

UNITED STATES BANKRUPTCY COURT District of Delaware					VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): <b>Bedford Fair Apparel, Inc.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See attached Schedule 1</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>06-1533551</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): <b>7481 E Broadway Blvd, Ste 220 Tucson, AZ</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 85710</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: <b>Pima, AZ</b>					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>										
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Retail</b>  <input type="checkbox"/> Tax-Exempt Entity (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13               </div> <div> <input type="checkbox"/> Chapter 15 Petition for                Recognition of a Foreign                Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for                Recognition of a Foreign                Nonmain Proceeding             </div> </div> <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose."  <input checked="" type="checkbox"/> Debts are primarily business debts.				
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b>										THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Bedford Fair Apparel, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. See attached.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form) 1 (4/10)

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s)  
Bedford Fair Apparel, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

**Signature of Attorney\***

X

/s/ Domenic E. Pacitti

Signature of Attorney for Debtor(s)

Domenic E. Pacitti (DE Bar No. 3989)

Printed Name of Attorney for Debtor(s)

Klehr Harrison Harvey Branzburg LLP

Firm Name

919 N. Market Street Suite 1000Wilmington, Delaware 19801

Address

(302) 426-1189

Telephone Number

1/19/11

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X

Neale Attenborough

Signature of Authorized Individual

T. Neale Attenborough

Printed Name of Authorized Individual

Chief Executive Officer

Title of Authorized Individual

1/19/11

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

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

\_\_\_\_\_  
In re:

BEDFORD FAIR APPAREL, INC.,

Debtor.  
\_\_\_\_\_

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)  
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)

Chapter 11

Case No. 11-\_\_\_\_\_ ( )

**EXHIBIT C TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by, or in possession of, the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- None.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

## **Schedule 1**

### Other Names and Trade Names Used by the Debtor in the Last 8 Years

- Bedford Fair
- Bedford Fair Apparel
- Bedford Fair At Home
- Bedford Fair Lifestyles
- Bedford Fair Shoestyles
- BFA Classics
- Clothes That Do More For Less
- For All You Are
- Willow Ridge

## Schedule 2

### Pending Bankruptcy Cases Filed by Affiliates of the Debtor

On January 19, 2011, each of the entities listed below (collectively, the “*Debtors*”) filed a petition in this Court 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 number assigned to the chapter 11 case of Appleseed’s Intermediate Holdings LLC.

- Appleseed’s Intermediate Holdings LLC
- Appleseed’s Acquisition, Inc.
- Appleseed’s Holdings, Inc.
- Arizona Mail Order Company, Inc.
- Blair Credit Services Corporation
- Blair Factoring Company
- Blair Holdings, Inc.
- Blair International Holdings, Inc.
- Blair LLC
- Blair Payroll, LLC
- Draper’s & Damon’s Acquisition LLC
- Draper’s & Damon’s LLC
- Fairview Advertising, LLC
- Gold Violin LLC
- Haband Acquisition LLC
- Haband Company LLC
- Haband Oaks, LP
- Haband Online, LLC
- Haband Operations, LLC
- Johnny Appleseed’s, Inc.
- Linen Source Acquisition LLC
- LM&B Catalog, Inc.

- Monterey Bay Clothing Company, Inc.
- Norm Thompson Outfitters, Inc.
- NTO Acquisition Corporation
- Orchard Brands Insurance Agency LLC
- Wintersilks, LLC

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

In re:

BEDFORD FAIR APPAREL, INC.,

Debtor.

) Chapter 11

) Case No. 11-\_\_\_\_\_ ( )

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

Corporate Entity	Approximate Percentage of Shares Held
Arizona Mail Order Company, Inc.	100%

I, T. Neale Attenborough, the undersigned signatory of Bedford Fair Apparel, Inc., named as a debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: January 19, 2011



T. Neale Attenborough  
Chief Executive Officer



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

In re:

BEDFORD FAIR APPAREL, INC.,

Debtor.

) Chapter 11

) Case No. 11-\_\_\_\_\_ ( )

**LIST OF EQUITY SECURITY HOLDERS**

DEBTOR	EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NUMBER OF SHARES OR UNITS HELD / PERCENTAGE OF EQUITY HELD
Bedford Fair Apparel, Inc.	Arizona Mail Order Company, Inc.	7480 E Broadway Blvd, Ste 220 Tucson, AZ 85710	100%

I, T. Neale Attenborough, the undersigned signatory of Bedford Fair Apparel, Inc., named as a debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: January 19, 2011



T. Neale Attenborough  
Chief Executive Officer

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**RESOLUTIONS OF THE BOARDS OF DIRECTORS, BOARDS OF  
MANAGERS AND SOLE MEMBERS OF APPLESEED'S INTERMEDIATE  
HOLDINGS LLC AND CERTAIN OF ITS DIRECT AND INDIRECT SUBSIDIARIES**

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At a telephonic meeting on January 18, 2011 of the board of directors, the board of managers and sole member, as applicable (the "*Authorizing Body*") of each of the following:

Appleseed's Intermediate Holdings LLC, Appleseed's Acquisition, Inc.; Appleseed's Holdings, Inc.; Arizona Mail Order Company, Inc.; Bedford Fair Apparel, Inc.; Blair Credit Services Corporation; Blair Factoring Company; Blair Holdings, Inc.; Blair International Holdings, Inc.; Blair LLC; Blair Payroll, LLC; Draper's & Damon's Acquisition LLC; Draper's & Damon's LLC; Fairview Advertising, LLC; Gold Violin LLC; Haband Acquisition LLC; Haband Company LLC; Haband Online, LLC; Haband Operations, LLC; Johnny Appleseed's, Inc.; Linen Source Acquisition LLC; LM&B Catalog, Inc.; Monterey Bay Clothing Company, Inc.; Norm Thompson Outfitters, Inc.; NTO Acquisition Corporation; Orchard Brands Insurance Agency LLC; and Wintersilks, LLC.

(each, a "*Company*" and, collectively, the "*Companies*"), each of the Companies' respective Authorizing Body took the following actions and adopted the following resolutions:

WHEREAS, the Authorizing Body reviewed and considered the materials presented by each Company's management team and the financial and legal advisors of each Company, including the presentations to the Authorizing Body made by Kirkland & Ellis LLP and Moelis & Company LLC (copies of which will be attached to the minutes of the telephonic meeting), regarding the liabilities and liquidity of each Company, the strategic alternatives available to it, and the impact of the foregoing on each Company's businesses; and

WHEREAS, the Authorizing Body has had the opportunity to consult with each Company's management team and the financial and legal advisors to the Companies and fully consider each of the strategic alternatives available to the Companies.

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of each Authorizing Body, it is desirable and in the best interests of each Company, its creditors and other parties in

interest, that each Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”); and it is

RESOLVED FURTHER, that the officers of each Company (collectively, the “*Authorized Officers*”), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of each Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s businesses.

## **II. Restructuring Support Agreement**

NOW THEREFORE BE IT RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to enter on behalf of each Company into that certain Restructuring Support Agreement by and among each Company, certain of its affiliates and certain secured lenders substantially in the form presented to each Company’s Authorizing Body on the date hereof.

## **III. Chapter 11 Plan and Related Disclosure Statement**

NOW THEREFORE BE IT RESOLVED, that the Boards of Directors, hereby authorize management of each Company, upon advice from each of the Company’s advisors, to file the *Joint Plan of Reorganization of Appleseed’s Intermediate Holdings LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “*Plan*”) and the related disclosure statement (the “*Disclosure Statement*”), substantially in the form of the Plan and Disclosure Statement presented to the Boards of Directors on the date hereof; and it is

RESOLVED FURTHER that in the event there are any material changes made to the Plan as a result of ongoing negotiations with the various constituencies in the chapter 11 cases, such changes shall require the further approval of the Boards of Directors.

## **IV. Retention of Professionals**

NOW THEREFORE BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as

bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Klehr Harrison Harvey Branzburg LLP as bankruptcy co-counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Klehr Harrison Harvey Branzburg LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Moelis & Company LLC, as investment banker and financial advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Moelis & Company LLC; and it is

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisors to represent and assist each Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Alvarez & Marsal North America, LLC; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers LLP as independent auditors and tax advisors; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers LLP; and it is

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice and claims agent to represent and assist each Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

**V. Debtor in Possession Financing**

NOW, THEREFORE, BE IT RESOLVED, that the forms, terms and provisions of (i) the Senior Secured Superpriority Debtor in Possession Credit Agreement dated as of January 19, 2011 the ("***DIP Facility Credit Agreement***"), by and among Johnny Appleseed's, Inc. ("***JAI***") and the other Borrowers signatory thereto, the Guarantors signatory thereof, UBS AG, Stamford Branch and Ableco Finance LLC, as administrative agents (the "***DIP Facility Agents***") and each of the other financial institutions from time to time party to the DIP Facility Credit Agreement (together with the DIP Facility Agents, the "***DIP Facility Lenders***"), (ii) the Security Agreement and (iii) each other document, instrument or agreement executed in connection therewith (together with the DIP Facility Credit Agreement and the

Security Agreement, the "*DIP Facility Credit Documents*"), which DIP Facility Credit Documents (a) provide JAI and the Borrowers with a credit facility in the amount of up to \$140 million on a secured super priority basis, (b) require all of JAI's and the Borrowers' obligations thereunder to be guaranteed by the Guarantors and (c) provide for the proceeds therefrom to be used for purposes not materially inconsistent with any budget provided to the DIP Facility Agents and the DIP Facility Lenders, including postpetition operating expenses of administration of the Debtors' chapter 11 cases, in substantially the form submitted to each of the Authorizing Body, be, and the same hereby are in all respects approved, and any Authorized Officer or other officer of the Companies is hereby authorized and empowered, in the name of and on behalf of the Companies, to execute and deliver each of the DIP Facility Credit Documents to which the Company is a party, each in the form or substantially in the form thereof submitted to the Authorizing Body, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof; and it is

RESOLVED FURTHER, that the Companies, as debtors and debtors in possession under the Bankruptcy Code shall be, and hereby are, authorized to incur all obligations incurred under the DIP Facility Credit Agreement (the "*DIP Obligations*") and undertake any and all related transactions contemplated thereby (collectively, the "*Financing Transactions*"); and it is

RESOLVED FURTHER, that each and every officer, including the Authorized Officers, of the Companies be, and each of them, acting alone, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Companies to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Companies or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Facility Credit Documents (including, without limitation, any amendments, supplements or modifications to the DIP Facility Credit Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Companies now or hereafter acquired as contemplated by the DIP Facility Credit Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Companies in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and

his or her execution and delivery thereof to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Companies, as debtors and debtors in possession, to take such actions and execute and deliver (a) the DIP Facility Credit Documents and such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "***Financing Documents***"); (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the DIP Facility Agents; and (c) such forms of deposit account control agreements and other agreements with third parties relating to the collateral (including without limitation, bank agency agreements, lockbox agreements, cash management agreements, landlord agreements and warehouse waivers), officer's certificates and compliance certificates as may be required by the DIP Facility Credit Documents or any other Financing Document; and it is

RESOLVED FURTHER, that the Authorized Officers and each other officer of the Companies be, and each of them hereby is, authorized and empowered to authorize the DIP Facility Agents to file any Uniform Commercial Code (the "***UCC***") financing statements and any necessary assignments for security or other documents in the name of the Companies that the DIP Facility Agents deems necessary or convenient to perfect any lien or security interest granted under the DIP Facility Credit Documents, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like 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 Facility Agents may reasonably request to perfect the security interests of the DIP Facility Agents under the DIP Facility Credit Documents; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing

Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Companies' obligations under or in connection with the DIP Facility Credit Documents or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Facility Credit Documents or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable; and it is

RESOLVED FURTHER, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Facility Credit Documents and any of the other Financing Documents be, and hereby are, in all respects confirmed, approved and ratified.

**VI. Sale of All or Substantially All Assets**

NOW THEREFORE BE IT RESOLVED, that, absent approval of the Disclosure Statement and Plan as contemplated above, the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and directed to take any and all actions to (i) obtain the Bankruptcy Court's approval of bidding procedures in connection with the sale of substantially all of the Companies' assets, (ii) schedule an auction in connection with such sale, (iii) enter into an asset purchase agreement with respect to such sale and (iv) obtain Bankruptcy Court approval of any such sale.

**VII. Further Actions and Prior Actions**

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of each Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, each Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is



RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*

## **CERTIFICATE**

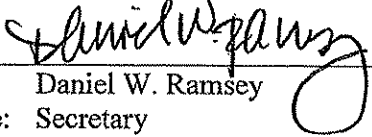
The undersigned, Daniel W. Ramsey, Secretary of each of the following (each, a “*Company*” and, collectively, the “*Companies*”):

Appleseed’s Intermediate Holdings LLC, Appleseed’s Acquisition, Inc.; Appleseed’s Holdings, Inc.; Arizona Mail Order Company, Inc.; Bedford Fair Apparel, Inc.; Blair Credit Services Corporation; Blair Factoring Company; Blair Holdings, Inc.; Blair International Holdings, Inc.; Blair LLC; Blair Payroll, LLC; Draper’s & Damon’s Acquisition LLC; Draper’s & Damon’s LLC; Fairview Advertising, LLC; Gold Violin LLC; Haband Acquisition LLC; Haband Company LLC; Haband Online, LLC; Haband Operations, LLC; Johnny Appleseed’s, Inc.; Linen Source Acquisition LLC; LM&B Catalog, Inc.; Monterey Bay Clothing Company, Inc.; Norm Thompson Outfitters, Inc.; NTO Acquisition Corporation; Orchard Brands Insurance Agency LLC; and Wintersilks, LLC.

hereby certifies as follows:

1. I am the duly qualified and elected Secretary of each of the Companies or Authorizing Body 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 Authorizing Body of each Company (collectively the “*Authorizing Bodies*”), duly adopted in accordance with each Company’s bylaws.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and is in full force and effect as of the date hereof. There exists no other subsequent resolution of the Authorizing Bodies relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 18th day of January 2011.

  
By: Daniel W. Ramsey  
Title: Secretary

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

<hr style="border-top: 1px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>In re:</p> <p>APPLESEED'S INTERMEDIATE HOLDINGS LLC, <i>et al.</i>,<sup>1</sup></p><p style="text-align: right;">Debtors.</p></div><div style="width: 10%; text-align: center;"><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p><p>)</p></div></div>	<p>Chapter 11</p> <p>Case No. 11-_____ ( )</p> <p>Joint Administration Requested</p>
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**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE 50 LARGEST UNSECURED CLAIMS**

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Appleseed's Intermediate Holdings LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "***Debtors***") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***"). The following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims (the "***Creditor List***") based on the Debtors' books and records as of the end of the Debtors' fiscal year, December 25, 2010. The Creditor List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Creditor List does not include (a) persons who come within the definition of "insider" as set forth in section 101(31) of the Bankruptcy Code or (b) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of the creditors listed on the Creditor List are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Appleseed's Intermediate Holdings LLC (6322); Appleseed's Acquisition, Inc. (5835); Appleseed's Holdings, Inc. (9117); Arizona Mail Order Company, Inc. (6359); Bedford Fair Apparel, Inc. (3551); Blair Credit Services Corporation (5966); Blair Factoring Company (4679); Blair Holdings, Inc. (0022); Blair International Holdings, Inc. (8962); Blair LLC (1670); Blair Payroll, LLC (1670); Draper's & Damon's Acquisition LLC (1760); Draper's & Damon's LLC (2759); Fairview Advertising, LLC (2877); Gold Violin LLC (0873); Haband Acquisition LLC (8765); Haband Company LLC (8496); Haband Oaks, LP (8036); Haband Online, LLC (1109); Haband Operations, LLC (2794); Johnny Appleseed's, Inc. (5560); Linen Source Acquisition LLC (2920); LM&B Catalog, Inc. (5729); Monterey Bay Clothing Company, Inc. (2076); Norm Thompson Outfitters, Inc. (8344); NTO Acquisition Corporation (0995); Orchard Brands Insurance Agency LLC (4858); and Wintersilks, LLC (0688). The Debtors' main corporate address is 138 Conant Street, Beverly, Massachusetts 01915.

(1)	(2)	(3)	(4)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
American Capital Financial Services, Inc. John Erickson Two Bethesda Metro Center 14th Floor Bethesda, MD 20814 USA	American Capital Financial Services, Inc. John Erickson President & CFO Two Bethesda Metro Center 14th Floor Bethesda, MD 20814 USA Phone: 301-951-6122 Fax: 301-654-6714	Bank Loan	\$73,386,838.40
RR Donnelly / Wallace Thomas J. Quinlan III 111 South Wacker Drive Chicago, IL 60606 USA	RR Donnelly / Wallace Thomas J. Quinlan III President & CEO 111 South Wacker Drive Chicago, IL 60606 USA Phone: 312-326-8000 Fax: 312-326-7156	Trade Payable	\$11,447,396.92
Gould North America Carl Matthews 11 Madison Ave. New York, NY 10010 USA	Gould North America Carl Matthews CFO 11 Madison Ave. New York, NY 10010 USA Phone: 212-301-0000 Fax: 212-481-0067	Trade Payable	\$7,188,448.77
FedEx Alan Graf 942 S. Shady Grove Rd. Memphis, TN 38120 USA	FedEx Alan Graf CFO 942 S. Shady Grove Rd. Memphis, TN 38120 USA Phone: 901-818-7500 Fax: 901-395-2000	Trade Payable	\$6,607,411.87
Harbour Regal Ltd Shanghai SHANGHAI FOREIGN TRADE ENTERPRISE PUDONG CO LTD NO 258-268 JIA BANG ROAD 141F ZI YUAN BUI Shanghai China	Harbour Regal Ltd Shanghai CFO SHANGHAI FOREIGN TRADE ENTERPRISE PUDONG CO LTD NO 258-268 JIA BANG ROAD 141F ZI YUAN BUI Shanghai China Phone: 011-852-27366182	Trade Payable	\$1,635,895.51

News America Marketing FSI Joseph M. Borrow 20 Westport Road Wilton, CT 06897 USA	News America Marketing FSI Joseph M. Borrow VP Finance 20 Westport Road Wilton, CT 06897 USA Phone: 203-563-6304 Fax: 203-563-6736	Trade Payable	\$1,517,081.75
Wiseknit Factory Ltd. 7/F Kwong Loong Tai Industrial Bldg 1016-1018 Tai Nam Street West Lai Chi Kok Kowloon Hong Kong	Wiseknit Factory Ltd. 7/F Kwong Loong Tai Industrial Bldg 1016-1018 Tai Nam Street West Lai Chi Kok Kowloon Hong Kong Phone: 852-2785-0009 Fax: 852-2785-0068	Trade Payable	\$1,500,913.07
Jack N. Bostwick 432 Holly St. Laguna Beach, CA 92651 USA	Jack N. Bostwick 432 Holly St. Laguna Beach, CA 92651 USA Phone: 949-464-0494	Employee Debt	\$1,450,000.00
John S. Farmer P.O. Box 3872 Ketchum, ID 83340 USA	John S. Farmer P.O. Box 3872 Ketchum, ID 83340 USA Phone: 208-726-5148	Employee Debt	\$1,450,000.00
Barrage David Hung 110 East 9th Street Ste A453 Los Angeles, CA 90079 USA	Barrage David Hung Owner 110 East 9th Street Ste A453 Los Angeles, CA 90079 USA Phone: 213-689-9942 Fax: 213-689-7781	Trade Payable	\$1,376,404.92
American Spirit LLC Darren Carlson 801 SOUTHEAST 9TH STREET Minneapolis, MN 55414 USA	American Spirit LLC Darren Carlson CFO 801 SOUTHEAST 9TH STREET Minneapolis, MN 55414 USA Phone: 612-392-2330 Fax: 612-623-9314	Trade Payable	\$1,174,854.35

<p>Protex Carl Jenkins 1771 Cardinal Way Hatfield, PA 19440 USA</p>	<p>Protex Carl Jenkins Owner 1771 Cardinal Way Hatfield, PA 19440 USA Phone: 215-721-7504 Fax: 215-721-7505</p>	Trade Payable	\$825,948.00
<p>Allstate Can Corp. Bob Cicco 1 Woodhollow Road Pasippany, NJ 07054 USA</p>	<p>Allstate Can Corp. Bob Cicco CFO/Controller 1 Woodhollow Road Pasippany, NJ 07054 USA Phone: 973-560-9030 Fax: 973-560-9217</p>	Trade Payable	\$721,076.20
<p>Mackay Mitchell Envelope Co. Tim Cheslak 2100 Elm St Minn, MN 55414 USA</p>	<p>Mackay Mitchell Envelope Co. Tim Cheslak CFO 2100 Elm St Minn, MN 55414 USA Phone: 612-378-6240 Fax: 612-334-3460</p>	Trade Payable	\$644,669.66
<p>CCT Marketing LLC Warren Golden 401 HACKENSACK AVENUE 3RD FL Hackensack, NJ 07601 USA</p>	<p>CCT Marketing LLC Warren Golden President 401 HACKENSACK AVENUE 3RD FL Hackensack, NJ 07601 USA Phone: 516-764-0400 Fax: 208-460-5510</p>	Trade Payable	\$579,416.07
<p>Holsted Marketing Roy Rathbun 135 Madison Ave. New York, NY 10016 USA</p>	<p>Holsted Marketing Roy Rathbun Senior VP Finance 135 Madison Ave. New York, NY 10016 USA Phone: 212-686-8537, ext. 166 Fax: 212-481-0415</p>	Trade Payable	\$561,806.71
<p>Google Inc. Patrick Pichette 1600 Amphitheatre Pkwy. Mountain View, CA 94043 USA</p>	<p>Google Inc. Patrick Pichette CFO 1600 Amphitheatre Pkwy. Mountain View, CA 94043 USA Phone: 650-253-0000 Fax: 650-253-0001</p>	Trade Payable	\$554,077.15

Seasons Apparel Inc. Mitch Nichnowitz 10 Vetter Court, Suite 101 North Brunswick, NJ 08902 USA	Seasons Apparel Inc. Mitch Nichnowitz President, US office 10 Vetter Court, Suite 101 North Brunswick, NJ 08902 USA Phone: 732-821-4779 Fax: 310-320-5050	Trade Payable	\$542,761.83
Nine West Footwear Corp. Eric Dauwalter 1129 Westchester Ave. White Plains, NY 10604 USA	Nine West Footwear Corp. Eric Dauwalter President 1129 Westchester Ave. White Plains, NY 10604 USA Phone: 914-640-6400 Fax: 914-640-1676	Trade Payable	\$537,611.75
Eastman Footwear Group Inc. Max Ben Mizrahi 34 WEST 33RD STREET 7TH FL New York, NY 10001 USA	Eastman Footwear Group Inc. Max Ben Mizrahi President 34 WEST 33RD STREET 7TH FL New York, NY 10001 USA Phone: 212-629-0282 Fax: 212-268-4169	Trade Payable	\$527,258.59
Propet USA Inc. Jack Hawkins 2415 W Valley Hwy N Auburn, WA 98001 USA	Propet USA Inc. Jack Hawkins President 2415 W Valley Hwy N Auburn, WA 98001 USA Phone: 253-854-7600 Fax: 253-854-7607	Trade Payable	\$509,101.54
Merchandising Mfg Sourcing Scott Kantrowitz 17100 Ventura Blvd., Suite 217 Encino, CA 91316 USA	Merchandising Mfg Sourcing Scott Kantrowitz President/CEO 17100 Ventura Blvd., Suite 217 Encino, CA 91316 USA Phone: 818-817-9413 Fax: 818-817-9425	Trade Payable	\$472,798.40
Moka Andres Deujani 1407 BROADWAY, STE 1701 New York, NY 10018 USA	Moka Andres Deujani President 1407 BROADWAY, STE 1701 New York, NY 10018 USA Phone: 212-944-8880 Fax: 212-944-8882	Trade Payable	\$446,318.91



Lea Apparel, Inc. Leonard Novick 4 Woodland Place Port Washington, NY 11050 USA	Lea Apparel, Inc. Leonard Novick President 4 Woodland Place Port Washington, NY 11050 USA Phone: 516-297-2164 Fax: 718-418-2805	Trade Payable	\$427,957.16
Style Asia Inc. Ricky Pamani 101 MOONACHIE AVE. Moonachie, NJ 07074 USA	Style Asia Inc. Ricky Pamani President 101 MOONACHIE AVE. Moonachie, NJ 07074 USA Phone: 800-522-7465 x101 Fax: 201-460-4707	Trade Payable	\$397,609.02
Vishal Enterprises Inc. Mahesh Moorjani 226 West 37th St., 5TH Floor New York, NY 10018 USA	Vishal Enterprises Inc. Mahesh Moorjani President 226 West 37th St., 5TH Floor New York, NY 10018 USA Phone: 212-629-0880 Ext.111 Fax: 212-629-0882	Trade Payable	\$392,489.00
Tamex Harbour Regal Ltd. SHANGHAI FOREIGN TRADE ENTERPRISE PUDONG CO LTD NO 258-268 JIA BANG ROAD 141F ZI YUAN BUI SHANGHAI China	Tamex Harbour Regal Ltd. SHANGHAI FOREIGN TRADE ENTERPRISE PUDONG CO LTD NO 258-268 JIA BANG ROAD 141F ZI YUAN BUI SHANGHAI China Phone: 011-852-27366182	Trade Payable	\$369,890.53
AARP A. Barry Rand 601 E St. NW Washington, DC 20049 USA	AARP A. Barry Rand 601 E St. NW Washington, DC 20049 USA Phone: 202-434-7700 Fax: 202-434-7710	Trade Payable	\$366,023.27
Valassis Communications Alan F. Schultz 19975 Victor Parkway Livonia, MI 48152 USA	Valassis Communications Alan F. Schultz CEO 19975 Victor Parkway Livonia, MI 48152 USA Phone: 734-591-3000 Fax: 734-591-4994	Trade Payable	\$354,560.40

Granada Sales Corporation Brad Zacharia 102-108 MADISON AVE. New York, NY 10016 USA	Granada Sales Corporation Brad Zacharia Vice President 102-108 MADISON AVE. New York, NY 10016 USA Phone: 212-679-4810 Fax: 212-679-4975	Trade Payable	\$347,962.00
Colorado Trading Company Jeff Schmitt 1390 LAWRENCE STREET SUITE 400 Denver, CO 80204 USA	Colorado Trading Company Jeff Schmitt President/Owner 1390 LAWRENCE STREET SUITE 400 Denver, CO 80204 USA Phone: 303-393-1202 x 6030 Fax: 303-393-1203	Trade Payable	\$347,043.00
Howard Berger Co. Howard Berger 324 A Half Acre Rd Crandberry, NJ 08516 USA	Howard Berger Co. Howard Berger Owner 324 A Half Acre Rd Crandberry, NJ 08516 USA Phone: 609-860-9990 Fax: 609-860-9991	Trade Payable	\$345,936.00
Z-Ply Corporation Timothy Chung 209 W 40th St., 6th FLR New York, NY 10018 USA	Z-Ply Corporation Timothy Chung CEO 209 W 40th St., 6th FLR New York, NY 10018 USA Phone: 212-398-7011 Fax: 212-398-7010	Trade Payable	\$344,669.57
Classic Shoes Inc. Morris Abboudi 160 Gregg St , Unit 7 Lodi, NJ 07644 USA	Classic Shoes Inc. Morris Abboudi Owner 160 Gregg St , Unit 7 Lodi, NJ 07644 USA Phone: 201-587-1779 Fax: 201-587-1140	Trade Payable	\$333,034.40
Jobar International Inc. Mitch Sussman P.O. Box 5409 Carson, CA 90749 USA	Jobar International Inc. Mitch Sussman President P.O. Box 5409 Carson, CA 90749 USA Phone: 310-222-8682 Fax: 310-222-8657	Trade Payable	\$320,066.47

Pac Worldwide Corp. Jeff Snow 15435 NE 92nd St. Redmond, WA 98052 USA	Pac Worldwide Corp. Jeff Snow CFO 15435 NE 92nd St. Redmond, WA 98052 USA Phone: 425-202-4010 Fax: 425-885-2934	Trade Payable	\$317,575.81
Fabri Tech Inc. Scott Bowron 6719 Pineridge Ct. Jenison, MI 49428 USA	Fabri Tech Inc. Scott Bowron Co-owner 6719 Pineridge Ct. Jenison, MI 49428 USA Phone: 616-662-0150 Fax: 616-662-0112	Trade Payable	\$315,572.60
Knit Textiles No. 3A, Jalan Wawasan 16, Kawasan Perindustrian Sri Gading 83300 Batu Paha Johor Malaysia	Knit Textiles Mr. Damien Lim Vhe Kai Business Development Director No. 3A, Jalan Wawasan 16 Kawasan Perindustrian Sri Gading 83300 Batu Paha Johor Malaysia Phone: 607-455-8666 Fax: 607-455-6500	Trade Payable	\$310,522.00
JoRo Fashions 8780 NW 102nd St Miami, FL 33178 USA	JoRo Fashions Robert Rubenstein President 8780 NW 102nd St Miami, FL 33178 USA Phone: 305-888-8110 x29 Fax: 305-888-8327	Trade Payable	\$301,057.00
Qwest Communications Joseph J. Euteneuer 1801 California Street Denver, CO 80202 USA	Qwest Communications Joseph J. Euteneuer CFO 1801 California Street Denver, CO 80202 USA Phone: 303-992-1400 Fax: 303-992-1724	Trade Payable	\$297,050.74
Alfred Dunner Inc. Peter Aresty 1411 Broadway New York, NY 10018 USA	Alfred Dunner Inc. Peter Aresty President 1411 Broadway New York, NY 10018 USA Phone: 212-944-6660 Fax: 212-354-2215	Trade Payable	\$296,777.48

Belardi/Ostroy Donna Belardi 16 West 22nd Street, 11th Floor New York, NY 10010 USA	Belardi/Ostroy Donna Belardi President/Owner 16 West 22nd Street, 11th Floor New York, NY 10010 USA Phone: 212-381-1701 Fax: 212-381-1745	Trade Payable	\$288,881.46
Buy Global Inc. Jeff Mansbach 530 EAGLE AVENUE West Hempstead, NY 11552 USA	Buy Global Inc. Jeff Mansbach President 530 EAGLE AVENUE West Hempstead, NY 11552 USA Phone: 516-565-9500 Fax: 516-565-9501	Trade Payable	\$283,441.20
Tien Hu Knitting Co (US) Inc. Jane Chan 3996 SAN PABLO AVE., SUITE# A&B Emeryville, CA 94608 USA	Tien Hu Knitting Co (US) Inc. Jane Chan President 3996 SAN PABLO AVE., SUITE# A&B Emeryville, CA 94608 USA Phone: 510-268-8833 Fax: 510-268-8998	Trade Payable	\$283,120.59
Experian Marketing Services Victor Nichols 475 Anton Blvd. Costa Mesa, CA 92626 USA	Experian Marketing Services Victor Nichols CEO 475 Anton Blvd. Costa Mesa, CA 92626 USA Phone: 714-830-7000 Fax: 714-830-2449	Trade Payable	\$279,147.81
Valassis Inserts Robert Recchia 19975 Victor Parkway Livonia, MI 48152 USA	Valassis Inserts Robert Recchia Exec VP, CFO Finance 19975 Victor Parkway Livonia, MI 48152 USA Phone: 734-591-3000 Fax: 734-462-2513	Trade Payable	\$277,912.40
Amerex Group Inc. Ira Ganger 512 7th Ave., 9th Floor New York, NY 10018 USA	Amerex Group Inc. Ira Ganger President 512 7th Ave., 9th Floor New York, NY 10018 USA Phone: 212-609-3000 Fax: 212-575-5399	Trade Payable	\$275,251.32

<p>Easy Street Shoe Co. Michael Sterczala 364 ROUTE 108 Somersworth, NH 03878 USA</p>	<p>Easy Street Shoe Co. Michael Sterczala VP Ops 364 ROUTE 108 Somersworth, NH 03878 USA Phone: 603-692-5007</p>	Trade Payable	\$268,941.43
<p>Rees Associates Inc. Steven Lundstrom 1800 SW 2nd Street Des Moines, IA 50315 USA</p>	<p>Rees Associates Inc. Steven Lundstrom President 1800 SW 2nd Street Des Moines, IA 50315 USA Phone: 515-243-2127 x777 Fax: 515-243-1026</p>	Trade Payable	\$259,279.35
<p>Auclair &amp; Martineau Inc. Xavier Leclercq 2277, RUE DE LA FAUNE, CP 89039, SUCC ST-EMILE Quebec QCG3E 1S9</p>	<p>Auclair &amp; Martineau Inc. Xavier Leclercq President and Board Member 2277, RUE DE LA FAUNE, CP 89039, SUCC ST-EMILE Quebec QCG3E 1S9 Phone: 418-842-1943 Fax: 418-842-7554</p>	Trade Payable	\$252,999.85

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

In re:	)	
	)	Chapter 11
APPLESEED'S INTERMEDIATE	)	
HOLDINGS LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 11-_____ ( )
	)	
Debtors.	)	Joint Administration Requested
	)	

**DECLARATION CONCERNING CONSOLIDATED LIST  
OF CREDITORS HOLDING THE 50 LARGEST UNSECURED CLAIMS**

The consolidated list of creditors holding the 50 largest unsecured claims filed in electronic format contemporaneously with the foregoing petition (the "***Creditor List***") constitutes a full and complete list of the name and address of each creditor. The Creditor List is being filed pursuant to section 521 of title 11 of the United States Code, Rules 1007 and 1008 of the Federal Rules of Bankruptcy Procedure and Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware. The above-captioned debtors and debtors in possession (collectively, the "***Debtors***") reserve the right to file an amended or supplemental Creditor List.

The Creditor List is based upon the Debtors' internal bookkeeping records as of the end of the Debtors' fiscal year, December 25, 2010 and is accurate up to such date to the best of the undersigned's knowledge, information and belief. However, no comprehensive legal or factual investigations with regard to possible defenses to any claims set forth on the Creditor List have been completed. Accordingly, the Creditor List does not, and should not, be deemed to constitute: (a) a waiver of any defense of any listed claims; (b) an acknowledgement of the allowability of any listed claims, or (c) a waiver of any other right or legal position of the Debtors.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Appleseed's Intermediate Holdings LLC (6322); Appleseed's Acquisition, Inc. (5835); Appleseed's Holdings, Inc. (9117); Arizona Mail Order Company, Inc. (6359); Bedford Fair Apparel, Inc. (3551); Blair Credit Services Corporation (5966); Blair Factoring Company (4679); Blair Holdings, Inc. (0022); Blair International Holdings, Inc. (8962); Blair LLC (1670); Blair Payroll, LLC (1670); Draper's & Damon's Acquisition LLC (1760); Draper's & Damon's LLC (2759); Fairview Advertising, LLC (2877); Gold Violin LLC (0873); Haband Acquisition LLC (8765); Haband Company LLC (8496); Haband Oaks, LP (8036); Haband Online, LLC (1109); Haband Operations, LLC (2794); Johnny Appleseed's, Inc. (5560); Linen Source Acquisition LLC (2920); LM&B Catalog, Inc. (5729); Monterey Bay Clothing Company, Inc. (2076); Norm Thompson Outfitters, Inc. (8344); NTO Acquisition Corporation (0995); Orchard Brands Insurance Agency LLC (4858); and Wintersilks, LLC (0688). The Debtors' main corporate address is 138 Conant Street, Beverly, Massachusetts 01915.

I, T. Neale Attenborough, Chief Executive Officer of Appleseed's Intermediate Holdings LLC, declare under penalty of perjury that I have reviewed the Creditor List and that the information contained therein is true and correct to the best of my information and belief.

Dated: January 19, 2011



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T. Neale Attenborough  
Chief Executive Officer