

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Color Spot Holdings, Inc.

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) 26-0177061

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>27368 Via Industria Suite 201, Temecula, CA 92590</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
	<u>Riverside</u> County	Location of principal assets, if different from principal place of business
		_____ Number, Street, City, State & ZIP Code

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

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

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

1114

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

Check one:

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

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

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

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

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

- No
- Yes.

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

Debtor Please see attached Schedule 1 Relationship _____
 District _____ When _____ 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 to unsecured creditors.

14. Estimated number of creditors
 1-49
 50-99
 100-199
 200-999
 1,000-5,000
 5001-10,000
 10,001-25,000
 25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated Assets
 \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million
 \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million
 \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

16. Estimated liabilities
 \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million
 \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million
 \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

Debtor Color Spot Holdings, Inc.
Name

Case number (if known) _____

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 05/29/2018
MM / DD / YYYY

X /s/ Paul Russo
Signature of authorized representative of debtor

Title Chief Executive Officer

Paul Russo
Printed name

18. Signature of attorney

X /s/ M. Blake Cleary
Signature of attorney for debtor

Date 05/29/2018
MM / DD / YYYY

M. Blake Cleary
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square
1000 North King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-571-6600 Email address mbcleary@ycst.com

3614
Bar number and State

SCHEDULE 1

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below (collectively, the “**Debtors**”), including the debtor in this chapter 11 case, filed a petition in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

1. Color Spot Holdings, Inc.
2. Color Spot Nurseries, Inc.
3. Hines Growers, Inc.
4. Lone Star Growers, Inc.

**COLOR SPOT HOLDINGS, INC.
COLOR SPOT NURSERIES, INC.
HINES GROWERS, INC.
LONE STAR GROWERS, INC.**

SECRETARY'S CERTIFICATE

I, Rodney Omps, certify that I am the duly elected, qualified, and acting Secretary of each of Color Spot Holdings, Inc., a Delaware corporation ("CSH"), Color Spot Nurseries, Inc., a Delaware corporation ("CSN"), Hines Growers, Inc., a Delaware corporation ("HG"), and Lone Star Growers, Inc., a Delaware corporation (together with CSH, CSN, and HG, collectively, the "Companies"), and further certify that:

1. Attached hereto as Exhibit A are true, correct, and complete copies of resolutions of the Boards of Directors of the Companies duly adopted at simultaneously held meetings of the Directors of each of the Companies held on May 26, 2018.

2. The resolutions attached hereto as Exhibit A have not in any way been amended, modified, rescinded, or changed in any respect since their adoption to and including the date hereof and remain in full force and effect as of the date hereof. Such resolutions are the only limited liability company proceedings of the Company now in force relating to or affecting the matters referred to therein.

{Signature Page Follows}

IN WITNESS WHEREOF, the undersigned (in the capacity stated and not individually) has executed and delivered this Certificate on behalf of the Companies as of this 29th day of May, 2018.

By: 
Name: Rodney Omps
Title: Secretary

Exhibit A

WHEREAS, the Boards of the Companies have reviewed and considered, among other things, the financial condition, capital structure, liquidity position, short term and long term prospects of the Companies, the restructuring and other strategic alternatives available to the Companies, and the impact of the foregoing on the Companies' business; and

WHEREAS, the Boards have received, reviewed, and considered the recommendations of the senior management of the Companies and the Companies' legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding 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 Boards, it is desirable and in the best interests of the Companies, their creditors and stockholders, and other interested parties that a voluntary petition (each a "Petition") be filed by each of the Companies under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that Paul Russo and Rodney Omps (each, a "Designated Person" and together, the "Designated Persons") be, and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, (i) to execute and verify the Petition and all documents ancillary thereto, to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware, and to make or cause to be made prior to the execution thereof any modifications to the Petition or such ancillary documents that, in the judgment of such Designated Person, may be necessary, appropriate, or desirable, and (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents that, in the judgment of such Designated Person, may be necessary, appropriate, or desirable in connection with the foregoing; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to negotiate with the Companies' lenders, including Wells Fargo, National Association, Capital Farm Credit, FLCA, and Black Diamond Commercial Finance, L.L.C., regarding the use of cash collateral and the grant of adequate protection and to enter into any loan document and to pledge and grant liens on the Companies' assets as may be contemplated by or required under the terms of such cash collateral agreements; and in connection therewith, the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) be, and it hereby is, authorized and empowered to represent the Companies as their general bankruptcy counsel and to represent and assist the Companies in their restructuring and in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Companies’ rights, including without limitation the preparation of pleadings and filings in the bankruptcy case; and in connection therewith, the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Raymond James & Associates, Inc. (“Raymond James”) be, and it hereby is, authorized and empowered to serve as investment banker for the Companies in connection with their restructuring and the bankruptcy case commenced by the Companies under the Bankruptcy Code; and in connection therewith, the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Raymond James; and it is further

RESOLVED, that Epiq Bankruptcy Solutions, LLC (“Epiq”) be, and it hereby is, authorized and empowered to serve as the claims and noticing agent and administrative services advisor in connection with the bankruptcy case commenced by the Companies under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Companies, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that the Designated Persons 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 such actions and execute and deliver such documents as may be required or as such Designated Person may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including, without limitation, the execution and delivery of any petitions, schedules, lists, security agreements, pledges, financing statements, certificates, instruments, guaranties, and notices, with all such actions to be taken in such manner, and all such petitions, schedules, lists, security agreements, pledges, financing statements, certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the Designated Person taking or

executing the same shall approve, the taking or execution thereof by such Designated Person being conclusive evidence of the approval thereof by such Designated Person and by the Companies; 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 confirmed, approved, and ratified.

Fill in this information to Identify the case:

Debtor Name: Color Spot Holdings, Inc. et al.

United States Bankruptcy Court for the: District of Delaware

Case Number (If known):

Check if this is an amended filing

Official Form 204

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

12/15

A consolidated list of 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 EXPRESS SEED COMPANY 51051 US HIGHWAY 20 OBERLIN, OH 44074	CONTACT: DAVE WATT PHONE: 800221-3838 DAVEWATT@EXPRESSEED.COM	TRADE				\$2,482,266.16
2 BALL HORTICULTURAL COMPANY 622 TOWN ROAD WESTCHICAGO, IL 60185-2698	CONTACT: TODD BILLINGS PHONE: 630588-3143 TBILLINGS@BALLHORT.COM	TRADE				\$1,165,478.14
3 NURSERY SUPPLIES INC. - 1415 ORCHARD DRIVE CHAMBERSBURG, PA 17201	CONTACT: KEN HEBERT PHONE: 717263-7780 KHEBERT@NURSERYSUPPLIES.COM	TRADE				\$1,048,634.46
4 SUMMIT PLASTICS 1415 ORCHARD DRIVE CHAMBERSBURG, PA 17201	CONTACT: KEN HEBERT PHONE: 717263-7780 KHEBERT@NURSERYSUPPLIES.COM	TRADE				\$1,045,678.90
5 THE HC COMPANIES, INC- MYERS 15150 MADISON ROAD MIDDLEFIELD, OH 44062	CONTACT: MARTY PIERRE PHONE: (440) 632-0230 EXT 1169 MPIERRE@MYERSLAWNANDGARDEN.COM	TRADE				\$812,087.45
6 CONTAINER CENTRALEN INC. 855 EAST PLANT STREET SUITE 1200 WINTER GARDEN, FL 34787	CONTACT: SONNY COSTIN PHONE: (866) 498-9363 EXT 303 SONNY.COSTIN@CC-RACKS.COM	TRADE				\$699,388.09
7 ROMEO PACKING CO 106 PRINCETON AVE HALF MOON BAY, CA 94019-4035	CONTACT: JOEY ROMEO PHONE: 650728-3393 ROMEOPACKING@SBCGLOBAL.NET	TRADE				\$634,054.62

Debtor: Color Spot Holdings, Inc. et al.

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
8 JOHN HENRY COMPANY 75 REMITTACE DR SUITE 3111 CHICAGO, IL 60675-3111	CONTACT: DENISE JOHNSON PHONE: 800748-0517 JOHNHENRY.COLORSPOTSER VICE@MULTIPKG.COM	TRADE				\$586,604.73
9 SUN GRO HORTICULTURE, INC. 28793 NETWORK PLACE CHICAGO, IL 60673-1287	CONTACT: ANDY KROL PHONE: 413523-0715 ANDY.KROL@SUNGRO.COM	TRADE				\$513,443.59
10 ABBOTT IPCO 10221 CORKWOOD RD DALLAS, TX 75238	CONTACT: MARK NELSON PHONE: 800525-1379 MARK@ABBOTT-IPCO.COM	TRADE				\$501,718.59
11 BWI COMPANIES, INC. 1355 NORTH KINGS HIGHWAY NASH, TX 75569	CONTACT: CLAY WILKERSON PHONE: 903838-8561 CLAYWILKERSON@BWICOMP ANIES.COM	TRADE				\$488,094.04
12 TOTAL QUALITY LOGISTICS LLC 4289 IVY POINTE BOULEVARD CINCINNATI, OH 45245	CONTACT: TY REED PHONE: 513284-4130 TAREED@TQL.COM	DISTRIBUTION				\$473,981.70
13 CROP PRODUCTION SERVICES 1290 KNOLLWOOD CIRCLE ANAHEIM, CA 92801	CONTACT: KAREN WATTS PHONE: 714549-2871 KAREN.WATTS@CPSAGU.CO M	TRADE				\$458,572.04
14 HARRELLS 720 KRAFT ROAD LAKELAND, FL 33815	CONTACT: GARY RUST PHONE: 863680-2003 GRUST@HARRELLS.COM	TRADE				\$453,490.20
15 PELEMIX LTD HAWAII GARDENS INDUSTRIAL ZONE BEER TUVIA 05, 83815 ISRAEL	CONTACT: ELI SHALMON PHONE: 510304-0096 ELI.S@PELEMIX.COM	TRADE				\$386,963.78
16 LEFT COAST LOGISTICS, LLC 5775 SW JEAN ROAD STE 215 LAKE OSWEGO, OR 97035	CONTACT: ROB BISSELL PHONE: (503) 928-8195 ROB@LEFTCOASTLOGISTICS LC.COM	DISTRIBUTION				\$331,750.00
17 PROFILE PRODUCTS, LLC 750 W LAKE COOK ROAD SUITE 440 BUFFALO GROVE, IL 60089	CONTACT: CAL STUART PHONE: 847215-3447 CSTUART@PROFILEPRODUCT S.COM	TRADE				\$305,349.61
18 MASTER TAG 9751 US HWY 31 MONTAGUE, MI 49437	CONTACT: DAVID CLARK PHONE: 231894-1778 DCLARK@MASTERTAG.COM	TRADE				\$263,648.82
19 STAR ROSES & PLANTS/THE CONARD PYLE 622 TOWN ROAD WEST CHICAGO, IL 60185-2698	CONTACT: TODD BILLINGS PHONE: 630588-3143 TBILLINGS@BALLHORT.COM	TRADE				\$242,367.24
20 INTEGRACOLOR DBA ORORA VISUAL TX LL 3210 INNOVATIVE WAY MESQUITE, TX 75149	CONTACT: JACK DAVIS PHONE: 972222-4737 JDAVIS@HPLPRNT.COM	TRADE				\$231,967.17
21 AURORA PEAT PRODUCTS ULC 13704- 170 STREET NW EDMONTON, AB T5V 1T2 CANADA	CONTACT: AUSTIN WEINER PHONE: 780447-1802 SALES@AURORAPEAT.COM	TRADE				\$231,294.46

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
22 EZ SHIPPER RACKS, LLC 31336 VIA COLINAS - SUITE 101 WESTLAKE VILLAGE, CA 91362	CONTACT: RON SIMS PHONE: (877) 977-7225 EXT 102 RSIMS@EZRACK.COM	TRADE			\$220,120.52	
23 MCCONKEY CO. 1615 PUYALLUP ST SUMNER, WA 98390	CONTACT: DEREK MOELLER PHONE: 800426-8124 D.MOELLER@MCCONKEYCO. COM	DISTRIBUTION			\$184,283.29	
24 CB PRINTED TECHNOLOGY 6141 SHEILA ST. COMMERCE, CA 90040	CONTACT: CAMERON MCDANIEL PHONE: 949395-1496 CAMERON.MCDANIEL@COX. NET	TRADE			\$171,300.87	
25 EAST JORDAN, INC 6400 M-32 HIGHWAY EAST JORDAN, MI 49727	CONTACT: MIKE COTTER PHONE: 231536-2243 MIKE@EJPLASTICS.COM	TRADE			\$170,865.39	
26 STATE WIDE LABOR CORP. 24551 RAYMOND WAY SUITE 260 LAKE FOREST, CA 92630	CONTACT: RAYMOND G. ESPINOZA PHONE: 949-460-9997 STATEWIDELABORCORP@G MAIL.COM	TEMP LABOR			\$169,672.74	
27 CLASSIC HOME & GARDEN 490 PEPPER STREET MONROE, CT 06468	CONTACT: ROGER FORTE PHONE: (800) 621-5678 EXT 110 ROGER@CLASSICHOMEAND GARDEN.COM	TRADE			\$152,276.96	
28 AMERICAN NURSERY SERVICES 17305 NE LEANDER DRIVE SHERWOOD, OR 97140	CONTACT: JEFF JONES PHONE: 503-539-2939 JEFF@AMERICANNURSERYSE RVICES.COM	MERCHANDISING			\$142,848.01	
29 VALLEY MARKETING LLC 14170 N ALPINE ROAD LODI, CA 95240	CONTACT: GREGG FOSTER PHONE: 209712-2372 GGFOSTER@COMCAST.NET	TRADE			\$126,624.28	
30 CTI INTERNATIONAL, LTD 4214 DUNDAS ST W SUITE 201 ETOBICOKE, ON M8X 1Y6 CANADA	CONTACT: SCOTT WHITE PHONE: 416767-9574 SCOTT@CENTRADE.CA	TRADE			\$120,272.06	

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

In re:

COLOR SPOT HOLDINGS, INC., et al.,¹

Debtors.

Chapter 11

Case No. 18-____ (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
BANKRUPTCY RULES 1007(a)(1) 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “**Debtor**”) hereby state as follows:

1. A list of Debtor Color Spot Holdings, Inc.’s equity interest holders, their address, and the nature of their equity interests is attached hereto as Exhibit A.
2. Debtor Color Spot Nurseries, Inc. and Debtor Hines Growers, Inc. are each 100% owned by Debtor Color Spot Holdings, Inc.
3. Debtor Lone Star Growers, Inc. is 100% owned by Debtor Color Spot Nurseries, Inc.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Color Spot Holdings, Inc. (7061); Color Spot Nurseries, Inc. (3266); Hines Growers, Inc. (5946); and Lone Star Growers, Inc. (4748). The Debtors’ principal offices are located at 27368 Via Industria, Suite 201, Temecula, CA 92590.

EXHIBIT A

Name	Address	Outstanding Shares of Common Stock	Outstanding Shares of Preferred Stock¹	Outstanding Warrants¹
Alfred Mello, III	6708 Vista Trail, Plano, TX 75024	-	-	64
Bud Summers	2865 Campo Raso, San Clemente, CA 92673	-	-	-
David Eisenberg	Eisenberg & Associates Inc., 1925 E. Beltline Road, Suite 410, Carrollton, TX 75006	846	240	-
Gary Mariani	1932 Sunburst Terrace, West Linn OR 97068	5,218	475	-
GSC Recovery III Parallel Fund, L.P.	One Sound Shore Drive, Suite 200, Greenwich, CT 06830	-	365,616	8,538
GSC Recovery III, L.P.	One Sound Shore Drive, Suite 200, Greenwich, CT 06830	-	410,272	9,589
Hines Growers, LLC	One Sound Shore Drive, Suite 200, Greenwich, CT 06830	-	370,962	0
Jerry Halamuda	Color Spot Nurseries, Inc., 16222 Windpiper Road, Poway, CA 92064	45,680	12,528	-
MFV TOPS ROLOC	Karla Vukelich, 1862 El Nido, PO Box 727, Diablo, CA 94528	-	-	1,224
Oscar Truyol	31963 Calle Ballereza, Temecula, CA 92592	22,002	4,532	-
Paul Russo	27368 Via Industria, Suite 201, Temecula, CA 92590	2,538	106,893	1,684
Rodney Omps	Color Spot Nurseries, Inc., 27368 Via Industria, Suite 201, Temecula, CA 92590	18,133	2,266	-
Scott Zock	Color Spot Nurseries, Inc., 2575 Olive Hill Road, Fallbrook CA 92028	-	-	-
The Jerry and Ellen Halamuda Family Trust	Color Spot Nurseries, Inc., 16222 Windpiper Road, Poway, CA 92064	-	-	644
W Capital Partners, L.P.	Stephen Wertheimer, One East 52nd Street, New York, NY 10022	-	67,293	161
Total Outstanding		94,417	1,341,078	21,904

¹ Convertible 1:1 into Common Stock

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

Debtor Name Color Spot Holdings, Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(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 _____
- List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Security Holders

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

Executed on 05/29/2018
MM / DD / YYYY

X /s/ Paul Russo
Signature of individual signing on behalf of debtor

Paul Russo
Printed name

Chief Executive Officer
Position or relationship to debtor