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*Counsel to Ares Capital Corporation and HPS  
Investment Partners, LLC and certain of their  
managed funds and affiliates*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
: :  
Centric Brands Inc., et al.,<sup>1</sup> : Case No. 20-22637 (SHL)  
: :  
Debtors. : (Jointly Administered)  
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**VERIFIED STATEMENT PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

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<sup>1</sup> The Debtors in these chapter 11 cases, for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innovo West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd (2905); and VZI Investment Corp. (5233).

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rule 2019**”), certain holders of claims under that certain (a) First Lien Credit Agreement, dated as of October 29, 2018, by and among Centric Brands Inc., as borrower, Ares Capital Corporation, as administrative agent, ACF FINCO I LP, as revolving agent, and certain lenders thereto (as amended, restated, supplemented, or otherwise modified, the “**Prepetition First Lien Credit Agreement**”) and (b) Senior Secured Priming and SuperPriority Debtor-In-Possession Asset-Based Revolving Credit Agreement, dated May 20, 2020 (as amended, restated, supplemented, or otherwise modified the “**DIP Revolving Credit Agreement**”),<sup>1</sup> by and through their undersigned counsel, Latham & Watkins LLP (“**Latham**”), hereby submit this verified statement (the “**Verified Statement**”), and respectfully state as follows:

1. Latham represents the Ares Capital Corporation, HPS Investment Partners, LLC, and certain of their managed funds and affiliates,<sup>2</sup> as holders of claims under the Prepetition First Lien Credit Agreement and DIP Revolving Credit Agreement (collectively, the “**First Lien Lender Group**”) in connection with the chapter 11 cases involving the above-captioned debtors and debtors-in-possession (the “**Debtors**”).

2. In accordance with Bankruptcy Rule 2019, attached hereto as **Exhibit A** is a list of the names and addresses of, and the nature and principal amount of all disclosable economic interests held by, each lender of the First Lien Lender Group as of the date of this Verified Statement. The claims and claim amounts set forth on **Exhibit A** have been provided by the First

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<sup>1</sup> The DIP Revolving Credit Agreement is more fully described in the Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief [Docket No. 59] (the “**Interim Order**”).

<sup>2</sup> The Agent under the DIP Revolving Credit Agreement, ACF FINCO I LP, is separately represented in these chapter 11 cases.

Lien Lender Group and, by filing this Verified Statement, the First Lien Lender Group makes no representation regarding the amount, allowance, or priority of such claims and reserves all rights with respect hereto.

3. Nothing contained in this Verified Statement (or **Exhibit A** hereto) should be construed as a limitation upon, or waiver of, any member of the First Lien Group's right to assert, file and/or amend their claim(s) in accordance with applicable law and any orders entered in this case establishing procedures for filing proofs of claim.

4. The First Lien Lender Group reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: June 09, 2020  
New York, New York

Respectfully Submitted,

*/s/ Richard A. Levy*

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**EXHIBIT A**

**Names, Addresses and Nature of Disclosable Economic Interests**

<b>Name</b>	<b>Address</b>	<b>Term Loan Claims<sup>1</sup></b>	<b>DIP Claims<sup>2</sup></b>
Ares Capital Corporation and certain of its managed funds and affiliates	245 Park Avenue 44th Floor New York, NY 10167	\$248,118,752.15	\$ 33,745,306.13
HPS Investments Partners, LLC and certain of its managed funds and affiliates	40 West 57 <sup>th</sup> Street 33 <sup>rd</sup> Floor New York, NY 10019	\$256,980,136.23	\$118,235,689.38

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<sup>1</sup> “Term Loan Claims” means claims in respect of the outstanding term loans under the Prepetition First Lien Credit Agreement.

<sup>2</sup> “DIP Claims” means loans and commitments under the DIP Facilities (as defined in the Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief [Docket No. 59]). DIP Claims also include the rolled-up obligations under the Prepetition First Lien Credit Agreement.