies of February 27, 2024, in accordance with the applicable limited liability company agreements, operating agreement, bylaws, or similar governing document (in each case as amended or amended and restated) of each Company.
3. Since their adoption and execution, the resolutions have not been modified, rescinded, or amended and are in full force and effect as of the date hereof, and the resolutions are the only resolutions adopted by the Authorizing Bodies relating to the authorization and ratification of all corporate actions taken in connection with the matters referred to therein.

*[Signature Page Follows]*

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Companies as of the date hereof.

By: /s/ Michael Fahey  
Name: Michael Fahey  
Title: Secretary

Thrasio Holdings, Inc.  
1 Thrasio One, Inc.  
10 Thrasio Ten, Inc.  
11 Thrasio Eleven, Inc.  
12 Thrasio Twelve, Inc.  
14 Thrasio Fourteen, Inc.  
15 Thrasio Fifteen, Inc.  
16 Thrasio Sixteen, Inc.  
17 Thrasio Seventeen, Inc.  
18 Thrasio Eighteen, Inc.  
19 Thrasio Nineteen, Inc.  
2 B Bountiful, Inc.  
20 Thrasio Twenty, Inc.  
21 Thrasio Twenty One, Inc.  
22 Thrasio Twenty Two, Inc.  
23 Thrasio Twenty Three, Inc.  
24 Thrasio Twenty Four, Inc.  
25 Thrasio Twenty Five, Inc.  
3 Thrasio Three, Inc.  
5 Thrasio Five, Inc.  
6 Thrasio Six, Inc.  
7 Thrasio Seven, Inc.  
8 Thrasio Eight, Inc.  
9 Thrasio Nine, Inc.  
Acorn Creations, Inc.  
AirOrb Ltd  
Alloy Ideas, Inc.  
Amber Ideas, Inc.  
Amber Oasis, Inc.  
Andromache, Inc.  
Angor-Pet Thrasio Two, Inc.  
Antiope, Corp.  
Apple Affirmations, Inc.  
Apricot Ideas, Inc.  
Ash Developments, LLC  
Assassin Bug Industries, Inc.  
Attain Recruitment Ltd  
Autumn Ideas, Inc.

Autumn Waves, Inc.  
Bartstr Ltd  
Basketball Beginning, Inc.  
Beast Gear Limited  
Bellezo.com Ltd  
Biscotti Solutions, Inc.  
Bittersweet Billows, Inc.  
Bonfire Solutions, Inc.  
Bronze Projects, Inc.  
Burning Neon, Inc.  
Burnt Summer Citrus, Inc.  
Buttercup Creations, Inc.  
Butterscotch Beginnings, Inc.  
Cafe Casa, Inc.  
Califia Company  
California Poppy Projects, Inc.  
Candlelit Creations, Inc.  
Cantaloupe Creations Company  
Caramel Creations, Inc.  
Carnation Creations, Inc.  
Carotene Consortium, Inc.  
Carrot Solutions, Inc.  
Cayenne Solutions, Inc.  
Champagne Projects, Inc.  
Charope, Inc.  
Cheddar Creations, Inc.  
Chestnut Creations, Inc.  
Chili Clove, Inc.  
Chili Flakes, Inc.  
Chipshot LTD  
Chrysanthemum Creations, Inc.  
Cider Creations, Inc.  
Cinnabar Creations, Inc.  
Citrine Solutions, Inc.  
Classy Mango, Inc.  
Classy Tangerine, Inc.  
Clementine Creations, Inc.  
Clownfish Creations, Inc.

Comet Creations, Inc.  
Copperhead Conspiracies, Inc.  
Coral Chrome, Inc.  
Corn Snake Surprises, Inc.  
Crawfish Creations, Inc.  
Daffodil Design, Inc.  
Dahlia Dreams, Inc.  
Dark Honey Design, Inc.  
Dark Orange Design, Inc.  
Daybreak Developments, Inc.  
Daylily Dreams, Inc.  
Discus Dreams, Inc.  
DMD Group Inc  
Dots for Spots Ltd  
E & I Trading Ltd  
E&L Enterprises Limited  
ECOM HEIGHTS LLC  
Emberglow Ideas, Inc.  
Eurypyle, Inc.  
Faint Orange Horizon, Inc.  
Fall Foundations, Inc.  
Fawn Foundations, Inc.  
Foxy Creations, Inc.  
Frosty Dream, Inc.  
Fyer Tropics, Inc.  
Ginger Cat Creations, Inc.  
Ginger Creations, Inc.  
Gingersnap Solutions, Inc.  
Golden Gate Solutions, Inc.  
Golden Kiwifruit Enterprises, Inc.  
Goldfish Memories, Inc.  
Green Cricket LTD  
Habanero Pepper Projects, Inc.  
Harley Orange, Inc.  
Harvest Charm, Inc.  
HiC-Cork Thrasio One Inc.  
Hippolyte, Ltd.  
Honey Sunset, Inc.  
Ideal Monarch, Inc.  
Ideastream Consumer Products, LLC  
Influencer Ideas, Inc.  
Ivory Ideas, Inc.  
Jasper Gesture, Inc.  
Jiminy LTD  
Joss Solutions 2016 Limited  
Jupiter Gesture, Inc.

Khaki Trips, Inc.  
KingFisher Creations Inc.  
Kitchen Tools Ltd  
Koi Creations, Inc.  
Lace Decisions, Inc.  
Laranja Logistics, Inc.  
Latte Logistics, Inc.  
Leather Logistics, Inc.  
Lemon Logistics, Inc.  
Lemur Logistics, Inc.  
Levita Holdings, LLC  
Lionfish Logistics, Inc.  
Lobster Logistics, Inc.  
Magenta Peel Solutions, Inc.  
Mahogany Movements Inc.  
Malt Decisions, Inc.  
Mango Movements, Inc.  
Mango Wonder, Inc.  
Maple Movements, Inc.  
Marigold Creations, Inc.  
Marmalade Mansions, Inc.  
Marmalade Movements, Inc.  
Marpesia, Co.  
Mars Makers, Inc.  
Mauve Monkey, Inc.  
Melanippe, Inc.  
Melon Movements, Inc.  
Meteor Movements, Inc.  
Mimosa Movements, Inc.  
Modetro Retail Limited  
Ochre Organization, Inc.  
Old Rust Organization, Inc.  
Orange Crush Organization, Inc.  
Orange Fantasy, Inc.  
Orange Hope, Inc.  
Orange Margarita, Inc.  
Orange Organization, Inc.  
Orange Peach Projects, Inc.  
Orange Peel Projects, Inc.  
Orange Umbrella Creations, Inc.  
Orangutan Organization, Inc.  
Oranssi Organization, Inc.  
Orythia, Inc.  
Oyster Oasis, Inc.  
Pantariste, Inc.  
Pantone Projects, Inc.

Papaya Projects, Inc.  
Parchment Principles, Inc.  
Peach Projects, Inc.  
Peanut Projects, Inc.  
Pearoller LTD  
Penny Rose Solutions, Inc.  
Pennycopper Trading, Inc.  
Penthe Company  
Persian Projects, Inc.  
Persimmon Projects, Inc.  
Pizza Projects, Inc.  
Poppy Projects, Inc.  
Portocale Projects, Inc.  
Primrose Projects, Inc.  
Pro Grade Products Ltd  
Prothoe Limited  
Pure Chimp Ltd  
Radiant Orange, Inc.  
Rissav Limited  
Rose Bud Creations, Inc.  
Rosewood Wish, Inc.  
SAFEREST HOLDINGS, LLC  
Salmon Solutions, Inc.  
Sandcastle Days, Inc.  
Sandpaper Solutions, Inc.  
Sandsnake Ventures, Inc.  
Sandstorm Solutions, Inc.  
Sandy Leaf Farm Ltd.  
Sapphire Monkey, Inc.  
Sasana Group Limited  
Scarlet Solutions, Inc.  
Scotch Solutions, Inc.  
Scouse LTD  
Seashell Solutions, Inc.  
Sherbert Solutions, Inc.  
Shortbread Solutions, Inc.  
Siberian Tiger Solutions, Inc.  
Sockeye Strategies, Inc.  
Soft Spice, Inc.  
Spicy Solutions, Inc.  
Starfish Solutions, Inc.  
Strawflower Solutions, Inc.  
Sundaze Blaze Solutions, Inc.  
Sunflare Solutions, Inc.  
Sunflower Saturnalia, Inc.  
Sunkiss Solutions, Inc.

Sunny Operations, Inc.  
Sunrise Martinis, Inc.  
Sunrise Season, Inc.  
Sweet Nectar Enterprises, Inc.  
Sweet Potato Solutions, Inc.  
Tangelo Tendencies, Inc.  
Tangerine Ideas, Inc.  
Tawny Tasks, Inc.  
Tea Rose Risings, Inc.  
Teal Monkey, Inc.  
Thrasio Australia Holdings Pty Ltd  
Thrasio Intermediate Sub, LLC  
Thrasio Services, LLC  
Thrasio UK Holdings, Ltd  
Thrasio, LLC  
Tiger Affirmations, Inc.  
Tiger Stripe Creations, Inc.  
Tomato Tasks, Inc.  
Topaz Traditions, Inc.  
Tortilla Tasks, Inc.  
Toxaris Limited  
Traffic Cone Tuesdays, Inc.  
Truverge International Ltd  
Turmeric Transitions, Inc.  
Warm Red Wonders, Inc.  
William Evans Retail Ltd  
Zabba, Inc.

## RESOLUTIONS APPROVED AT A JOINT MEETING

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February 27, 2024

**WHEREAS**, the requisite members of the board of directors, managers, or similar governing bodies (each, an “Authorizing Body” and, collectively, the “Authorizing Bodies”) of Thrasio Holdings, Inc. and certain of its subsidiaries set forth on **Exhibit A** attached hereto (each, a “Company” and collectively, the “Companies”), and each organized and existing under the internal laws of the state of incorporation or formation, as applicable, as set forth in each Company’s charter of incorporation or applicable governing agreement takes the following actions and adopt the following resolutions pursuant to each Company’s bylaws, limited liability company agreement, certificate of incorporation, or such similar operating document and the applicable laws of the state or country of incorporation or formation, as applicable, of each Company;

**WHEREAS**, at least 13,983,482 shares of the preferred stock designated Series C-1 Preferred Stock, Series C-2 Preferred Stock, and Series C Preferred Stock and at least 13,271,592 shares of preferred stock designated Series D Preferred Stock are outstanding;

**WHEREAS**, in accordance with the Amended and Restated Certificate of Incorporation of Thrasio Holdings, Inc. dated October 22, 2021 (the “Holdings Certificate of Incorporation”), a majority of the outstanding shares of the authorized preferred stock of Thrasio Holdings, Inc. designated Series C-1 Preferred Stock, Series C-2 Preferred Stock, and Series C-3 Preferred Stock (collectively, the “Series C Majority Holders”) and a majority of the outstanding shares of the preferred stock of Thrasio Holdings, Inc. designated Series D Preferred Stock and SLP Takeoff Aggregator, L.P. (collectively, the “Series D Requisite Holders”) must approve certain actions taken by the Authorizing Body thereof, including the voluntary filing for bankruptcy or other insolvency proceeding on account of Thrasio Holdings, Inc.;

**WHEREAS**, the Authorizing Bodies of the Companies have considered the filing of voluntary petitions for relief under the provisions of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) for the Companies in accordance with the requirements of the Companies’ governing documents and applicable law (the “Restructuring Matters”);

**WHEREAS**, the Authorizing Bodies of the Companies have reviewed and considered certain materials presented by the management of the Companies and the Companies’ financial and legal advisors regarding that certain restructuring support agreement (as may be amended, supplemented, or modified from time to time, the “Restructuring Support Agreement”); and certain materials including, but not limited to, materials regarding the liabilities and obligations of the Companies, their liquidity, the strategic alternatives available, and the effect of the foregoing on the Companies’ business, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and fully consider each of the strategic alternatives available to the Companies;

**WHEREAS**, the Restructuring Support Agreement contemplates that the Companies will, among other things, file a voluntary petition for relief pursuant to the Bankruptcy Code (the “Bankruptcy Petition”);

**WHEREAS**, the Authorizing Bodies of the Companies have reviewed and considered certain materials presented by the management of the Companies and the Companies’ financial and legal advisors regarding the advantages and disadvantages of the chapter 11 plan of reorganization (as may be amended, modified, or supplemented from time to time, the “Plan”) and any disclosure statement relating to such Plan (as amended, supplemented, or otherwise modified from time to time, the “Disclosure Statement”);

**WHEREAS**, the Authorizing Bodies have reviewed and considered presentations by the management of the Companies and the Companies’ financial and legal advisors regarding the advantages and disadvantages of the debtor-in-possession financing facility (“DIP Financing”) contemplated in the Restructuring Support Agreement; and

**WHEREAS**, the Authorizing Bodies have also reviewed, evaluated, and considered drafts of the Restructuring Support Agreement and the Plan presented to the Authorizing Bodies.

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that, pursuant to the articles of incorporation and applicable governing documents of the Companies, the Authorizing Bodies hereby adopt the following resolutions:

#### **CHAPTER 11 FILING**

**RESOLVED**, in the business judgment of the Authorizing Bodies (and with the approval of the Series C Majority Holders and Series D Requisite Holders in accordance with the Holdings Certificate of Incorporation), it is desirable and in the best interest of the Companies, their interest holders, creditors, and other parties in interest, that the Companies file or cause to be filed voluntary petitions for relief (the “Bankruptcy Petitions”) under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey or such other court of competent jurisdiction (the “Bankruptcy Court”) for the Companies in accordance with the requirements of the Companies’ governing documents and applicable law, and the Authorizing Bodies hereby consent to, authorize, and approve the filing of the Bankruptcy Petitions; and

**RESOLVED**, that any partner, director, manager, or other duly appointed officer of the Companies (collectively, the “Authorized Persons”) is hereby authorized and appointed to act as signatory and attorney on behalf of the Companies in respect of the Restructuring Matters and/or any person to whom such Authorized Persons and/or officers delegate certain responsibilities is hereby authorized to execute (under the common seal of the Companies, if appropriate) and file on behalf of the Companies all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of the Companies.

### **RETENTION OF PROFESSIONALS**

**RESOLVED**, each of the Authorized Persons is hereby authorized, empowered, and directed to employ: (i) the law firm of Kirkland & Ellis LLP as general bankruptcy counsel; (ii) the law firm of Cole Schotz P.C. as co-bankruptcy counsel; (iii) Centerview Partners LLC as investment banker; (iv) AlixPartners, LLP as financial advisor; (v) Kurtzman Carson Consultants LLC as claims and noticing agent; (vi) Katten Muchin Rosenman LLP as counsel to independent directors of Thrasio Holdings, Inc., and (vii) any other legal counsel, accountant, financial advisor, restructuring advisor, or other professional the Authorized Persons deem necessary, appropriate, or advisable to retain; each to represent and assist the Companies in carrying out their duties and responsibilities and exercising their rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any pleadings or responses); and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed, in accordance with the terms and conditions hereof, to execute (under the common seal of the Companies, if appropriate) appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

**RESOLVED**, each of the Authorized Persons is hereby authorized, empowered, and directed to execute (under the common seal of the Companies, if appropriate) and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute (under the common seal of the Companies, if appropriate) such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate, or desirable in accordance with these resolutions.

### **THE RESTRUCTURING SUPPORT AGREEMENT, CHAPTER 11 PLAN, AND DISCLOSURE STATEMENT**

**RESOLVED**, that in the judgment of the Authorizing Bodies, it is desirable and in the best interests of the Companies, their interest holders, their subsidiaries, their creditors, and the other parties in interest that the Companies, their subsidiaries, and the other parties thereto enter into the Restructuring Support Agreement (substantially in the form presented to the Authorizing Bodies, with such changes as approved by one or more Authorized Persons, such approval to be conclusively established by such Authorized Person's execution and delivery or taking thereof) and that the Companies' performance of their obligations under the Restructuring Support Agreement be and hereby is, in all respects, authorized, approved, confirmed and ratified;

**RESOLVED**, that each of the Authorized Persons, acting individually and with full power of substitution, be, and hereby is, authorized, empowered, and directed, to take all actions (including, without limitation, to negotiate and execute any agreements, documents, or certificates) necessary to undertake and enter into the Restructuring Matters (including the Restructuring Support Agreement, the Plan, and the DIP Financing) and to consummate the transactions contemplated thereby (each in the form and upon the terms as such Authorized Person may approve, such approval to be conclusively established by such Authorized Person's execution and delivery or taking thereof), and that such Companies' performance of their obligations in respect of Restructuring Matters (including the Restructuring Support Agreement, the Plan, and the DIP Financing), is, in all respects, authorized, approved, confirmed and ratified;

**RESOLVED**, that in the judgment of the Authorizing Bodies, it is desirable and in the best interests of the Companies, their interest holders, their subsidiaries, their creditors and the other parties in interest that the Authorized Persons file or cause to be filed the Plan, the Disclosure Statement, and all other papers or documents related thereto, and to take any and all actions that the Authorized Persons deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan; and

**RESOLVED**, that each of the Authorized Persons, acting individually and with full power of substitution, be, and hereby is, authorized, empowered, and directed, together with the Companies' financial and legal advisors, to file all other documents deemed necessary to confirm a plan of reorganization materially consistent with the Plan, including, but not limited to, any amendments to and modifications of the Plan.

**USE OF CASH COLLATERAL, DEBTOR-IN-POSSESSION FINANCING, AND ADEQUATE PROTECTION**

**RESOLVED**, it is desirable and in the best interest of the Companies, their interest holders, their subsidiaries, creditors, and other parties in interest, to obtain the benefits of (i) the use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain of the Companies' prepetition lenders (the "Prepetition Lenders") under that certain Credit Agreement, dated as of December 18, 2020, as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, by and among Thrasio, LLC, as the borrower, Thrasio Intermediate Sub, LLC, as parent guarantor, and Royal Bank of Canada, as administrative agent for the lenders; and (ii) the incurrence of DIP Financing, each to be documented in proposed interim and final orders (respectively, the "Interim DIP Order" and the "Final DIP Order" and together, the "DIP Orders") to be submitted for approval of the Bankruptcy Court;

**RESOLVED**, that in order to use and obtain the benefits of DIP Financing and Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Companies will provide certain adequate protection to the Prepetition Lenders (the "Adequate Protection Obligations") as documented in the DIP Orders, and, to the extent that the Companies are required to obtain consent from the Prepetition Lenders to enter into any of the DIP Documents, such consent has been obtained;

**RESOLVED**, the form, terms, and provisions of the DIP Orders to which the Companies are or will be subject, as applicable, and the actions and transactions contemplated thereby are authorized, adopted, and approved, and to the extent applicable, the Authorized Persons are hereby authorized, empowered, and directed, in the name of, and on behalf of, the Companies to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Orders, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents required to consummate the transaction contemplated by the DIP Orders to which the Companies are or will be party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Orders, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Authorizing Bodies, with such changes, additions, and modifications



thereto as any of the Authorized Persons executing the same shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof;

**RESOLVED**, to the extent applicable to the Companies, the Authorized Persons are hereby authorized, empowered, and directed in the name of, and on behalf of, the Companies to undertake any and all transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “DIP Transactions”), including granting liens on their assets to secure such obligations (the “DIP Obligations”);

**RESOLVED**, each of the Authorized Persons be, and hereby are, authorized, empowered, and directed in the name of, and on behalf of, each Company to seek authorization to incur the DIP Obligations and approval to use Cash Collateral pursuant to the DIP Orders, and any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents by or on behalf of the Company, necessary to implement the DIP Financing in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Documents and the use of Cash Collateral in connection with the chapter 11 cases, which agreements may require the Companies to grant adequate protection and liens to the Prepetition Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**RESOLVED**, to the extent applicable, the Authorized Persons are hereby authorized, empowered, and directed in the name of, and on behalf of, the Companies to take such actions as in their discretion is determined to be necessary, desirable, or appropriate to execute the DIP Transactions, including delivery of: (i) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other related documentation, including, without limitation, any amendments, waivers, consents, supplements, or other modifications to any DIP Documents; (ii) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the lender under the DIP Financing (the “DIP Lender”); and (iii) such forms of account control agreements, officer’s certificates, and compliance certificates as may be required by the DIP Documents (the documents described in (i) through (iii) of this paragraph, collectively, the “DIP Financing Documents”);

**RESOLVED**, the Authorized Persons are hereby authorized, empowered, and directed in the name of, and on behalf of, the Companies to seek authorization to incur the DIP Financing and approval to use Cash Collateral pursuant to the DIP Orders, and the Authorized Persons are hereby authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Companies, necessary to implement the postpetition financing, including the Adequate Protection Obligations to the Prepetition Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Financing Documents and the use of Cash Collateral in connection with the chapter 11 cases, which agreements may require the Companies to grant adequate protection and liens to the Prepetition Lenders and each other agreement,

instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Authorized Persons approve, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**RESOLVED**, to the extent applicable, the Authorized Persons are hereby authorized, empowered, and directed in the name of, and on behalf of, the Companies to file or to authorize the DIP Lender to file any Uniform Commercial Code (“UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation, and/or any necessary assignments for security or other documents in the names of the Companies that the DIP Lender deems necessary or appropriate to perfect any lien or security interest granted pursuant to the DIP Orders, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired,” and other descriptions of similar import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Companies and such other filings in respect of intellectual and other property of the Companies, in each case as the DIP Lender may reasonably request to perfect the security interests of the DIP Lender under the DIP Orders; and

**RESOLVED**, to the extent applicable, the Authorized Persons are hereby authorized, empowered, and directed in the name of, and on behalf of, the Companies to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of the Companies in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, which shall in their sole judgment be necessary, proper, or advisable to perform the Companies’ obligations under or in connection with any of the DIP Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

#### **FURTHER ACTIONS AND PRIOR ACTIONS**

**RESOLVED**, the Authorizing Bodies hereby authorize any direct or indirect subsidiary of the Companies or any entity of which the Companies or any subsidiary of the Companies is the sole member, general partner, or managing member, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary or the Companies’ interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

**RESOLVED**, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons, either individually or as otherwise required by each Company’s governing documents and applicable law, are hereby authorized to execute (under the common seal of the Companies if appropriate), acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents on behalf of the Companies relating to the Restructuring Matters;

**RESOLVED**, each of the Authorized Persons (and their designees and delegates) is hereby authorized and empowered, in the name of and on behalf of the Companies, to take or cause to be taken any and all such other and further action, and to execute (under the common seal of the Companies, if appropriate), acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein;

**RESOLVED**, the Authorizing Bodies have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of the Companies, or hereby waives any right to have received such notice;

**RESOLVED**, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Companies, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed, and ratified as the true acts and deeds of the Companies with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Authorizing Bodies; and

**RESOLVED**, any Authorized Person is hereby authorized to perform all other acts, deeds, and other actions as the Companies themselves may perform, in accordance with their governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution (under common seal, whether or not expressed to be a deed, as may be necessary or appropriate), and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his/her absolute and unfettered discretion approve, deem or determine necessary, appropriate or advisable, such approval, deeming or determination to be conclusively evidenced by said individual taking such action or the execution thereof.

\* \* \*

**Exhibit A**

<b>Company</b>	<b>Jurisdiction</b>
Thrasio, Holdings, Inc.	Delaware
1 Thrasio One, Inc.	Delaware
10 Thrasio Ten, Inc.	Delaware
11 Thrasio Eleven, Inc.	Delaware
12 Thrasio Twelve, Inc.	Delaware
14 Thrasio Fourteen, Inc.	Delaware
15 Thrasio Fifteen, Inc.	Delaware
16 Thrasio Sixteen, Inc.	Delaware
17 Thrasio Seventeen, Inc.	Delaware
18 Thrasio Eighteen, Inc.	Delaware
19 Thrasio Nineteen, Inc.	Delaware
2 B Bountiful, Inc.	Delaware
20 Thrasio Twenty, Inc.	Delaware
21 Thrasio Twenty One, Inc.	Delaware
22 Thrasio Twenty Two, Inc.	Delaware
23 Thrasio Twenty Three, Inc.	Delaware
24 Thrasio Twenty Four, Inc.	Delaware
25 Thrasio Twenty Five, Inc.	Delaware
3 Thrasio Three, Inc.	Delaware
5 Thrasio Five, Inc.	Delaware
6 Thrasio Six, Inc.	Delaware
7 Thrasio Seven, Inc.	Delaware
8 Thrasio Eight, Inc.	Delaware
9 Thrasio Nine, Inc.	Delaware
Acorn Creations, Inc.	Delaware
AirOrb Ltd	United Kingdom
Alloy Ideas, Inc.	Delaware
Amber Ideas, Inc.	Delaware
Amber Oasis, Inc.	Delaware
Andromache, Inc.	Delaware
Angor-Pet Thrasio Two, Inc.	Delaware
Antiope, Corp.	Delaware
Apple Affirmations, Inc.	Delaware
Apricot Ideas, Inc.	Delaware
Ash Developments, LLC	Delaware
Assassin Bug Industries, Inc.	Delaware
Attain Recruitment Ltd	United Kingdom
Autumn Ideas, Inc.	Delaware
Autumn Waves, Inc.	Delaware

Bartstr Ltd	United Kingdom
Basketball Beginning, Inc.	Delaware
Beast Gear Limited	United Kingdom
Bellezo.com Ltd	United Kingdom
Biscotti Solutions, Inc.	Delaware
Bittersweet Billows, Inc.	Delaware
Bonfire Solutions, Inc.	Delaware
Bronze Projects, Inc.	Delaware
Burning Neon, Inc.	Delaware
Burnt Summer Citrus, Inc.	Delaware
Buttercup Creations, Inc.	Delaware
Butterscotch Beginnings, Inc.	Delaware
Cafe Casa, Inc.	Delaware
Califia Company	Delaware
California Poppy Projects, Inc.	Delaware
Candlelit Creations, Inc.	Delaware
Cantaloupe Creations Company	Delaware
Caramel Creations, Inc.	Delaware
Carnation Creations, Inc.	Delaware
Carotene Consortium, Inc.	Delaware
Carrot Solutions, Inc.	Delaware
Cayenne Solutions, Inc.	Delaware
Champagne Projects, Inc.	Delaware
Charope, Inc.	Delaware
Cheddar Creations, Inc.	Delaware
Chestnut Creations, Inc.	Delaware
Chili Clove, Inc.	Delaware
Chili Flakes, Inc.	Delaware
Chipshot LTD	United Kingdom
Chrysanthemum Creations, Inc.	Delaware
Cider Creations, Inc.	Delaware
Cinnabar Creations, Inc.	Delaware
Citrine Solutions, Inc.	Delaware
Classy Mango, Inc.	Delaware
Classy Tangerine, Inc.	Delaware
Clementine Creations, Inc.	Delaware
Clownfish Creations, Inc.	Delaware
Comet Creations, Inc.	Delaware
Copperhead Conspiracies, Inc.	Delaware
Coral Chrome, Inc.	Delaware
Corn Snake Surprises, Inc.	Delaware

Crawfish Creations, Inc.	Delaware
Daffodil Design, Inc.	Delaware
Dahlia Dreams, Inc.	Delaware
Dark Honey Design, Inc.	Delaware
Dark Orange Design, Inc.	Delaware
Daybreak Developments, Inc.	Delaware
Daylily Dreams, Inc.	Delaware
Discus Dreams, Inc.	Delaware
DMD Group Inc	New Jersey
Dots for Spots Ltd	United Kingdom
E & I Trading Ltd	United Kingdom
E&L Enterprises Limited	United Kingdom
ECOM HEIGHTS LLC	Delaware
Emberglow Ideas, Inc.	Delaware
Eurypyle, Inc.	Delaware
Faint Orange Horizon, Inc.	Delaware
Fall Foundations, Inc.	Delaware
Fawn Foundations, Inc.	Delaware
Foxy Creations, Inc.	Delaware
Frosty Dream, Inc.	Delaware
Fyer Tropics, Inc.	Delaware
Ginger Cat Creations, Inc.	Delaware
Ginger Creations, Inc.	Delaware
Gingersnap Solutions, Inc.	Delaware
Golden Gate Solutions, Inc.	Delaware
Golden Kiwifruit Enterprises, Inc.	Delaware
Goldfish Memories, Inc.	Delaware
Green Cricket LTD	United Kingdom
Habanero Pepper Projects, Inc.	Delaware
Harley Orange, Inc.	Delaware
Harvest Charm, Inc.	Delaware
HiC-Cork Thrasio One Inc.	Delaware
Hippolyte, Ltd.	Delaware
Honey Sunset, Inc.	Delaware
Ideal Monarch, Inc.	Delaware
Ideastream Consumer Products, LLC	Delaware
Influencer Ideas, Inc.	Delaware
Ivory Ideas, Inc.	Delaware
Jasper Gesture, Inc.	Delaware
Jiminy LTD	United Kingdom
Joss Solutions 2016 Limited	United Kingdom

Jupiter Gesture, Inc.	Delaware
Khaki Trips, Inc.	Delaware
KingFisher Creations Inc.	Delaware
Kitchen Tools Ltd	United Kingdom
Koi Creations, Inc.	Delaware
Lace Decisions, Inc.	Delaware
Laranja Logistics, Inc.	Delaware
Latte Logistics, Inc.	Delaware
Leather Logistics, Inc.	Delaware
Lemon Logistics, Inc.	Delaware
Lemur Logistics, Inc.	Delaware
Levita Holdings, LLC	United Kingdom
Lionfish Logistics, Inc.	Delaware
Lobster Logistics, Inc.	Delaware
Magenta Peel Solutions, Inc.	Delaware
Mahogany Movements Inc.	Delaware
Malt Decisions, Inc.	Delaware
Mango Movements, Inc.	Delaware
Mango Wonder, Inc.	Delaware
Maple Movements, Inc.	Delaware
Marigold Creations, Inc.	Delaware
Marmalade Mansions, Inc.	Delaware
Marmalade Movements, Inc.	Delaware
Marpesia, Co.	Delaware
Mars Makers, Inc.	Delaware
Mauve Monkey, Inc.	Delaware
Melanippe, Inc.	Delaware
Melon Movements, Inc.	Delaware
Meteor Movements, Inc.	Delaware
Mimosa Movements, Inc.	Delaware
Modetro Retail Limited	United Kingdom
Ochre Organization, Inc.	Delaware
Old Rust Organization, Inc.	Delaware
Orange Crush Organization, Inc.	Delaware
Orange Fantasy, Inc.	Delaware
Orange Hope, Inc.	Delaware
Orange Margarita, Inc.	Delaware
Orange Organization, Inc.	Delaware
Orange Peach Projects, Inc.	Delaware
Orange Peel Projects, Inc.	Delaware
Orange Umbrella Creations, Inc.	Delaware

Orangutan Organization, Inc.	Delaware
Oranssi Organization, Inc.	Delaware
Orythia, Inc.	Delaware
Oyster Oasis, Inc.	Delaware
Pantariste, Inc.	Delaware
Pantone Projects, Inc.	Delaware
Papaya Projects, Inc.	Delaware
Parchment Principles, Inc.	Delaware
Peach Projects, Inc.	Delaware
Peanut Projects, Inc.	Delaware
Pearoller LTD	United Kingdom
Penny Rose Solutions, Inc.	Delaware
Pennycopper Trading, Inc.	Delaware
Penthe Company	Delaware
Persian Projects, Inc.	Delaware
Persimmon Projects, Inc.	Delaware
Pizza Projects, Inc.	Delaware
Poppy Projects, Inc.	Delaware
Portocale Projects, Inc.	Delaware
Primrose Projects, Inc.	Delaware
Pro Grade Products Ltd	United Kingdom
Prothoe Limited	United Kingdom
Pure Chimp Ltd	United Kingdom
Radiant Orange, Inc.	Delaware
Rissav Limited	United Kingdom
Rose Bud Creations, Inc.	Delaware
Rosewood Wish, Inc.	Delaware
SAFEREST HOLDINGS, LLC	Florida
Salmon Solutions, Inc.	Delaware
Sandcastle Days, Inc.	Delaware
Sandpaper Solutions, Inc.	Delaware
Sandsnake Ventures, Inc.	Delaware
Sandstorm Solutions, Inc.	Delaware
Sandy Leaf Farm Ltd.	United Kingdom
Sapphire Monkey, Inc.	Delaware
Sasana Group Limited	United Kingdom
Scarlet Solutions, Inc.	Delaware
Scotch Solutions, Inc.	Delaware
Scouse LTD	United Kingdom
Seashell Solutions, Inc.	Delaware
Sherbert Solutions, Inc.	Delaware



Shortbread Solutions, Inc.	Delaware
Siberian Tiger Solutions, Inc.	Delaware
Sockeye Strategies, Inc.	Delaware
Soft Spice, Inc.	Delaware
Spicy Solutions, Inc.	Delaware
Starfish Solutions, Inc.	Delaware
Strawflower Solutions, Inc.	Delaware
Sundaze Blaze Solutions, Inc.	Delaware
Sunflare Solutions, Inc.	Delaware
Sunflower Saturnalia, Inc.	Delaware
Sunkiss Solutions, Inc.	Delaware
Sunny Operations, Inc.	Delaware
Sunrise Martinis, Inc.	Delaware
Sunrise Season, Inc.	Delaware
Sweet Nectar Enterprises, Inc.	Delaware
Sweet Potato Solutions, Inc.	Delaware
Tangelo Tendencies, Inc.	Delaware
Tangerine Ideas, Inc.	Delaware
Tawny Tasks, Inc.	Delaware
Tea Rose Risings, Inc.	Delaware
Teal Monkey, Inc.	Delaware
Thrasio Australia Holdings Pty Ltd	Australia
Thrasio Intermediate Sub, LLC	Delaware
Thrasio Services, LLC	Delaware
Thrasio UK Holdings, Ltd	United Kingdom
Thrasio, LLC	Delaware
Tiger Affirmations, Inc.	Delaware
Tiger Stripe Creations, Inc.	Delaware
Tomato Tasks, Inc.	Delaware
Topaz Traditions, Inc.	Delaware
Tortilla Tasks, Inc.	Delaware
Toxaris Limited	United Kingdom
Traffic Cone Tuesdays, Inc.	Delaware
Truverge International Ltd	United Kingdom
Turmeric Transitions, Inc.	Delaware
Warm Red Wonders, Inc.	Delaware
William Evans Retail Ltd	United Kingdom
Zabba, Inc.	Delaware