

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

04/19

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 Charming Charlie 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) 80-0266139

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>6001 Savoy Drive, Ste. 600</u>	_____
	Number Street	Number Street
	_____	P.O. Box
	<u>Houston, Texas 77036</u>	_____
	City State Zip Code	City State Zip Code
	Location of principal assets, if different from principal place of business	
	<u>Harris County</u>	_____
	County	Number Street

		City State Zip Code

5. Debtor's website (URL) http://www.charmingcharlie.com

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

Debtor Charming Charlie Holdings Inc. Case number (if known) _____
 Name

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> .
4481

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.

District District of Delaware When 12/11/2017 Case number No. 17-12906
 District _____ When _____ Case number _____
 MM/DD/YYYY 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 See Rider 1 Relationship Affiliate
 District District of Delaware When _____
 Case number, if known _____ 07/11/2019
 MM/DD/YYYY

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

Debtor Charming Charlie Holdings Inc. Case number (if known) _____
 Name

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

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" 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 Charming Charlie 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 07/11/2019
MM/ DD / YYYY

* /s/ Alvaro E. Bellon Alvaro E. Bellon
Signature of authorized representative of debtor Printed name

Title Chief Financial Officer

18. Signature of attorney

* /s/ Domenic Pacitti Date 07/11/2019
Signature of attorney for debtor MM/ DD/YYYY

Domenic Pacitti
Printed name

Klehr Harrison Harvey Branzburg LLP
Firm name

919 N. Market Street Suite 1000
Number Street

Wilmington DE 19801
City State ZIP Code

302-426-1189 dpacitti@klehr.com
Contact phone Email address

3989 DE
Bar number State

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

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

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

- Charming Charlie Canada LLC
- Charming Charlie Holdings Inc.
- Charming Charlie International LLC
- Charming Charlie LLC
- Charming Charlie Manhattan LLC
- Charming Charlie USA, Inc.
- Poseidon Partners CMS, Inc.

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

In re:)	
)	Chapter 11
)	
CHARMING CHARLIE HOLDINGS INC.,)	Case No. 19-[_____] (____)
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
<i>Common Stock</i>			
Charming Charlie Holdings Inc.	ALM V LTD.	1095 6th Avenue #40 New York, NY 10036	0.9%
Charming Charlie Holdings Inc.	ALM VI, LTD.	1095 6th Avenue #40 New York, NY 10036	0.9%
Charming Charlie Holdings Inc.	ALM VII(R)-2, LTD.	1095 6th Avenue #40 New York, NY 10036	1.4%
Charming Charlie Holdings Inc.	ALM VII, LTD	1095 6th Avenue #40 New York, NY 10036	0.9%
Charming Charlie Holdings Inc.	ALM VIII, LTD	1095 6th Avenue #40 New York, NY 10036	2.9%
Charming Charlie Holdings Inc.	ALM XVI, LTD.	1095 6th Avenue #40 New York, NY 10036	0.9%
Charming Charlie Holdings Inc.	APOLLO SENIOR FLOATING RATE FUND INC.	1095 6th Avenue #40 New York, NY 10036	3.0%
Charming Charlie Holdings Inc.	APOLLO TACTICAL INCOME FUND INC.	1095 6th Avenue #40 New York, NY 10036	0.9%
Charming Charlie Holdings Inc.	LEVERAGESOURCE HOLDINGS, LP	1095 6th Avenue #40 New York, NY 10036	1.7%
Charming Charlie Holdings Inc.	PPF NOMINEE 2 B.V.	1095 6th Avenue #40 New York, NY 10036	1.0%
Charming Charlie Holdings Inc.	RAMPART CLO 2007 LTD.	1095 6th Avenue #40 New York, NY 10036	0.5%
Charming Charlie Holdings Inc.	STONE TOWER CLO VII LTD.	1095 6th Avenue #40 New York, NY 10036	0.8%
Charming Charlie Holdings Inc.	RR 1 LTD	1095 6th Avenue #40 New York, NY 10036	1.8%
Charming Charlie Holdings Inc.	CION INVESTMENT CORPORATION	3 Park Avenue 36 th Floor New York, NY 10016	10.0%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Charming Charlie Holdings Inc.	CONGRUENT CREDIT OPPORTUNITIES FUND II, LP	3400 Carlisle Street Suite 430 Dallas, TX 75204	1.7%
Charming Charlie Holdings Inc.	FLP INVESTMENTS LTD.	C/o MaplesFS Limited PO Box 1093 Grand Cayman, KY1-1102 Cayman Islands	0.1%
Charming Charlie Holdings Inc.	LCM XIII LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	< 0.1%
Charming Charlie Holdings Inc.	LCM XIV LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	< 0.1%
Charming Charlie Holdings Inc.	LCM XIX LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	0.2%
Charming Charlie Holdings Inc.	LCM XV LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	0.3%
Charming Charlie Holdings Inc.	LCM XVI LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	0.3%
Charming Charlie Holdings Inc.	LCM XVII LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	0.2%
Charming Charlie Holdings Inc.	LCM XVIII LIMITED PARTNERSHIP	399 Park Aveune 22 nd Floor New York, NY 10022	0.2%
Charming Charlie Holdings Inc.	SIERRA INCOME CORPORATION	280 Park Avenue 6 th Floor East New York, NY 10017	11.6%
Charming Charlie Holdings Inc.	RUSSELL INVESTMENT CO - RUSSELL MULTI-STRATEGY INCOME FUND	570 Washington Blvd Jersey City, NJ 07310	0.4%
Charming Charlie Holdings Inc.	RUSSELL INVESTMENT COMPANY - RUSSELL GLOBAL OPPORTUNISTIC CREDIT FUND	570 Washington Blvd Jersey City, NJ 07310	1.3%
Charming Charlie Holdings Inc.	RUSSELL INVESTMENTS INSTITUTIONAL FUNDS, LLC - MULTI-ASSET CORE PLUS FUND	570 Washington Blvd Jersey City, NJ 07310	0.6%

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Charming Charlie Holdings Inc.	RUSSELL INVESTMENTS QUALIFYING INVESTOR ALTERNATIVE FUNDS PLC- RUSSELL INVESTMENTS FLOATING RATE FUND	570 Washington Blvd Jersey City, NJ 07310	0.9%
Charming Charlie Holdings Inc.	STICHTING BLUE SKY ACTIVE FIXED INCOME US LEVERAGED LOAN FUND	801 S Canal St. Chicago, IL 60607	2.6%
Charming Charlie Holdings Inc.	THL CREDIT BANK LOAN SELECT MASTER FUND	1 Federal Street 3 rd Floor Boston, MA 02110	1.5%
Charming Charlie Holdings Inc.	THL CREDIT INC.	570 Washington Blvd Jersey City, NY 07310	42.8%
Charming Charlie Holdings Inc.	THL CREDIT SENIOR LOAN FUND	One Wall Street 3 rd Floor New York, NY 10286	1.5%
Charming Charlie Holdings Inc.	THL CREDIT WIND RIVER 2012-1 CLO LTD	1 Federal Street 3 rd Floor Boston, MA 02110	2.1%
Charming Charlie Holdings Inc.	THL CREDIT WIND RIVER 2013-1 CLO LTD.	1 Federal Street 3 rd Floor Boston, MA 02110	2.1%
Charming Charlie Holdings Inc.	THL CREDIT WIND RIVER 2013-2 CLO LTD.	1 Federal Street 3 rd Floor Boston, MA 02110	2.1%

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

In re:)	
)	Chapter 11
CHARMING CHARLIE HOLDINGS INC.,)	Case No. 19-[_____] (___)
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

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

Shareholder	Approximate Percentage of Shares Held
<i>Common Stock</i>	
THL CREDIT INC.	42.8%
SIERRA INCOME CORPORATION	11.6%
CION INVESTMENT CORPORATION	10.0%

Fill in this information to identify the case:

Debtor name: CHARMING CHARLIE 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: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A 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		
					Total claim, if partially secured	Deduction for value of collateral	Unsecured Claim
1	Guggenheim Securities, LLC / Links Holdings, LLC Mark R. Walter, Chief Executive Officer 330 Madison Avenue New York, NY 10017	Guggenheim Securities, LLC / Links Holdings, LLC Mark R. Walter, Chief Executive Officer PHONE: 312-977-4560 EMAIL: mark.walter@guggenheimpartners.com	PROFESSIONAL	(D)			\$2,124,029.66
2	Tanya Creations LLC Jeffery Massotti 360 Narragansett Park Drive East Providence, RI 02916	Tanya Creations LLC Jeffery Massotti PHONE: 401-241-8881 EMAIL: Jmassotti@tanyacreations.com FAX: 800-928-2423	TRADE				\$1,086,459.90
3	FTI Consulting, Inc Stephen H. Gunby, Chief Executive Officer 16701 Melford Blvd Bowie, MD 20715	FTI Consulting, Inc Stephen H. Gunby, Chief Executive Officer PHONE: 202-312-9100 FAX: 202-312-9101	PROFESSIONAL				\$850,000.00
4	Priority Fulfillment Services, Inc Mike Willoughby, Chief Executive Officer 505 Millennium Drive Allen, TX 75013	Priority Fulfillment Services, Inc Mike Willoughby, Chief Executive Officer PHONE: 972 881-2900	SERVICES	(D)			\$775,497.86
5	Fantas-Eyes Sam Terzi 385 5th Avenue 9TH Floor New York, NY 10016	Fantas-Eyes Sam Terzi PHONE: 212-997-4433 EMAIL: sam@fantas-eyes.com FAX: 212-997-7630	TRADE				\$715,184.76
6	Paul, Weiss, Rifkind, Wharton & Garrison LLP Eric J. Sekler, Executive Director 1285 Ave of Americas New York, NY 10019-6064	Paul, Weiss, Rifkind, Wharton & Garrison LLP Eric J. Sekler, Executive Director PHONE: 212-373-2543 EMAIL: esekler@paulweiss.com	PROFESSIONAL				\$636,715.44
7	Krazy Kat Sportswear, LLC Bansi Lakhani 25 E Union Ave East Rutherford, NJ 07073	Krazy Kat Sportswear, LLC Bansi Lakhani PHONE: 212-221-3040 EMAIL: bansi@krazykat.com FAX: 212-391-1607	TRADE				\$570,997.63
8	Berry Jewelry Martha Berry 29 W 38th Street New York, NY 10018	Berry Jewelry Martha Berry PHONE: 212-354-5014 EMAIL: martha@berryjewelry.com FAX: 212-354-5015	TRADE				\$544,395.99
9	Aosheng Leather Co., Ltd Tong Cao 18 Furong Road, Shiling Town, Huadu District Guangzhou, CHINA 510850	Aosheng Leather Co., Ltd Tong Cao PHONE: 86-159-159-99933 EMAIL: tong@aoshengleather.cn	TRADE				\$529,938.54

	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	Unsecured Claim
10	SMS Assist LLC Marc Shiffman, Chief Executive Officer 875 N Michigan Ave Chicago, IL 60611	SMS Assist LLC Marc Shiffman, Chief Executive Officer EMAIL: mshiffman@smsassist.com	SERVICES				\$509,398.90
11	Design Clique Inc Pam Hatcher 191 Race St Denver, CO 80206	Design Clique Inc Pam Hatcher PHONE: 720-979-9794 EMAIL: pam@thedclique.com	TRADE				\$468,195.68
12	Diversified Distribution Systems, LLC Wade Wilson, Chief Operating Officer 7351 Boone Avenue North Brooklyn Park, MN 55428	Diversified Distribution Systems, LLC Wade Wilson, Chief Operating Officer PHONE: 612-813-5200 FAX: 612-813-5205	TRADE				\$441,688.35
13	Bre Industries Inc Ramin Mehrara 1928 South Santa Fe Avenue Los Angeles, CA 90021	Bre Industries Inc Ramin Mehrara PHONE: 213-747-4844 EMAIL: Raminmehr@aol.com FAX: 213-622-0321	TRADE				\$391,792.51
14	Uncas International, LLC Felice Porcaro Silvia, President 1600 Division Road West Warwick, RI 02893	Uncas International, LLC Felice Porcaro Silvia, President PHONE: 401-461-5900 EMAIL: FeliceSilvia@uncas.com	TRADE				\$383,034.37
15	Buxton Acquisition Co., LLC Michael Roe 245 Cadwell Drive Springfield, MA 01104	Buxton Acquisition Co., LLC Eric Lund, Principle PHONE: 954-401-3996 EMAIL: mkettle@buxtonco.net	TRADE				\$375,623.50
16	Cheetah Digital Inc Sameer Kazi, Chief Executive Officer 22807 Network Place Chicago, IL 60673	Cheetah Digital Inc Sameer Kazi, Chief Executive Officer PHONE: 212-863-4600	TRADE				\$369,059.62
17	ESO International Ltd Room 401, 4/F., Silvercord Kowloon, Hong Kong	ESO International Ltd Carolyn Powers EMAIL: cpowers@esoriginals.com	TRADE				\$354,583.52
18	Chateau International Sebastian Wang 188 Whitman Avenue Edison, NJ 08817	Chateau International Sebastian Wang, Principle PHONE: 212-967-6705 EMAIL: sebastian.wang@chateaus.com	TRADE				\$348,012.80
19	Black Diamond Accessories Kenny Lee 20 West 37th St 8th Floor New York, NY 10018	Black Diamond Accessories Kenny Lee PHONE: 212-792-8361 EMAIL: Kenny@raytik.com FAX: 212-714-1554	TRADE				\$342,069.86
20	TMD Holdings Henry Wang 461 Melwood Ave Pittsburgh, PA 15123	TMD Holdings Henry Wang PHONE: 412-621-6287 EMAIL: orders@tmdholdings.com	TRADE				\$326,036.42

	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	Unsecured Claim
21	BDO USA LLP Wayne Berson, Chief Executive Officer 770 KENMOOR SE STE 300 GRAND RAPIDS, MI 49546	BDO USA LLP Wayne Berson, Chief Executive Officer PHONE: 703-336-14000 EMAIL: wberson@bdo.com	PROFESSIONAL				\$325,300.00
22	Sarina Marc Faham 15 West 36th St New York, NY 10018	Sarina Marc Faham, President PHONE: 212-239-8106 EMAIL: Mfaham@sarinaacc.com FAX: 212-658-9798	TRADE				\$315,226.60
23	Secret Charm LLC Adir Haroni, Managing Member 1433 E. Walnut St Los Angeles, CA 90011	Secret Charm LLC Adir Haroni, Managing Member PHONE: 213-742-7744 EMAIL: contact@secretcharm.com; mswartz@secretcharm.com	TRADE				\$311,121.86
24	PrimeTime NYC Isac Hannon 8 West 40th St New York, NY 10018	PrimeTime NYC Isac Hannon, Vice President PHONE: 212-967-1841 EMAIL: isac@primetimenyc.com FAX: 646-854-3833	TRADE				\$309,662.00
25	Moa Moa Alisha Kim 1215 West Walnut Street Compton, CA 90220	Moa Moa Alisha Kim PHONE: 310-605-1910 EMAIL: alisha@moamoainc.com FAX: 310-605-1911	TRADE				\$292,207.00
26	FedEx Fredrick Smith 942 S Shady Grover Rd Memphis, TN 38120	FedEx Fredrick Smith PHONE: 901-369-3600 FAX: 901-818-7570 EMAIL: FWSmith@fedex.com	TRADE				\$286,496.26
27	OLR America Inc Kenneth Wehr, President 100 South 5th Street Minneapolis, MN 55402	OLR America Inc Kenneth Wehr, President PHONE: 612-436-4970	TRADE				\$265,718.00
28	L and M Direct, LLC Maurice Terzi 48 West 37th St New York, NY 10018	L and M Direct, LLC Maurice Terzi PHONE: 713-313-9817 EMAIL: maurice@tshirtandjeans.com	TRADE				\$264,043.50
29	K and M Accessories LP Todd Marcus, President 425 Dexter St Providence, RI 2907	K and M Accessories LP Todd Marcus, President PHONE: 401-784-2339 EMAIL: tmarcus@kandmaccessories.com	TRADE				\$261,313.59
30	Yiwu Zhirui Jewelry Co., Ltd NO.048-052 B District Yiwu, China 322000	Yiwu Zhirui Jewelry Co., Ltd Joe Ye PHONE: 86-13957982158	TRADE				\$250,676.27

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

In re:)	
)	Chapter 11
)	
CHARMING CHARLIE HOLDINGS INC.)	Case No. 19-_____ (___)
)	
Debtors.)	(Joint Administration Requested)
)	

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above-captioned debtor and its affiliated debtors in possession (collectively, the “Debtors”)¹ hereby certify that the Creditor Matrix submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the Creditor Matrix is complete, correct, and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Creditor Matrix have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Charming Charlie Canada LLC (0693); Charming Charlie Holdings Inc. (6139); Charming Charlie International LLC (5887); Charming Charlie LLC (0263); Charming Charlie Manhattan LLC (7408); Charming Charlie USA, Inc. (3973); and Poseidon Partners CMS, Inc. (3302). The location of the Debtors’ headquarters is: 6001 Savoy Drive, Ste. 600, Houston, Texas 77036.

Fill in this information to identify the case and this filing:	
Debtor Name	Charming Charlie Holdings Inc.
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement and Certification of Creditor Matrix**

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

Executed on

07/11/2019
MM/DD/YYYY

/s/ Alvaro E. Bellon

Signature of individual signing on behalf of debtor

Alvaro E. Bellon

Printed name

Chief Financial Officer

Position or relationship to debtor

Charming Charlie Holdings Inc.

July 10, 2019

I, Lana Krauter, Chief Executive Officer of Charming Charlie Holdings Inc. a Delaware corporation (the "Corporation"), do hereby certify the following:

1. I am duly qualified and appointed Chief Executive Officer of the Corporation.
2. Attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions (the "Resolutions") duly adopted by the board of directors of the Corporation acting pursuant to the Corporation's bylaws (as amended, amended and restated and modified, supplemented or replaced from time to time, the "Bylaws").
3. The Resolutions are not inconsistent with the Bylaws.
4. The Resolutions have not been amended, modified, repealed or rescinded since adopted, and are in full force and effect on and as of the date hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.


By: 
Name: Lana Krauter
Title: Chief Executive Officer of
Charming Charlie Holdings Inc.

Exhibit A

Resolutions

**OMNIBUS WRITTEN CONSENT IN LIEU OF
MEETINGS OF THE BOARDS OF DIRECTORS**

July 10, 2019

The undersigned, being the members of the board of directors (each, a “Board” and collectively, the “Boards”) of each of the companies listed on **Schedule 1** attached hereto (each, a “Company” and collectively, the “Companies”), in lieu of holding a meeting of such Board, hereby adopt the following resolutions by written consent as of the date first written above, pursuant to the bylaws, operating agreement, or limited liability company agreement, as applicable (each, an “Operating Agreement”), of each Company and the applicable laws of the jurisdiction in which such Company is organized, which action shall have the same force and effect as if taken at a meeting of each Board, duly called and constituted, pursuant to the applicable Operating Agreement of each such Company and the laws of the jurisdiction in which such Company is organized.

1. APPROVAL OF CHAPTER 11 FILING

WHEREAS, the respective Board of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to them, and the effect of the foregoing on such Company’s business;

WHEREAS, the respective Board of each Company has consulted with the management and the financial and legal advisors of such Company and fully considered each of the strategic alternatives available to such Company; and

WHEREAS, after careful consideration, the respective Board of each Company has determined that it is desirable and in the best interests of such Company, its creditors, and other parties in interest, that such Company file or cause to be filed voluntary petitions for relief (each, a “Chapter 11 Case” and collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

NOW, THEREFORE, BE IT RESOLVED, that each Company shall be, and hereby is, authorized to file or cause to be filed Chapter 11 Cases under the provisions of the Bankruptcy Code in the Bankruptcy Court; and

FURTHER RESOLVED, that any officer or director of each Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including any action necessary to maintain the ordinary-course operation of each Company’s business.

2. RETENTION OF PROFESSIONALS

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to (a) employ the law firm of Paul Hastings LLP (“Paul Hastings”) as general 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 such Company’s rights and obligations in the Chapter 11 Cases, including filing any pleadings, and (b) in connection therewith,

execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Paul Hastings;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to (a) employ the law firm of Klehr Harrison Harvey Branzburg (“Klehr Harrison”) as local 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 such Company’s rights and obligations in the Chapter 11 Cases, including filing any pleadings, and (b) in connection therewith, execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Klehr Harrison;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to (a) employ the firm Clear Thinking Group LLC (“CTG”) as restructuring advisor to, among other things, assist each Company in (i) developing financial data for evaluation by its Board, creditors, or other third parties (in each case as requested by such Company), (ii) responding to issues related to such Company’s financial liquidity, and (iii) selling such Company’s assets, and (b) in connection therewith, execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of CTG;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to (a) employ the firm of Prime Clerk LLC (“Prime Clerk”) as notice and claims agent and administrative 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 such Company’s rights and obligations in the Chapter 11 Cases, and (b) in connection therewith, execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of Prime Clerk;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to (a) employ the firms of Hilco Merchant Resources, LLC (“Hilco”) and SB360 Capital Partners (“SB360”) as exclusive agents to (i) represent and assist each Company in operating “store closing” sales and (ii) negotiate the termination of any leases as requested by such Company, and (b) in connection therewith, execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of Hilco and SB360;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to (a) employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code, and (b) in connection therewith, to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

FURTHER RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized, empowered, and directed to (a) execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, (b) in connection therewith, employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and (c) take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with each Company’s Chapter 11 Case, with a view to the successful prosecution of each such case.

3. DIP FINANCING

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, to negotiate and enter into debtor-

in-possession financing (“DIP Financing”).

4. GENERAL

NOW, THEREFORE, BE IT RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in each such Authorized Officer’s (or their respective designees’ or delegates’) reasonable business judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice;

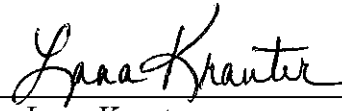
FURTHER RESOLVED, that all actions taken by each of the Authorized Officers (and their designees and delegates) to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified, and confirmed;

FURTHER RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer’s reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein; and

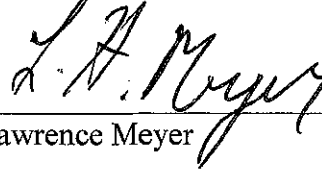
FURTHER RESOLVED, that this consent may be executed in as many electronic or original counterparts as may be required, and all counterparts shall collectively constitute one and the same consent.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.



Lana Krauter



Lawrence Meyer

Michelle Handy

William Ross

Being all of the directors of:

Charming Charlie Holdings Inc.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.

Lana Krauter

Lawrence Meyer



Michelle Handy

William Ross

Being all of the directors of:

Charming Charlie Holdings Inc.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.

Lana Krauter

Lawrence Meyer

Michelle Handy



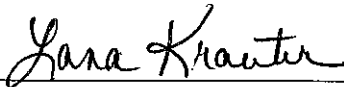
William Ross

Being all of the directors of:

Charming Charlie Holdings Inc.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.

CHARMING CHARLIE HOLDINGS INC.,
a Delaware corporation,
as sole member of Charming Charlie LLC

By: 
Name: Lana Krauter
Title: Chief Executive Officer

CHARMING CHARLIE LLC,
a Delaware limited liability company,
as sole member of Charming Charlie Manhattan
LLC

By: 
Name: Lana Krauter
Title: Chief Executive Officer

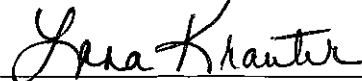
**CHARMING CHARLIE INTERNATIONAL
LLC**,
a Delaware limited liability company,
as sole member and manager of
Charming Charlie Canada LLC

By: 
Name: Lana Krauter
Title: Chief Executive Officer


CHARMING CHARLIE HOLDINGS INC.,
a Delaware corporation,
as sole member of Charming Charlie International
LLC

By: 
Name: Lana Krauter
Title: Chief Executive Officer

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.



Lana Krauter



Alvaro Bellon

Being all of the directors of:

Poseidon Partners CMS, Inc.

Schedule 1

1. Charming Charlie Holdings Inc., a Delaware corporation
2. Charming Charlie LLC, a Delaware limited liability company
3. Charming Charlie Canada LLC, a Delaware limited liability company
4. Charming Charlie International LLC, a Delaware limited liability company
5. Charming Charlie Manhattan LLC, a Delaware limited liability company
6. Charming Charlie USA, Inc., a Utah corporation
7. Poseidon Partners CMS, Inc., a Delaware corporation

**WRITTEN CONSENT IN LIEU OF
MEETINGS OF STOCKHOLDERS OF
CHARMING CHARLIE HOLDINGS INC.**

July 10, 2019

The undersigned, representing holders of record (collectively, the “Stockholders”) of at least 60 percent of the combined voting power of the equity interests of Charming Charlie Holdings Inc. (“CC Holdings”), in lieu of holding a meeting of such Stockholders, hereby adopt the following resolutions by written consent as of the date first written above, which action shall be as valid and legal and of the same force and effect as though taken at a meeting duly and validly noticed and held.

1. APPROVAL OF CHAPTER 11 FILING AUTHORITY

WHEREAS, CC Holdings and the undersigned, among others, are parties to that certain Stockholders’ Agreement, dated as of April 24, 2018 (the “Stockholders’ Agreement”); and

WHEREAS, pursuant to Section 3.3 of the Stockholders’ Agreement, CC Holdings may not and may not permit any of its subsidiaries, including each of the companies listed on **Schedule 1** attached hereto (together with CC Holdings, the “Company”), to take certain actions, including making any bankruptcy filing or entering into any reorganization, without the prior approval of at least 60 percent of the combined voting power of the outstanding Equity Securities (as defined in the Stockholders’ Agreement) entitled to vote.

NOW, THEREFORE, BE IT RESOLVED, that each of the undersigned consents to the Company filing or causing to be filed voluntary petitions for relief (each, a “Chapter 11 Case” and collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the event it is deemed advisable, and subject to the determination to that effect by a director or officer of the Company (together with such directors’ and officers’ designees and delegates, collectively, the “Authorized Officers”);

FURTHER RESOLVED, that each of the undersigned consents to any Authorized Officer, acting alone or with one or more other Authorized Officers, executing and filing on behalf of the Company all motions, papers, documents, or other filings, and taking any and all action that they deem necessary or proper to obtain such relief, including any action necessary to maintain the ordinary-course operation of the Company’s business; and

FURTHER RESOLVED, that each of the undersigned consents to the Authorized Officers, acting alone or with one or more other Authorized Officers, on behalf of the Company, (a) employing, or causing to be employed, counsel, advisors, and agents to represent and assist the Company in carrying out its duties under the Bankruptcy Code and taking any and all actions to advance the Company’s rights and obligations in the Chapter 11 Cases, including filing any pleadings, and (b) in connection therewith, executing appropriate retention agreements, paying appropriate retainers, and causing to be filed appropriate applications for authority to retain the services of such counsel, advisors, and agents.

2. GENERAL

NOW, THEREFORE, BE IT RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each of the Authorized Officers be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in each such Authorized Officer's reasonable business judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that the respective Stockholders have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice;

FURTHER RESOLVED, that any and all actions taken by the officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified, and confirmed; and

FURTHER RESOLVED, that this consent may be executed in as many electronic or original counterparts as may be required, and all counterparts shall collectively constitute one and the same consent.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

[Signatures Pages to Follow]

BSG Fund Management B.V. on behalf of
the Stichting Blue Sky Active Fixed Income US
Leveraged Loan Fund

By: THL Credit Senior Loan Strategies LLC,
as Manager

By: 
Name: James R. Fellows
Title: Managing Director

Russell Investments Ireland Limited on behalf of the
Russell Floating Rate Fund, a subfund of Russell
Investments Qualifying Investor Alternative Funds plc

By: THL Credit Advisors LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Chief Investment Officer

Russell Investment Company Russell Global
Opportunistic Credit Fund

By: THL Credit Advisors LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Chief Investment Officer

Russell Investments Institutional Funds, LLC
Multi-Asset Core Plus Fund

By: THL Credit Advisors LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Chief Investment Officer

Russell Investment Company Russell Multi-Strategy
Income Fund

By: THL Credit Advisors LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Chief Investment Officer

THL Credit Wind River 2012-1 CLO Ltd.
By: THL Credit Senior Loan Strategies LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Managing Director

THL Credit Wind River 2013-1 CLO Ltd.
By: THL Credit Senior Loan Strategies LLC,
as Collateral Manager

By: 
Name: James R. Fellows
Title: Managing Director

THL Credit Wind River 2013-2 CLO Ltd.
By: THL Credit Advisors LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Chief Investment Officer

THL Credit Bank Loan Select Master Fund, a Class of
The THL Credit Bank Loan Select Series Trust 1
By: THL Credit Senior Loan Strategies LLC,
as Investment Manager

By: 
Name: James R. Fellows
Title: Managing Director

THL Credit, Inc.

By: _____
Name: Michelle Handy
Title: Managing Director

THL Credit Senior Loan Fund
By: THL Credit Advisors LLC,
its Subadvisor

By:  _____
Name: James R. Fellows
Title: Chief Investment Officer

THL Credit, Inc.

By: _____

Name: Michelle Handy

Title: Managing Director

THL Credit Senior Loan Fund

By: THL Credit Advisors LLC,
its Subadvisor

By: _____

Name: James R. Fellows

Title: Chief Investment Officer

ALM VI, LTD.

By: Apollo Credit Management (CLO), LLC,
its collateral manager

By:  _____

Name: Joseph D. Glatt

Title: Vice President

ALM VIII, LTD.

By: Apollo Credit Management (CLO), LLC,
its collateral manager

By:  _____

Name: Joseph D. Glatt

Title: Vice President

ALM V, LTD.

By: Apollo Credit Management (CLO), LLC,
its collateral manager

By:  _____

Name: Joseph D. Glatt

Title: Vice President

ALM XVI, LTD.

By: Apollo Credit Management (CLO), LLC,
its collateral manager

By:  _____

Name: Joseph D. Glatt

Title: Vice President

ALM VII(R)-2, LTD.

By: Apollo Credit Management (CLO), LLC,
its collateral manager

By:  _____

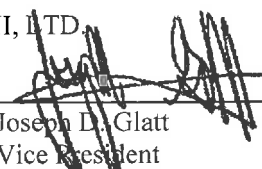
Name: Joseph D. Glatt

Title: Vice President

APOLLO SENIOR FLOATING RATE FUND INC.

By:  _____
Name: Joseph D. Glatt
Title: Chief Legal Officer

ALM VII, LTD.

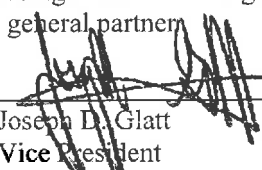
By:  _____
Name: Joseph D. Glatt
Title: Vice President

APOLLO TACTICAL INCOME FUND INC.

By:  _____
Name: Joseph D. Glatt
Title: Chief Legal Officer

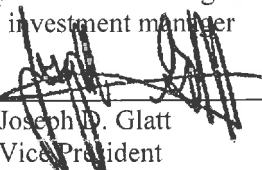
LEVERAGESOURCE HOLDINGS, L.P.

By: LeverageSource Holdings GP, LLC,
its general partner

By:  _____
Name: Joseph D. Glatt
Title: Vice President

PPF NOMINEE 2 B.V.

By: Apollo Credit Management (Senior Loans), LLC,
its investment manager

By:  _____
Name: Joseph D. Glatt
Title: Vice President

RR 1 LTD

By: Redding Ridge Asset Management LLC,
its collateral manager


By:  _____

Name: Joseph D. Glatt

Title: Chief Legal Officer

SIERRA INCOME CORPORATION,
a Maryland corporation

By: SIC Advisors LLC,
a Delaware limited liability company,
its Investment Manager

By: 
Name: Richard Allorto, Jr.
Title: Treasurer

SION INVESTMENT CORPORATION

By: 
Name: Gregg Bresner, CFA
Title: President and Chief Investment Officer

Schedule 1

1. Charming Charlie LLC, a Delaware limited liability company
2. Charming Charlie Canada LLC, a Delaware limited liability company
3. Charming Charlie International LLC, a Delaware limited liability company
4. Charming Charlie Manhattan LLC, a Delaware limited liability company
5. Charming Charlie USA, Inc., a Utah corporation
6. Poseidon Partners CMS, Inc., a Delaware corporation