

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(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

12/15

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 Tamara Mellon Brand, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 4 6 - 1 7 7 7 4 2 6

4. Debtor's address
Principal place of business: 660 Madison Avenue, Floor 12, New York, NY 10065
Mailing address, if different from principal place of business:
Location of principal assets, if different from principal place of business:

5. Debtor's website (URL) www.tamaramellon.com

6. Type of debtor
[X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
[] Partnership (excluding LLP)
[] Other. Specify:

Debtor Tamara Mellon Brand, LLC
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.naics.com/search/>.

5 4 1 4

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

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

No

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

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

If more than 2 cases, attach a separate list.

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

No

Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY

Case number, if known _____

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

Debtor Tamara Mellon Brand, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

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

15. Estimated assets

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

Debtor Tamara Mellon Brand, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- \$0-\$50,000
- \$1,000,001-\$10 million
- \$500,000,001-\$1 billion
- \$50,001-\$100,000
- \$10,000,001-\$50 million
- \$1,000,000,001-\$10 billion
- \$100,001-\$500,000
- \$50,000,001-\$100 million
- \$10,000,000,001-\$50 billion
- \$500,001-\$1 million
- \$100,000,001-\$500 million
- 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 _____
MM / DD / YYYY

x Tamara Mellon Tamara Mellon
Signature of authorized representative of debtor Printed name

Title CEO

18. Signature of attorney

x Derek C. Abbott
Signature of attorney for debtor

Date 12/2/2015
MM / DD / YYYY

Derek C. Abbott
Printed name

Morris, Nichols, Arsht & Tunnell LLP
Firm name

1201 N. Market St., 16th Fl.
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 658-9200 dabbott@mnat.com
Contact phone Email address

(302) 658-9200 dabbott@mnat.com
Contact phone Email address

DE Bar No. 3376 Delaware
Bar number State

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF MANAGERS OF
TAMARA MELLON BRAND, LLC**

December 2, 2015

The undersigned, being all the managers of the board (the "Board") of Tamara Mellon Brand, LLC, a Delaware limited liability company (the "Company"), hereby consent and agree to the adoption of the following resolutions:

WHEREAS, the Board has reviewed and considered, among other things, the financial condition of the Company on the date hereof; and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the management of the Company and the Company's legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy case under the provisions of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company and its members, the creditors of the Company, and other interested parties that a voluntary petition (the "Petition") be filed by the Company under the provisions of Chapter 11 of the Bankruptcy Code to implement the prepackaged plan of reorganization of the Company (the "Plan"); and it is

FURTHER RESOLVED, that the form, terms and provisions of the Plan and its accompanying disclosure statement (the "Disclosure Statement") are hereby approved, and that the officers of the Company (collectively, the "Officers" and, each individually, an "Officer") or any one of them be, and each hereby is, authorized to execute and deliver the Plan and Disclosure Statement for and on behalf of the Company in substantially the form reviewed by the Board, with any changes thereto as any such Officer determines to be necessary, proper or advisable, such determination to be conclusively evidenced by the execution thereof by such Officer; and it is

FURTHER RESOLVED, that any Officer be, and each hereby is, authorized and directed on behalf of the Company to execute and verify the Petition in the name of the Company under Chapter 11 of the Bankruptcy Code and to cause the same, along with the Plan and Disclosure Statement, to be filed in the United States Bankruptcy Court for the District of Delaware (the "Chapter 11 Case") in such form and at such time as the Officer executing the Petition on behalf of the Company shall determine, such determination to be conclusively evidenced by the execution thereof by such Officer; and it is

FURTHER RESOLVED, that the retention of the law firm of Morris, Nichols, Arsht & Tunnell LLP (“MNAT”) to represent the Company as general bankruptcy counsel on the terms set forth in its engagement letter with the Company and to represent and assist the Company in preparing and filing the Petition and related forms, schedules, lists, statements and other papers or documents is hereby approved, adopted, ratified and confirmed in all respects; and it is

FURTHER RESOLVED, that the form, terms and provisions of that certain loan and security agreement (the “DIP Facility”) among the Company, as borrower, and Tamara Mellon, as lender, are hereby approved, and that the Officers or any one of them be, and each hereby is, authorized to execute and deliver the documents for the DIP Facility for and on behalf of the Company and to cause the Company to perform its obligations under the DIP Facility, substantially in the form reviewed by the Board, with any changes thereto as any such Officer determines to be necessary, proper or advisable, such determination to be conclusively evidenced by the execution thereof by such Officer; and it is

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized to execute, deliver and file or cause to be executed, delivered and filed (or direct others to do so on their behalf as provided herein) all documents determined by any Officer to be necessary or appropriate, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and to take any and all other actions which he or she determines to be necessary and proper in connection with the Chapter 11 Case, such determination to be conclusively evidenced by the execution, delivery or filing thereof or the taking of any such other action by such Officer; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Managers, Officers or other agent of the Company (i) to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, (ii) in connection with the DIP Credit Agreement and the Security Agreements (collectively, the “Loan Documents”), and (iii) in connection with the Plan, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized to retain and take all actions determined by any such Officer to be necessary or appropriate to effect the retention and employment of attorneys, advisors, and such other individuals or entities for the Company in connection with the Chapter 11 Case, the Loan Documents and the Plan, or any matter related thereto, such determination to be conclusively evidenced by the retention or taking of any such action by such Officer; and it is

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized and empowered to prepare, execute and deliver for and on behalf of the Company (as a debtor and debtor-in-possession, as applicable), and to cause the Company to perform its obligations under, such agreements, instruments, certificates and any and all other documents and amendments or other modifications necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, including, without limitation, (i) as may be contemplated by the Loan Documents or the Plan, (ii) as otherwise may be determined to be necessary or appropriate by such Officer in connection with the transactions contemplated by the

Loan Documents or the Plan and the exercise or performance by the Company of its rights or obligations thereunder, or (iii) as may be determined to be necessary or appropriate by such Officer in connection with the conduct of the Chapter 11 Case, including, without limitation, any disclosure statement and/or other plan documents, containing such provisions, terms, conditions, covenants, warranties and representations as may be determined to be necessary or appropriate by the Officer or Officers so acting, such determination to be conclusively evidenced by the execution thereof by such Officer; and it is


FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized and empowered to engage such further accountants, counsel, consultants or advisors and to do such other acts and things as may be determined to be necessary or appropriate by the Officer or Officers so acting in order to fully effectuate the purpose and intent of the foregoing resolutions and to accomplish the transactions contemplated thereby, such determination to be conclusively evidenced by the retention or taking of any such action by such Officer; and it is

FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects adopted, confirmed, approved, and ratified.

[Signature Page To Follow]

9631281

IN WITNESS WHEREOF, the undersigned managers of the Company have executed this unanimous written consent on the dates set forth below.



Tamara Mellon
December 2, 2015

Kenneth C. Suslow
December 2, 2015

IN WITNESS WHEREOF, the undersigned managers of the Company have executed this unanimous written consent on the dates set forth below.

Tamara Mellon
December 2, 2015



Kenneth C. Suslow
December 2, 2015

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|---------------------|
| In re: |) | Chapter 11 |
| |) | |
| TAMARA MELLON BRAND, LLC, <i>et al.</i> |) | Case No. 15-____() |
| |) | |
| Debtor. ¹ |) | |
| |) | |

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007-1, 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:

- Tamara Mellon
- Westerdale Inc.
- Wilton Place, Inc.
- Sandbridge Fund Acquisition, LLC

DECLARATION UNDER PENALTY OF PERJURY

I, Brian Conroy, the undersigned authorized signatory of Tamara Mellon Brand, LLC, named as the 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: Dec. 2, 2015



¹ The last four digits of the Debtor's federal tax identification number are 7426. The Debtor's address is 660 Madison Avenue, New York, NY, 10065.

Fill in this information to identify the case:

Debtor name TAMARA MELLON BRAND, LLC, et al.
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

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

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of 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 | | |
|---|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | Tak Fat Fashions Ltd Room 2702, 27/F, New Tech Plaza 34 Tai Yau Street, Sanpokong, Kowloon, Hong Kong | Kam Cheung-852-2323-4121 Room 2702, 27/F, New Tech Plaza 34 Tai Yau Street, Sanpokong, Kowloon, Hong Kong | Production invoices for garments | | | | \$197,528 |
| 2 | Calzaturificio Ilaria Via Uopini, 100- Loc. Badesse 53035Monteriggioni, Italy | Claudio Antonelli Email: claudio.antonelli@ccm-srl.biz | Production invoices for shoes | | | | \$126,500 |
| 3 | CCM srl Viale Europa 62, Firenze, 50126 | Anna Conti Email: anna.suppiconi@ccm-srl.biz | Quality control agency in Italy | | | | \$107,891 |
| 4 | Sandbox Studios 250 Hudson Street New York, NY, 10013 | Katie Chong 555 Minnesota Street San Francisco, CA, 94107 415-550-8732 | Photographers | | | | \$101,785 |
| 5 | JP Morgan Chase Commercial Card Program PO Box 15918 Mail Suite DE1-1404 Wilmington, DE, 19850 | Tony Miller-Program coordinator Ccs-program-coordinator@jpmchase.com | Corporate credit card | | | | \$99,500 |
| 6 | Calzaturificio Marco s.r.l. Via Delle Macine-41/43 Malmantile, 50055, Italy | Claudio Antonelli Email: claudio.antonelli@ccm-srl.biz | Production invoices for shoes | | | | \$85,800 |
| 7 | Etoile 660 Madison LLC P.O. Box 4914 New York, NY, 10185 | Kiwana Smallwood 546 Fifth Avenue, 6th FL New York, NY, 10036 212-756-8095 ext 2763 | Rent for main office space | | | | \$83,500 |
| 8 | Bianchi e Nardi Via Delle Fonti, 2 Scandicci, Firenze, 50018 Italy | Claudio Antonelli Email: claudio.antonelli@ccm-srl.biz | Production invoices handbags/accessories | | | | \$72,518 |

Debtor

Name

Case number (if known)

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of 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 |
| 9 | Calzaturificio Augusta s.r.l. Via Rodolfo Beretta, 131 56023, Navacchio, Pisa, Italy | Claudio Antonelli Email: claudio.antonelli@ccm-srl.biz | Production invoices shoes | | | | \$72,067 |
| 10 | Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY, 10038 | Laura Goldberg George 180 Maiden Lane New York, NY, 10038 212-806-6675 | Legal invoices | | | | \$56,480 |
| 11 | Intex S-13, Okhla Industrial Area Phase II, New Delhi, 110020 India | Anju Anjuinlex@gmail.com | Production invoices | | | | \$54,988 |
| 12 | Calamo Silk 55 West 39th Street, New York, NY, 10018 | Sara Chang 55 West 39th Street, New York, NY, 10018 | Production invoices for garments/fabric | | | | \$50,700 |
| 13 | Bank of America Credit Card 300 Broadhollow Road Melville, NY, 11747 | Hagai Herman 631-547-7682 300 Broadhollow Road Melville, NY, 11747 | Corporate credit card | | | | \$45,000 |
| 14 | BPCM | Forte Management LLC 170 Varick Street 2FL New York, NY, 10013 | Public Relations agency | | | | \$45,221 |
| 15 | China Union Cashmere Flat C-D, Fl 3, Mercantile Industrial Warehouse Building, 16-24 Ta Chuen Ping Street, Kwai Chung, Hong Kong | China Union, Attn: Kelvin Chan Flat C-D, 3/F., Mercantile Industrial & Warehouse Bldg.; 16-24 Ta Chuen Ping Street, Kwai Chung, N.T., H.K. Tel : 24212067 | Production invoices for garments | | | | \$41,706 |
| 16 | Acadaca 636 Broadway, Suite 1000 New York, NY, 10012 | Frank Weil 636 Broadway, Suite 1000 New York, NY, 10012 212-505-5885 x217 | Website developer | | | | \$37,500 |
| 17 | Sho & Company Inc. 9000 Sunset Blvd #1250 West Hollywood, CA, 90069 | Tori Griffin 9000 Sunset Blvd #1250 West Hollywood, CA, 90069 310-476-6869 | Public relations agency | | | | \$37,260 |
| 18 | RSDM s.r.l. Via P. Toselli, 23/H 50144, Firenze, Italy | Claudio Antonelli Email: claudio.antonelli@ccm-srl.biz | Production invoices handbags and accessories | | | | \$31,333 |
| 19 | Geri Gerard, Ltd. 230 West 38th Street New York, NY, 10018 | Karen Yu 230 West 38th Street New York, NY, 10018 212-840-7070 | Design and development invoices-patternmakers | | | | \$28,140 |
| 20 | Laurence Kuster | Laurence Kuster Email: laurencek@tamaramellon.com +331.76.21.88.36 | Reimbursable travel expenses | | | | \$27,786 |

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

| | | |
|---|---|----------------------|
| In re: |) | Chapter 11 |
| |) | |
| TAMARA MELLON BRAND, LLC, <i>et al.</i> |) | Case No. 15-_____() |
| |) | |
| Debtor. ¹ |) | |
| |) | |

**DECLARATION REGARDING LIST OF
CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

I, _____, the undersigned authorized signatory of Tamara Mellon Brand, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of creditors and that it is true and correct to the best of my information and belief.

Dated: Dec 2nd, 2015

/s/ Tamara Mellon
 By: Tamara Mellon
 Title: CEO

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

¹ The last four digitals of the Debtor's federal tax identification number are XXXX. The Debtor's address is 660 Madison Avenue, New York, NY, 10065.

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

| | | |
|---|---|----------------------|
| In re |) | Chapter 11 |
| |) | |
| TAMARA MELLON BRAND, LLC, <i>et al.</i> |) | Case No. 15-_____() |
| |) | |
| Debtor. ¹ |) | |
| |) | |

LIST OF EQUITY SECURITY HOLDERS

The following is a list of equity security holders of Tamara Mellon Brand, LLC, as of December 1, 2015, submitted under Fed. R. Bankr. P. 1007(a)(3).

| Name of Unit Holder | Address | Common Units | Preferred Units | Incentive Units |
|-------------------------------------|--|-----------------|--------------------|--------------------|
| Tamara Mellon | <i>Redacted</i> | 20,897,012 | 4,603,012 | - |
| Westerdale Inc. | 61A Cadogan Square, London SW1X 0HZ, UK Attention: Mr. David Ross | 6,236,912 | 6,236,912 | - |
| Wilton Place, Inc. | 6 Wilton Place London, SW1X 8RH, UK Attention: Lord Marland of Odstock | 4,000,000 | 4,000,000 | - |
| IPGL Investments USA, Inc. | c/o IPGL Limited Park House, 16 Finsbury Circus London, EC2M 7EB, UK Attention: Mr. Christopher Clothier, Director | 2,000,000 | 2,000,000 | - |
| Sandbridge Fund Acquisition, LLC | Sandbridge Fund Acquisition, LLC 725 Fifth Avenue, 23rd Floor New York, NY 10022 Attention: David Fife | 3,250,000 | 3,250,000 | - |
| TM Invest Inc. | c/o Index Venture Associates VI Limited No 1 Seaton Place St Helier Jersey JE4 8YJ, Channel Islands Attention: Nicky Barthorp | 2,000,000 | 2,000,000 | - |

¹ The last four digits of the Debtor's federal tax identification number are 7426. The Debtor's address is 660 Madison Avenue, New York, NY, 10065.

| Name of Unit Holder | Address | Common Units | Preferred Units | Incentive Units |
|----------------------------------|--|--------------|-----------------|-----------------|
| | -and- Index Venture Management S.A. 2 rue de Jargonnant 1207 Geneva, Switzerland Attention: Andre Dubois | | | |
| TM Holdings One LLC | c/o MacAndrews & Forbes Holdings Inc. 35 East 62nd Street New York, NY 10065 Attention: Michael C. Borofsky | 1,500,000 | 1,500,000 | - |
| TMellon Invest Inc. | | 160,076 | 160,076 | - |
| Clothier Springs LLC | | 250,000 | 250,000 | - |
| Incentive Unit Pool ² | N/A | - | - | 1,362,886 |

² Incentive Units are equity units granted to employees under various Incentive Unit Agreements. The figure shown is based on the number of Incentive Units granted to date. The total Incentive Unit pool comprises 7,025,000 units. Employees' names, addresses and holdings are withheld to protect their privacy.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|---------------------|
| In re: |) | Chapter 11 |
| |) | |
| TAMARA MELLON BRAND, LLC, <i>et al.</i> |) | Case No. 15-____() |
| |) | |
| Debtor. ¹ |) | |
| |) | |

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, _____, the undersigned authorized signatory of Tamara Mellon Brand, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: Dec 2nd, 2015

/s/ Tamara Mellon
 By: Tamara Mellon
 Title: CEO

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

¹ The last four digits of the Debtor's federal tax identification number are 7426. The Debtor's address is 660 Madison Avenue, New York, NY, 10065.