

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

4/19

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 case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Avenue Stores, LLC

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

3. Debtor's federal Employer Identification Number (EIN) 90-0790838

4. Debtor's address

	Principal place of business	Mailing address, if different from principal place of business
	<u>365 West Passaic Street, Suite 230</u> <u>Rochelle Park, NJ 07662</u> Number, Street, City, State & ZIP Code	_____
	<u>Bergen</u> County	Location of principal assets, if different from principal place of business

		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://www.avenue.com/
https://www.loralette.com/

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor Avenue Stores, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

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

B. Check all that apply

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

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.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 \$2,725,625 (amount subject to adjustment on 4/01/22 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 See Attachment 1 for additional information
- 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 See Attachment 2 Relationship _____
 District _____ When _____ Case number, if known _____

Debtor **Avenue Stores, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

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

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

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

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

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

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <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 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 |

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

Debtor Avenue Stores, LLC
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 08/16/2019
MM / DD / YYYY

X 


Signature of authorized representative of debtor

David Rhoads

Printed name

Title Chief Financial Officer

18. Signature of attorney

X 

Signature of attorney for debtor

Date 08/16/2019

MM / DD / YYYY

Andrew L. Magaziner

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

Rodney Square
1000 N. King Street
Wilmington, DE 19801

Number, Street, City, State & ZIP Code

Contact phone (302) 571-6600

Email address amagaziner@ycst.com

5426 (DE)

Bar number and State

ATTACHMENT 1 TO VOLUNTARY PETITION

On February 1, 2012, United Retail Group, Inc., Avenue Gift Cards, Inc., United Distribution Services, Inc., United Retail Holding Corporation, United Retail Incorporated, and United Retail Logistics Operations Incorporated commenced voluntary cases (Case Nos. 12-10405 (SMB), 12-10406 (SMB), 12-10407 (SMB), 12-10408 (SMB), 12-10409 (SMB), and 12-10410 (SMB), respectively) under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532, in the United States Bankruptcy Court for the Southern District of New York. The cases were procedurally consolidated and jointly administered under Case No. 12-10405 (SMB). The Debtors' assets were acquired in a sale in these previous bankruptcy cases.

ATTACHMENT 2 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

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

The Debtors are the following entities (along with their federal tax identification numbers):

1. Avenue Stores, LLC (90-0790838)
2. Ornatus URG Holdings, LLC (80-0781146)
3. Ornatus URG Real Estate, LLC (80-0799565)
4. Ornatus URG Gift Cards, LLC (46-1569203)

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

In re:

AVENUE STORES, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-_____ (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT
TO FED. R. BANKR. P. 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, Avenue Stores, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases hereby state as follows:

1. Debtor Ornatus URG Holdings, LLC is owned by the following non-debtor entities:

Entity	Ownership Percentage ²
Ornatus URG Management, LLC	Class A Units: 1.0% Class B Units: 100.0%
Ornatus URG Investments II, LLC	Class A Units: 69.7% Class A-1 Units: 70.6%
Ornatus URG Investments II-A, LLC	Class A Units: 29.0% Class A-1 Units: 29.4%
Dorrit Bern	Class A Units: 0.3%

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Avenue Stores, LLC (0838); Ornatus URG Holdings, LLC (1146); Ornatus URG Real Estate, LLC (9565); and Ornatus URG Gift Cards, LLC (9203). The Debtors’ headquarters are located at 365 West Passaic Street, Suite 230, Rochelle Park, New Jersey 07662.

² Ownership percentages have been rounded to the nearest tenth.

2. Debtor Ornatus URG Holdings, LLC owns 100% of the equity interests in each of Debtors Ornatus URG Real Estate, LLC, Avenue Stores, LLC, and Ornatus URG Gift Cards, LLC.

Fill in this information to identify the case:

Debtor name: Avenue Stores, LLC, *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 or setoff	Unsecured Claim
1	FB FLURRY LLC JEFF ZISK, CEO 10300 SANDEN DRIVE DALLAS, TX 75238	FB FLURRY LLC JEFF ZISK, CEO PHONE: 214-632-4498 EMAIL: jzisk@fbflurry.com	TRADE	N/A			\$1,554,084.63
2	LAND 'N SEA INC ROBERT SOBEL, CEO 1440 BROADWAY 3RD FLR NEW YORK, NY 10018	LAND 'N SEA INC ROBERT SOBEL, CEO PHONE: (212)444-6000 EMAIL: gprusakowski@landnseaco.com	TRADE	N/A			\$783,997.48
3	VALENTINE USA INC. SIMONE DOMINICI, CEO THE CIT GROUP/COMMERCIAL SERVICE INC ASSIGNED TO MERCHANT FACTORS CORP CHARLOTTE, NC 28201-1036	VALENTINE USA INC. SIMONE DOMINICI, CEO PHONE: 212-840-8866 FAX: 212-840-8845	TRADE	N/A			\$678,333.05
4	ALL-IN INVESTMENT AND DEVELOPMENT (GROUP) CO LTD PRESIDENT OR GENERAL COUNSEL 499 7TH AVENUE NEW YORK, NY 10018	ALL-IN INVESTMENT AND DEVELOPMENT (GROUP) CO LTD PRESIDENT OR GENERAL COUNSEL PHONE: 323-201-6468 FAX: 323-722-7175	TRADE	N/A			\$654,821.71
5	REVISE CLOTHING INC PRESIDENT OR GENERAL COUNSEL 215 W40TH STREET, SUITE 2 NEW YORK, NY 10018	REVISE CLOTHING INC PRESIDENT OR GENERAL COUNSEL PHONE: 201-727-9339 FAX: 201-727-9704	TRADE	N/A			\$597,287.33
6	BLUPRINT CLOTHING CORP. JU HYUN KIM, CEO 5600 BANDINI BLVD BELL GARDENS, CA 90201	BLUPRINT CLOTHING CORP. JU HYUN KIM, CEO PHONE: 323-780-4347 FAX: 323-780-9332	TRADE	N/A			\$441,360.60
7	GREENA AKA AVA JAMES PRESIDENT OR GENERAL COUNSEL 1439 S HERBERT AVE COMMERCE, CA 90023	GREENA AKA AVA JAMES PRESIDENT OR GENERAL COUNSEL EMAIL: info@avajamesnyc.com	TRADE	N/A			\$338,273.85
8	WOODLAND TRADING INC SUDHIR KAKAR, PRESIDENT 1407 BROADWAY, RM 905 NEW YORK, NY 10018	WOODLAND TRADING INC SUDHIR KAKAR, PRESIDENT PHONE: 212-819-0123 FAX: 212-819-0080 EMAIL: woodlandtrading@yahoo.com	TRADE	N/A			\$331,595.14
9	ONeworld APPAREL LLC ARTHUR GORDON, CEO 13071 TEMPLE AVE LA PUENTE, CA 91746	ONeworld APPAREL LLC ARTHUR GORDON, CEO PHONE: (213) 891-0177 EMAIL: sbundy@oneworldapparel.com	TRADE	N/A			\$266,007.64

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
10 C.P. INTERNATIONAL, CORP. PRESIDENT OR GENERAL COUNSEL 165 NORTH DEAN STREET ENGLEWOOD, NJ 07631	C.P. INTERNATIONAL, CORP. PRESIDENT OR GENERAL COUNSEL PHONE: 201-816-8111 FAX: 201-816-0226 EMAIL: cpi.shoes@prodigy.net	TRADE	N/A			\$251,965.95
11 NOTATIONS INC KURT ERMAN, PRESIDENT 539 JACKSONVILLE RD WARMINSTER, PA 18974	NOTATIONS INC KURT ERMAN, PRESIDENT PHONE: 212-921-5495 EMAIL: Scotte@notations.com	TRADE	N/A			\$239,213.75
12 HMS PRODUCTIONS, INC PRESIDENT OR GENERAL COUNSEL 250 W 39TH STREET, 12TH FLOOR NEW YORK, NY 10018	HMS PRODUCTIONS, INC PRESIDENT OR GENERAL COUNSEL PHONE: 212.719.9190 EMAIL: info@hmsproductions.nyc	TRADE	N/A			\$234,837.73
13 BYER CALIFORNIA PRESIDENT OR GENERAL COUNSEL 62685 COLLECTION CENTER DR CHICAGO, IL 60693-0626	BYER CALIFORNIA PRESIDENT OR GENERAL COUNSEL PHONE: (415) 626-7844 ext. 6324 EMAIL: lsanchez@byer.com	TRADE	N/A			\$232,443.13
14 EXPRESSIONS LINGERIE DIVISION OF MUSTANG ASSETS PRESIDENT OR GENERAL COUNSEL 333 FIFTH AVENUE PELHAM, NY 10803	EXPRESSIONS LINGERIE DIVISION OF MUSTANG ASSETS PRESIDENT OR GENERAL COUNSEL PHONE: 914-227-9357 EMAIL: Steven@bankmilk.com	TRADE	N/A			\$231,064.42
15 REPUBLIC CLOTHING CORP STEVEN SALL, CHAIRMAN 1411 BROADWAY, SUITE 12 NEW YORK, NY 10018	REPUBLIC CLOTHING CORP STEVEN SALL, CHAIRMAN PHONE: (212) 719- 3000 FAX: (212) 302- 4376	TRADE	N/A			\$228,982.88
16 GOOGLE SUNDAR PICHAI, CEO 1600 AMPITHEATRE PARKWAY MOUNTAINVIEW, CA 94043	GOOGLE SUNDAR PICHAI, CEO PHONE: 650-253-0000 EMAIL: collections@google.com	TRADE	N/A			\$227,571.43
17 RICHA GLOBAL EXPORTS PVT LTD PRESIDENT OR GENERAL COUNSEL A-41, MAYAPURI INDUSTRIAL AREA NEW DELHI INDIA	RICHA GLOBAL EXPORTS PVT LTD PRESIDENT OR GENERAL COUNSEL PHONE: +91-124-4314000 FAX: +91-124-4290303 EMAIL: INFO@RICHAGLOBAL.COM	TRADE	N/A			\$218,168.87
18 CORRA TECHNOLOGY INC PRESIDENT OR GENERAL COUNSEL 363 BLOOMFIELD AVE MONTCLAIR, NJ 07042	CORRA TECHNOLOGY INC PRESIDENT OR GENERAL COUNSEL EMAIL: AR@CORRA.COM	TRADE	N/A			\$215,600.99
19 CHINEX APPAREL, INC PRESIDENT OR GENERAL COUNSEL 209 WEST 40TH STREET 7TH FL SUITE 708 NEW YORK, NY 10018	CHINEX APPAREL, INC PRESIDENT OR GENERAL COUNSEL PHONE: 212-510-8576 FAX: 212-658-9629 EMAIL: wu@chinexusa.com	TRADE	N/A			\$214,613.21
20 FRED DAVID INTERNATIONAL USA INC PRESIDENT OR GENERAL COUNSEL 1407 BROADWAY SUITE 710 NEW YORK, NY 10018	FRED DAVID INTERNATIONAL USA INC PRESIDENT OR GENERAL COUNSEL PHONE: 714-521-0121 FAX: 714-521-0122 EMAIL: INFO@FREDDAVID.COM; HR@FREDDAVID.COM	TRADE	N/A			\$198,258.14
21 JIANGSU GUOTAI INT'L GROUP PRESIDENT OR GENERAL COUNSEL GUOTAI USA CO LTD 1501 RIO VISTA AVE LOS ANGELES, CA 90023	JIANGSU GUOTAI INT'L GROUP PRESIDENT OR GENERAL COUNSEL PHONE: 323-881-3279 EXT.253	TRADE	N/A			\$193,928.55
22 HOMESTREET BANK MARK K MASON, CEO 601 UNION ST, SUITE 2000 SEATTLE, WA 98101	HOMESTREET BANK MARK K MASON, CEO FAX: 206-621-2538	TRADE	N/A			\$190,000.00
23 ZINNTEX LLC RICKY ZINN, CEO 53 ORCHARD CT WOODBURY, NY 11797	ZINNTEX LLC RICKY ZINN, CEO PHONE: (212) 584-9229 FAX: (212) 656-1891 EMAIL: billing@zintex.com	TRADE	N/A			\$183,323.90

	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
24	HORIZON KAREN MCGRATH, CEO 949 RAYMOND BLVD NEWARK, NJ 07105	HORIZON KAREN MCGRATH, CEO FAX: 605.772.4514	TRADE	N/A			\$180,000.00
25	INTERNATIONAL DIRECT GROUP, INC PRESIDENT OR GENERAL COUNSEL 525 7TH AVENUE, SUITE 208 NEW YORK, NY 10018	INTERNATIONAL DIRECT GROUP, INC PRESIDENT OR GENERAL COUNSEL PHONE: 212-921-9036 FAX: 212-921-9038 EMAIL: Joel@internationalDG.com; info@internationaldg.com	TRADE	N/A			\$175,026.67
26	VOLUMECOCOMO APPAREL INC PRESIDENT OR GENERAL COUNSEL HANA FINANCIAL INC DEPT. LA 24406 PASADENA, CA 91185-4406	VOLUMECOCOMO APPAREL INC PRESIDENT OR GENERAL COUNSEL PHONE: 323-881-1830 FAX: 323-881-1840	TRADE	N/A			\$161,875.35
27	VESTURE GROUP INC ATTN: ROBERT GALISHOFF 2220 N SCREENLAND DR BURBANK, CA 91505	VESTURE GROUP INC ATTN: ROBERT GALISHOFF PHONE: (818)842-0200 FAX: (818)842-0400 EMAIL: info2@vesturegroupinc.com	TRADE	N/A			\$147,028.72
28	JUMP DESIGN GROUP ASHESH AMIN, CEO 1400 BROADWAY, FL 2 NEW YORK, NY 10018	JUMP DESIGN GROUP ASHESH AMIN, CEO PHONE: (201)558-9191 EMAIL: GlennS@jumpdesigngroup.com	TRADE	N/A			\$141,301.54
29	HOT LINE INDUSTRIES INC HOWARD NEGRIN, PRESIDENT 2648 GRAND AVE BELLMORE, NY 11710	HOT LINE INDUSTRIES INC HOWARD NEGRIN, PRESIDENT PHONE: 516-764-0400 FAX: 516-764-6009	TRADE	N/A			\$138,330.61
30	TANYA CREATIONS INC. PRESIDENT OR GENERAL COUNSEL 360 NARRAGANSETT PARK DRIVE EAST PROVIDENCE, RI 2916	TANYA CREATIONS INC. PRESIDENT OR GENERAL COUNSEL PHONE: 401-438-8050 FAX: 401-438-4890	TRADE	N/A			\$136,982.23

Fill in this information to identify the case:

Debtor name Avenue Stores, LLC
United States Bankruptcy Court for the: DISTRICT OF DELAWARE
Case number (if known) _____

Check if this is an amended filing

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 Corporate Ownership Statement and List of Equity Interest Holders

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

Executed on 08/16/2019

X /s/ David Rhoads
Signature of individual signing on behalf of debtor

David Rhoads
Printed name

Chief Financial Officer
Position or relationship to debtor

WRITTEN CONSENT
OF THE
BOARD OF MANAGERS OF
AVENUE STORES, LLC
a Delaware limited liability company

THE UNDERSIGNED, being a majority of the managers of the Board of Managers (the “Board”) of Avenue Stores, LLC, a Delaware limited liability company (the “Company”), hereby consent to and adopt the following resolutions pursuant to the Second Amended and Restated Limited Liability Company Agreement of the Company, dated September 19, 2014, as amended (the “LLC Agreement”), as of the date set forth below:

WHEREAS, the Company is the manager of Ornatus URG Real Estate, LLC, a Delaware limited liability company (“Real Estate”), and Ornatus URG Gift Cards, LLC, a Virginia limited liability company (“Gift Cards”) and together with the Company and Real Estate, collectively, the “Debtors”);

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Debtors, and the Debtors’ business on the date hereof, including the historical performance of the Debtors, the assets of the Debtors, the current and long-term liabilities of the Debtors, the market for the Debtors’ assets, and credit market conditions; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Debtors and the Debtors’ legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT:

Appointment of CRO

RESOLVED, that Robert J. Duffy of Berkeley Research Group, LLC (“BRG”) is hereby appointed as Chief Restructuring Officer of the Company; and it is further

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, member and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the

“Bankruptcy Court”) by the Company commencing a case (the “Bankruptcy Case”) under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each officer of the Company (each, an “Officer” and collectively, the “Officers”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the filing of the Petition and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Company; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company’s debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 Young Conaway; and it is further

RESOLVED, that BRG be, and hereby is, authorized, directed and empowered to serve as a financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 motion or application for authority to retain the services of BRG; and it is further

RESOLVED, that Configure Partners, LLC (“Configure”) be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the sale of the Company’s “E-Commerce Business” and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 Configure; and it is further

RESOLVED, that Prime Clerk LLC (“Prime Clerk”) be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company 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 Prime Clerk; and it is further

RESOLVED, that the Officers 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 Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 such firms; and it is further

Postpetition Financing

RESOLVED, that the Officers 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 Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Officers 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 Officers 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 Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are

necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

Sale

RESOLVED, that the Officers 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 Company, to retain a joint venture composed of Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (collectively, the “Consultant”) to conduct “going out of business sales” solely at the Company’s retail stores (the “GOB Sale”), if any, in connection with the commencement of the Bankruptcy Case and to provide consulting services relating thereto; and, in connection therewith, that the Officers 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 Company, to execute a consulting agreement with the Consultant and related ancillary documents to effectuate the aforementioned sale; and it is further

RESOLVED, that the Officers 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 Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a “Non-GOB Sale”), (ii) execute and deliver an agreement providing for such Non-GOB Sale (the “Sale Agreement”), (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for the transactions contemplated thereby, (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale, (v) organize and manage a sales process for such assets, which may take the form of an auction or any other process which may include the identification of a stalking horse bidder, and (vi) enter into such additional agreement, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; and it is further

General Resolutions

RESOLVED, that the Board, on behalf of the Company, as manager of each of the other Debtors, authorizes and directs the execution by the Company of the Written Consent of the Manager of Ornatus URG Real Estate, LLC and the Written Consent of the Manager of Ornatus URG

Gift Cards, LLC, substantially in the forms attached hereto as Exhibit A (the "Company Consents"), and that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered in the name of the Company to execute and deliver to the Company the Company Consents and take any actions or execute and delivery any documents in furtherance of the Company Consents or matters approved therein; and it is further

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any manager or Officer of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Written Consent shall be filed in the Minute Book of the Company and shall become a part of the records of the Company.

Date: August 16, 2019

MANAGERS:

/s/ Paul Halpern

Paul Halpern

/s/ Raymond C. French

Raymond C. French

/s/ Aaron Headley

Aaron Headley

/s/ Matthew R. Kahn

Matthew R. Kahn

Agreed and accepted:

ORNATUS URG HOLDINGS, LLC, its sole member

By: /s/ Paul Halpern

Name: Paul Halpern

Its: Authorized Signatory

EXHIBIT A

Company Consents

WRITTEN CONSENT
OF THE
MANAGER OF
ORNATUS URG HOLDINGS, LLC
a Delaware limited liability company

THE UNDERSIGNED, being the manager (the “Manager”) of Ornatus URG Holdings, LLC, a Delaware limited liability company (the “Company”), hereby consents to and adopts the following resolutions pursuant to the Fifth Amended and Restated Limited Liability Company Agreement of the Company, dated April 26, 2017, as amended (the “LLC Agreement”), as of the date set forth below:

WHEREAS, the LLC Agreement provides that the Manager may delegate authority to act on behalf of the Company with respect to specific matters;

WHEREAS, in furtherance of the foregoing, the Manager, in the exercise of its business judgment, delegated the Manager’s authority to oversee certain potential restructuring matters relating to the Company to Matthew R. Kahn (in such capacity, the “Restructuring Designee”);

WHEREAS, in its delegation of authority to the Restructuring Designee, it was provided that, without the consent of the Manager, the Restructuring Designee shall have no power to authorize, or authority to commence or cause the Company (or any of its subsidiaries, as applicable) to effect or commit to effect, the filing of a voluntary petition under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Company is the sole member of Ornatus URG Real Estate, LLC, a Delaware limited liability company (“Real Estate”), Avenue Stores, LLC, a Delaware limited liability company (“Avenue”), and Ornatus URG Gift Cards, LLC, a Virginia limited liability company (“Gift Cards” and together with the Company, Real Estate and Avenue, collectively, the “Debtors”);

WHEREAS, the Manager has reviewed and considered the financial and operational condition of the Debtors, and the Debtors’ business on the date hereof, including the historical performance of the Debtors, the assets of the Debtors, the current and long-term liabilities of the Debtors, the market for the Debtors’ assets, and credit market conditions; and

WHEREAS, the Manager has received, reviewed and considered the recommendations of the senior management of the Debtors and the Debtors’ legal, financial and other advisors as to the relative risks and

benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT:

Appointment of CRO

RESOLVED, that Robert J. Duffy of Berkeley Research Group, LLC (“BRG”) is hereby appointed as Chief Restructuring Officer of the Company; and it is further

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by the Company under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each officer of the Company (each, an “Officer” and collectively, the “Officers”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the commencement of such Bankruptcy Case; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Company; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from

time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 Young Conaway; and it is further

RESOLVED, that BRG be, and hereby is, authorized, directed and empowered to serve as a financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 motion or application for authority to retain the services of BRG; and it is further

RESOLVED, that Configure Partners, LLC ("Configure") be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the sale of the Company's "E-Commerce Business" and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case;

and in connection therewith, the Officers 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 Company, 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 Configure; and it is further

RESOLVED, that Prime Clerk LLC (“Prime Clerk”) be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company 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 Prime Clerk; and it is further

RESOLVED, that the Officers 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 Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 such firms; and it is further

Postpetition Financing

RESOLVED, that the Officers 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 Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Officers 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 Officers 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 Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

Sale

RESOLVED, that the Officers 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 Company, to retain Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (collectively, the "Consultant") to conduct "going out of business sales" solely at the Company's retail stores (the "GOB Sale"), if any, in connection with the commencement of the Bankruptcy Case and to provide consulting services relating thereto; and, in connection therewith, that the Officers 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 Company, to execute a consulting agreement with the Consultant and related ancillary documents to effectuate the aforementioned sale; and it is further

RESOLVED, that the Officers 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 Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a "Non-GOB Sale"), (ii) execute and deliver an agreement providing for such Non-GOB Sale (the "Sale Agreement"), (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for the transactions contemplated thereby, (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other

relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale, (v) organize and manage a sales process for such assets, which may take the form of an auction or any other process which may include the identification of a stalking horse bidder, and (vi) enter into such additional agreement, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; and it is further

General Resolutions

RESOLVED, that the Manager, on behalf of the Company, as sole member of each of the other Debtors, authorizes each such other Debtor to commence cases under chapter 11 of the Bankruptcy, and that the Officers be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered in the name of the Company, as sole member of each of the other Debtors, to execute and deliver such consents and take any actions or execute and delivery any documents in furtherance of this resolution; and it is further

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by the Manager, the Restructuring Designee, or any Officer in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Written Consent shall be filed in the Minute Book of the Company and shall become a part of the records of the Company.

Date: August ____, 2019

MANAGER:

ORNATUS URG MANAGEMENT, LLC

By: _____

Name:

Its:

WRITTEN CONSENT
OF THE
MANAGER OF
ORNATUS URG REAL ESTATE, LLC
a Delaware limited liability company

THE UNDERSIGNED, being the sole manager (the “Manager”) of Ornatus URG Real Estate, LLC, a Delaware limited liability company (the “Company”), hereby consents to and adopts the following resolutions pursuant to the Amended and Restated Limited Liability Company Agreement of the Company, dated September 19, 2014, as amended (the “LLC Agreement”), as of the date set forth below:

WHEREAS, the Manager has reviewed and considered the financial and operational condition of the Company, and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s assets, and credit market conditions; and

WHEREAS, the Manager has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT:

Appointment of CRO

RESOLVED, that Robert J. Duffy of Berkeley Research Group, LLC (“BRG”) is hereby appointed as Chief Restructuring Officer of the Company; and it is further

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, member and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by the Company commencing a case (the “Bankruptcy Case”) under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each officer of the Company (each, an “Officer” and collectively, the “Officers”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf

of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the filing of the Petition and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Company; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 Young Conaway; and it is further

RESOLVED, that BRG be, and hereby is, authorized, directed and empowered to serve as a financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 motion or application for authority to retain the services of BRG; and it is further

RESOLVED, that Configure Partners, LLC ("Configure") be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the sale of the Company's "E-Commerce Business" and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 Configure; and it is further

RESOLVED, that Prime Clerk LLC ("Prime Clerk") be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company 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 Prime Clerk; and it is further

RESOLVED, that the Officers 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 Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment

bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 such firms; and it is further

Postpetition Financing

RESOLVED, that the Officers 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 Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Officers 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 Officers 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 Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

Sale

RESOLVED, that the Officers 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 Company, to retain Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (collectively, the “Consultant”) to conduct “going out of business sales” solely at the Company’s retail stores (the “GOB Sale”), if any, in connection with the commencement of the Bankruptcy Case and to provide consulting services relating thereto; and, in connection therewith, that the Officers 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 Company, to execute a consulting agreement with the Consultant and related ancillary documents to effectuate the aforementioned sale; and it is further

RESOLVED, that the Officers 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 Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a “Non-GOB Sale”), (ii) execute and deliver an agreement providing for such Non-GOB Sale (the “Sale Agreement”), (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for the transactions contemplated thereby, (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale, (v) organize and manage a sales process for such assets, which may take the form of an auction or any other process which may include the identification of a stalking horse bidder, and (vi) enter into such additional agreement, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; and it is further

General Resolutions

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any Officer of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Written Consent shall be filed in the Minute Book of the Company and shall become a part of the records of the Company.

Date: August ____, 2019

MANAGER:

AVENUE STORES, LLC

By: _____

Name:

Its:

Agreed and accepted:

ORNATUS URG HOLDINGS, LLC, its sole member

By: _____

Name:

Its:

WRITTEN CONSENT
OF THE
MANAGER OF
ORNATUS URG GIFT CARDS, LLC
a Virginia limited liability company

THE UNDERSIGNED, being the sole manager (the “Manager”) of Ornatus URG Gift Cards, LLC, a Virginia limited liability company (the “Company”), hereby consents to and adopts the following resolutions pursuant to the Amended and Restated Limited Liability Company Agreement of the Company, dated September 19, 2014, as amended (the “LLC Agreement”), as of the date set forth below:

WHEREAS, the Manager has reviewed and considered the financial and operational condition of the Company, and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s assets, and credit market conditions; and

WHEREAS, the Manager has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT:

Appointment of CRO

RESOLVED, that Robert J. Duffy of Berkeley Research Group, LLC (“BRG”) is hereby appointed as Chief Restructuring Officer of the Company; and it is further

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, member and other interested parties, that a voluntary petition (the “Petition”) be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by the Company commencing a case (the “Bankruptcy Case”) under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that each officer of the Company (each, an “Officer” and collectively, the “Officers”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf

of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Officer may determine; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Officers may deem necessary or proper in connection with the filing of the Petition and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Officer performing or executing the same shall approve, and the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Company; and it is further

RESOLVED, that the Officers be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Officers, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 Young Conaway; and it is further

RESOLVED, that BRG be, and hereby is, authorized, directed and empowered to serve as a financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 motion or application for authority to retain the services of BRG; and it is further

RESOLVED, that Configure Partners, LLC ("Configure") be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the sale of the Company's "E-Commerce Business" and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company, 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 Configure; and it is further

RESOLVED, that Prime Clerk LLC ("Prime Clerk") be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Officers 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 Company 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 Prime Clerk; and it is further

RESOLVED, that the Officers 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 Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment

bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Officers 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 Company to execute appropriate retention agreements, pay appropriate retainers 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 such firms; and it is further

Postpetition Financing

RESOLVED, that the Officers 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 Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Officers 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 Officers 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 Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company, if any, to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval or determination; and it is further

Sale

RESOLVED, that the Officers 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 Company, to retain Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (collectively, the “Consultant”) to conduct “going out of business sales” solely at the Company’s retail stores (the “GOB Sale”), if any, in connection with the commencement of the Bankruptcy Case and to provide consulting services relating thereto; and, in connection therewith, that the Officers 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 Company, to execute a consulting agreement with the Consultant and related ancillary documents to effectuate the aforementioned sale; and it is further

RESOLVED, that the Officers 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 Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a “Non-GOB Sale”), (ii) execute and deliver an agreement providing for such Non-GOB Sale (the “Sale Agreement”), (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for the transactions contemplated thereby, (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale, (v) organize and manage a sales process for such assets, which may take the form of an auction or any other process which may include the identification of a stalking horse bidder, and (vi) enter into such additional agreement, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; and it is further

General Resolutions

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any Officer of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

* * * * *

This Written Consent shall be filed in the Minute Book of the Company and shall become a part of the records of the Company.

Date: August ____, 2019

MANAGER:

AVENUE STORES, LLC

By: _____

Name:

Its:

Agreed and accepted:

ORNATUS URG HOLDINGS, LLC, its sole member

By: _____

Name:

Its: