

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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 Francesca's Holdings Corporation

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) 20 - 8874704

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>8760 Clay Road, Suite 100</u>	_____
	Number Street	Number Street
	_____	P.O. Box _____
	<u>Houston TX 77080</u>	_____
	City State ZIP Code	City State ZIP Code
	<u>Harris County</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number Street

		City State ZIP Code

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

Debtor Francesca's Holdings Corporation
Name

Case number (if known) _____

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>.

4 4 8 1

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

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor Francesca's Holdings Corporation
Name

Case number (if known) _____

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

If more than 2 cases, attach a separate list.

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

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

No

Yes. Debtor See Attached Schedule 1 Relationship Affiliates

District District of Delaware When 12/03/2020

MM / DD / YYYY

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

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

Debtor Francesca's Holdings Corporation
Name

Case number (if known) _____

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 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 |

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 12/03/2020
MM / DD / YYYY

x 
Signature of authorized representative of debtor

Andrew Clarke
Printed name

Title President and Chief Executive Officer

Debtor Francesca's Holdings Corporation
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Jason M. Madron
Signature of attorney for debtor

Date 12/03/2020
MM / DD / YYYY

Jason M. Madron
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington Delaware 19801
City State ZIP Code

(302) 651-7700 madron@rlf.com
Contact phone Email address

4431 Delaware
Bar number State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtors in this Court

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. Contemporaneously herewith, the Debtors are filing a motion requesting joint administration of these chapter 11 cases for procedural purposes only under the case number assigned to Francesca’s Holdings Corporation.

1. Francesca’s Holdings Corporation
2. Francesca’s LLC
3. Francesca’s Collections, Inc.
4. Francesca’s Services Corporation

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
FRANCESCA'S HOLDINGS CORPORATION
(a Delaware Corporation)**

IN LIEU OF A SPECIAL MEETING

December 3, 2020

The undersigned, being all of the members of the board of directors (the "**Board**") of Francesca's Holdings Corporation, a Delaware corporation (the "**Corporation**"), hereby waive the calling, notice, and holding of a special meeting and, in lieu thereof, acting in accordance with the Corporation's governing documents and pursuant to Section 141(f) of the Delaware General Corporation Law and after full consideration, hereby consent to and adopt the following resolutions (the "**Resolutions**") by giving their express written consent thereto.

WHEREAS, the Board has reviewed the materials presented by management and its financial, legal, and other advisors, has conducted its own analysis and has engaged in numerous and extensive discussions (including, without limitation, with its management and such advisors) regarding, and has analyzed and had the opportunity to fully consider, the financial condition of the Corporation and its subsidiaries, including, but not limited to their liabilities, liquidity position, the strategic alternatives available to them, the market in which they operate, their current and future liquidity needs, their business prospects, and their current and long-term liabilities and the impact of the foregoing on the Corporation's businesses and operations;

WHEREAS, the Board was advised by its financial, legal, and other advisors regarding, among other things, the Corporation and its subsidiaries' ability to draw upon their existing working capital facility, term loan debt, and the magnitude of deferred rent and other lease obligations;

WHEREAS, the Board, in consultation with the Corporation's financial, legal, and other advisors, has determined that it is in the best interests of the Corporation to explore a potential sale of its assets to one or more potential bidders (the "**Sale Transaction**");

WHEREAS, after reviewing indications of interest submitted by interested bidders, the Board, with the assistance of the Corporation's financial, legal, and other advisors, reviewed and negotiated a letter of intent from TerraMar Capital LLC (through an affiliate) (the "**Stalking Horse Bidder**") to purchase substantially all of the Corporation's assets (as amended, modified, or supplemented, the "**Stalking Horse LOI**"); and

WHEREAS, the Board determined that the Stalking Horse LOI is fair and reasonable and will not discourage competitive bidding in connection with the Sale Transaction.

Chapter 11 Cases

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation and each of its direct and indirect subsidiaries, Francesca's LLC, Francesca's Collections, Inc., and Francesca's Services Corporation (collectively, the "**Filing Entities**"), their creditors, and other parties in interest, that the Filing Entities file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code, §§ 101-1532, *et seq.* (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy**

Court”) or other court of competent jurisdiction as soon as practicable hereafter.

RESOLVED FURTHER, that the Chief Executive Officer and the Chief Financial Officer of the Corporation (each an “**Authorized Person**”) acting alone or with the other Authorized Person (collectively, the “**Authorized Persons**”) are authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute, verify and file all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefore and to obtain debtor-in-possession financing, and to take, or cause to be taken, such other actions, as in the judgment of such Authorized Person shall be or become necessary, advisable, proper, or desirable in connection with the Corporation’s chapter 11 cases, such Authorized Person’s performance of any such act and his or her execution and delivery of any such document, agreement, or instrument to be conclusive evidence of the Authorized Person’s approval thereof.

Debtor in Possession Financing

RESOLVED FURTHER, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to enter into a senior secured, superpriority debtor in possession credit facility pursuant to the terms of the *Senior Secured Superpriority Debtor-in-Possession Credit Agreement*, containing the terms substantially consistent with those presented to the Board (the “**DIP Credit Facility**”), and negotiate, execute, and file any related motions, documents, or instruments, each on terms and conditions agreed to by the Corporation and the lenders and such other terms as are customary for similar debtor-in-possession facilities and to cause the Corporation to grant a security interest in substantially all of its assets in connection therewith, and to undertake any and all related transactions contemplated thereby.

RESOLVED FURTHER, that the Corporation will receive substantial direct and indirect benefits from the loans and other financial accommodations to be made under the DIP Credit Facility to the Filing Entities.

Sale Process and Bidding Procedures Motion

RESOLVED FURTHER, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to (i) file a motion (the “**Bidding Procedures Motion**”) with the Bankruptcy Court to request, among other things, the Bankruptcy Court’s approval of (a) the Sale Transaction, (b) the commencement of a marketing and sale process in the chapter 11 cases for the Sale Transaction (the “**Sale Process**”), and (c) the bidding procedures associated with the Sale Process, which are attached to the Bidding Procedures Motion (such bidding procedures, in the form approved by the Bankruptcy Court, the “**Bidding Procedures**”), including a request for approval of a break-up fee payable to the Stalking Horse Bidder on the terms set forth in the Stalking Horse LOI and (ii) commence and implement the Sale Process.

RESOLVED FURTHER, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to take any and all other actions as they may deem necessary or advisable to implement the Sale Process as contemplated by the Bidding Procedures.

Retention of Advisors

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ the law firm of O'Melveny & Myers LLP as general bankruptcy counsel to represent and advise the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations, including filing any pleadings in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of O'Melveny & Myers LLP.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ the firm of Richards, Layton & Finger, P.A. as local counsel to represent and advise the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Richards, Layton & Finger, P.A.

RESOLVED FURTHER, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ the firm of FTI Capital Advisors LLC as financial advisor and investment banker to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of FTI Capital Advisors LLC.

RESOLVED FURTHER, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ the firm of A&G Realty Partners as real estate advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of A&G Realty Partners.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ the firm of Bankruptcy Management Solutions, Inc. d/b/a Stretto as notice, claims, and balloting agent to assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Stretto.

RESOLVED FURTHER, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ Tiger Capital Group, LLC as a consultant to represent and assist the Corporation in conducting any store closure sales; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Tiger Capital Group, LLC.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to employ any other professionals, including attorneys, accountants, financial advisors, investment bankers, and tax advisors, necessary to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 cases, and cause to be executed and filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary.

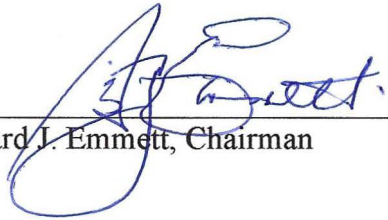
Other Authorizations and Ratification

RESOLVED FURTHER, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of the Corporation, to take any and all other actions as they may deem necessary or advisable to, in the Corporation's capacity as stockholder, shareholder, equity holder, managing member, sole member, general partner, limited partner, or member of any of the Filing Entities to cause such Entities to execute, deliver, and perform any of the actions contemplated with respect to the chapter 11 cases and these resolutions or the transactions contemplated hereby.

RESOLVED FURTHER, that all lawful acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done by any Authorized Person or any director, employee, legal counsel, or other representative of or advisor to the Corporation, in the name and on behalf of the Corporation, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

RESOLVED FURTHER, that this Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent as of the date first written above.



Richard J. Emmett, Chairman

Andrew Clarke, President and CEO

Patricia A. Bender

Philip F. Bleser

Susan McGalla

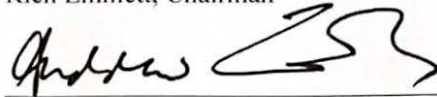
Joseph O'Leary

Martyn Redgrave

Marie Toulantis

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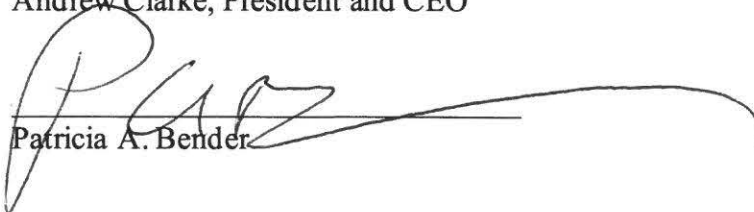
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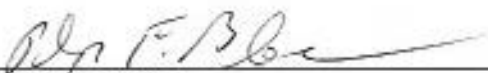
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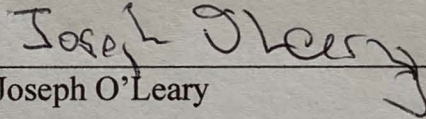
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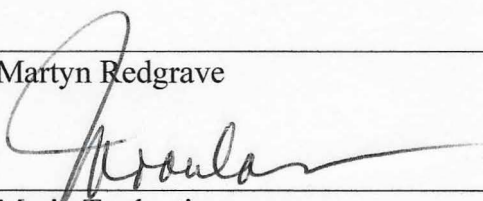
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Marie Toulantis

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

----- X

In re: Chapter 11

FRANCESCA'S HOLDINGS CORPORATION, Case No. 20-_____ ()

Debtor.

----- X

**Attachment to Voluntary Petition for Non-Individuals Filing
for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35239.

2. The following financial data is the latest available information and refers to the debtor's condition on November 1, 2020.

a. Total assets \$ 264,700,000

b. Total debts (including debts listed in 2.c., below) \$ 290,500,000

c. Debt securities held by more than 500 holders

					Approximate number of holders:		
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock _____

e. Number of shares common stock 3,030,305

Comments, if any: _____

3. Brief description of debtor's business: Francesca's is a specialty retailer that operates a nationwide chain of boutiques providing a diverse assortment of apparel, jewelry, accessories, and gifts.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Cross River Capital Management LLC

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

Debtor Name Francesca's Holdings Corporation

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of 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	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	Premium Outlet Partners, L.P. Attn: Legal Dept. 225 West Washington Indianapolis, IN 46204	Email: andrew.rice@simon.com	Rent		\$ 573,636	\$ -	\$ 573,636
2	Esung New York, LLC 132 Rockaway Ave., Valley Stream, NY 11580	Phone: 559-717-8889 Fax: 516-887-2688 Email:	Merchandise		\$ 543,908	\$ -	\$ 543,908
3	Tanger Properties Limited Partnership Attn: Legal Dept 3200 Northline Ave, Ste 360 Greensboro, NC 27408	Fax: 336-852-2096 Email: maren.donovan@tangeroutlets.com	Rent		\$ 535,829	\$ -	\$ 535,829
4	Arc Textiles Inc dba Sofi Angel 110 E 9th Street, Suite C757 Los Angeles, CA 90079	Phone: 213-395-60081 Email: emma.la20140821@gmail.com	Merchandise		\$ 492,694	\$ -	\$ 492,694
5	Jolie Clothing, Inc. 1100 S. San Pedro St., #D3 Los Angeles, CA 90015	Phone: 213-746-1700 Fax: 213-746-7260 Email: customerservice@jolieonline.com	Merchandise		\$ 437,969	\$ -	\$ 437,969
6	Shantex Group LLC 530 7th AVE Ste 907 New York, NY 10018	Phone: 646-918-6399 Email:	Merchandise		\$ 407,357	\$ -	\$ 407,357
7	Ana Accessories Corporation dba Ana Trading Inc. 940 Crocker St. Ste 101 Los Angeles, CA 90021-2289	Phone: 231-747-8879 Fax: 213-747-6016; 213-612-4392 Email: support@shopgirly.net	Merchandise		\$ 381,474	\$ -	\$ 381,474
8	Rymsbran Continental Corp 619 West 54th Street, Suite 10A New York, NY 10019	Email:	Rent		\$ 365,080	\$ -	\$ 365,080
9	Simon Property Group (Texas) L.P Attn: Legal Dept 225 West Washington St. Indianapolis, IN 46204-3438	Email: dseabaugh@simon.com	Rent		\$ 357,370	\$ -	\$ 357,370
10	Trixxi Clothing Company c/o CIT Commercial Service c/o Trixxi Clothing Company PO Box 1036 Charlotte, NC 28201-1036	Phone: 323-585-4200 Fax: 213-943-1083; 434-791-642 Email: thomas.fingleton@cit.com; michael.hudgens@cit.com; darrin.beer@cit.com	Merchandise		\$ 409,568	\$ (73,614)	\$ 335,954
11	Joseph D. Arezzo, Inc 2900 E. 11th Street Los Angeles, CA 90023	Phone: 213-261-6182 Fax: 888-897-0938 Email: info@josephdarezzo.com	Merchandise		\$ 319,321	\$ -	\$ 319,321
12	TRIPLE7GLOBAL, INC 114 W. Elmyra Street Los Angeles, CA, 90012	Phone: 213-614-7877 x102 Fax: 213-226-4494 Email:	Merchandise		\$ 307,948	\$ -	\$ 307,948

Debtor Francesca's Holdings Corporation
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	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
13	Accessories House NY, LLC 10 West 33rd Street #502 New York, NY 10001	Phone: 512-466-8225 Email:	Merchandise		\$ 301,706	\$ -	\$ 301,706
14	Kibo Software Inc. 717 N Harwood Street, Suite 1800 Dallas, TX 75201	Email:	Professional services		\$ 289,079	\$ -	\$ 289,079
15	Oz Jewelry Corp 1201 Broadway, Suite 610 New York, NY 10001	Phone: 212-967-3857 Fax: 212-967-3858 Email:	Merchandise		\$ 273,160	\$ -	\$ 273,160
16	Athra NJ, Inc. 430 Gotham Pkwy Carlstadt, NJ 7072	Phone: 201-964-9770 Fax: 201-964-9771 Email:	Merchandise		\$ 270,164	\$ -	\$ 270,164
17	Fantas Eyes, Inc The CIT Group/Commercial Svc PO Box 1036 Charlotte, NC 28201-1036	Phone: 212-997-4433 Fax: 609-502-4406 Email: thomas.fingleton@cit.com; michael.hudgens@cit.com; darrin.beer@cit.com	Merchandise		\$ 248,594	\$ -	\$ 248,594
18	Valjean International, Inc. dba La Radiant 36 W 37th St, 2nd Floor New York, NY 10018	Phone: 212-563-4648 Fax: 212-563-4623 Email: info@laradiant.com	Merchandise		\$ 243,386	\$ -	\$ 243,386
19	National Project Management 204 Fabricator Drive Fenton, MO 63026	Phone: 636-203-4944 Fax: 636-203-4940 Email: info@natlpm.com	Professional services		\$ 241,064	\$ -	\$ 241,064
20	DEE ELLE 1701 E. Washington Blvd., Los Angeles, CA 90021	Phone: 323-235-0122 Fax: 323-235-0714 Email:	Merchandise		\$ 519,009	\$ (278,298)	\$ 240,711
21	Desire Path Mississippi dba DPM Fragrance 1010 Lynn Lane Starkville, MS 39759	Phone: 662-324-2231 Fax: 662-324-3036 Email: info@curiobrands.com	Merchandise		\$ 471,326	\$ (245,050)	\$ 226,277
22	Much Too Much 110 E. 9th Street, B903 Los Angeles, CA 90079	Phone: 213-622-5897 Fax: 213-622-5839 Email:	Merchandise		\$ 219,079	\$ -	\$ 219,079
23	Occasionally Madedba Swig 8001 Franklin Farms Dr, Suite 100 Richmond, VA, 23229	Phone: 804-288-7465 Fax: Email: info@swiglif.com	Merchandise		\$ 218,405	\$ -	\$ 218,405
24	Georgetown One, LLC 13150 Glen Road, North Potomac, MD 20878	Phone: Fax: Email:	Professional services		\$ 211,395	\$ -	\$ 211,395
25	Jainsons International, Inc. dba Dizzy Lizzy 7526 Tyrone Ave Van Nuys, CA 91405	Phone: 818-779-2999 Fax: 818-779-2910 Email: info@jaincompany.com	Merchandise		\$ 204,105	\$ -	\$ 204,105
26	3B International LLC 100 Bomont Place Totowa, NJ 7512	Phone: 973-837-6036 Fax: 201-604-6366 Email:	Merchandise		\$ 526,443	\$ (324,021)	\$ 202,422
27	Asha Design LLC 288 Lexington Ave, Ste 9C New York, NY, 10016	Phone: 310-661-3081 Fax: Email:	Merchandise		\$ 200,923	\$ -	\$ 200,923
28	Magee v. Francesca's Holding Corp, NJ, 1:17-cv-00565 SHAVITZ LAW GROUP, P.A. 951 Yamato Rd, Suite 285 Boca Raton, FL 33431 Attn: Gregg I. Shavitz; Michael J. Palitz	Phone: Fax: 561-447-8831 Email: gshavitz@shavitzlaw.com; mpalitz@shavitzlaw.com	Litigation	C / U / D	Unknown	Unknown	Unknown
29	Oullette v. Francesca's Collections Inc, ME, 2:20-cv-00389 Law Office of Guy D. Loranger 1 Granny Smith Court, Suite 3 Old Orchard Beach, Maine 04064 Attn: Guy D. Loranger	Phone: Fax: Email: guy@lorangerlaw.com	Litigation	C / U / D	Unknown	Unknown	Unknown
30	Pending NJ Employee Arbitration Case SHAVITZ LAW GROUP, P.A. 951 Yamato Rd, Suite 285 Boca Raton, FL 33431 Attn: Gregg I. Shavitz; Michael J. Palitz	Phone: Fax: 561-447-8831 Email: gshavitz@shavitzlaw.com; mpalitz@shavitzlaw.com	Litigation	C / U / D	Unknown	Unknown	Unknown

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

Debtor Name Francesca's Holdings Corporation

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.

Executed on 12/03/2020
MM/DD/YYYY

X


Signature of individual on behalf of debtor

Andrew Clarke
Printed name

President and Chief Executive Officer
Position or relationship to debtor

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

	x	
In re:	:	Chapter 11
	:	
FRANCESCA'S HOLDINGS CORPORATION,	:	Case No. 20-_____ ()
	:	
Debtor.	:	
	:	
	x	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Bankruptcy Rules 1007(a)(1) and 7007.1, the following is a list of any corporation, other than a governmental unit, that directly or indirectly owns 10% or more of any class of equity interests in the above-captioned debtor.

Debtor	Direct Owner(s)	Indirect Owner(s)
Francesca's Holdings Corporation	Cross River Capital Management LLC	

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

Debtor Name Francesca's Holdings Corporation

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

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

I declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.

Executed on 12/03/2020
MM/DD/YYYY

X


Signature of individual on behalf of debtor

Andrew Clarke
Printed name

President and Chief Executive Officer
Position or relationship to debtor