

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

In re: Liquidating Supply, Inc., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 24-11054 (BLS) (Jointly Administered) Re: Docket No. <u>125</u> Objection Deadline: September 24, 2024 at 4:00 p.m. (ET)
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DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, J. Douglas Miller, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a Partner of Shumaker, Loop & Kendrick LLP (the "Firm") which maintains offices at 1000 Jackson St., Toledo, OH 43604.
2. This Declaration is submitted in connection with the order (the "OCP Order") entered by the United States Bankruptcy Court for the District of Delaware dated June 13, 2024, authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases.
3. The Firm has represented and advised the Debtors as counsel with respect to various matters, since prior to 2000. *various matters in corporate, labor/employment, litigation, and IP areas.
4. The Firm [is] a legal services firm.

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor's federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors' headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.



5. The Firm [has] provided services to the Debtors prior to May 21, 2024 (the "Petition Date").

6. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of title 11 of the United States Code (the "Bankruptcy Code") with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors:

Various IP, Corporate, Labor/Employment, Tax, and other areas of the law.

7. The Firm's current customary [hourly] rates, subject to change from time to time, are \$ \$280-600. In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective on Jan. 1 of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.²

8. The Firm [does] keep time records in one-tenth-of-an-hour increments in the ordinary course of business.

9. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these chapter 11 cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the United States Trustee, or any person employed by the Office of the United States Trustee that would render the Firm's retention in these chapter 11 cases improper.

² [Disclose billing rates for Debtors if different from firm's customary rates, and if the fees are not based on hourly rates, please disclose the nature of the fees (e.g., flat fee, contingency) and the amount.]

10. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors' creditors or other parties in interest with respect to the matters upon which it is to be engaged.

11. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of its creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the Debtors in these chapter 11 cases.

12. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of interested parties (the "Interested Parties List") attached hereto as Exhibit 1 from counsel to the Debtors which includes the Debtors, their creditors, other parties in interest, and certain professionals employed in the Chapter 11 Cases (the "Interested Parties") and undertook a search for any connections between the Firm and the Interested Parties. [IF CONNECTIONS: The Firm's review of such Interested Parties identified connections with the following Interested Parties, including current and prior representations: List attached as Exhibit 2

13. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matter in which the Firm will be engaged.

The Firm is a 'disinterested person' as that term is defined in section 101(14) of the Bankruptcy Code.

14. In the past year, the Firm has been paid \$ 73,471.75 by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$ 27,476.00 on account of prepetition services, the payment of which is subject to the limitations contained in the Bankruptcy Code.

15. As of the Petition Date, the Firm held a retainer in the amount of \$ 5,000.00.

16. I also understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses exceed a total of \$[20,000.00] per month, on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and any applicable procedures or orders of the Court.

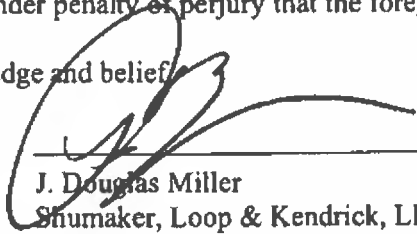
17. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these

chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, and orders of the Court.

18. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these chapter 11 cases with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

19. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.



J. Douglas Miller
Shumaker, Loop & Kendrick, LLP
1000 Jackson Street
Toledo, OH 43604

EXHIBIT 1

SUPPLY SOURCE: LIST OF POTENTIAL PARTIES IN INTEREST

Debtors

Supply Source Enterprises, Inc.
SSE Buyer, Inc.
SSE Intermediate, Inc.
Impact Products, LLC
The Safety Zone, LLC

Prospective Buyer

Peak Rock Capital
The Tranzonic Companies

Banks

Citizens Bank
Fifth Third Bank
JP Morgan Chase & Co.

Current & Former Directors & Officers

Jain, Vivek
Kozhimala, Steven
Marcero, Laura
Rochat, Troy
Schultz, Steve
Vinnakota, Rahul

Current Shareholders

Ares Commercial Finance, L.P.
Ares Credit Strategies Insurance Dedicated
Fund Series Interests of SALI Multi-Series
Fund, L.P.
Ares Direct Finance I LP
Ares Jasper Fund, L.P.
Ares ND Credit Strategies Fund LLC
Ares Senior Direct Lending Master Fund
Designated Activity Company
Ares Senior Direct Lending Parallel Fund (L),
L.P.
Ares Senior Direct Lending Parallel Fund (U)
B, L.P.
Ares Senior Direct Lending Parallel Fund (U),
L.P.
Ares SFERS Credit Strategies Fund LLC
Barringer, Christine

Borgen, Robb
Bowhead IMC LP
Bretschneider, Sebastian
Brown, Treg
Carey, Duane
Carmack, Tim
Chimney Tops Loan Fund, LLC
Ciancioli, Jason
CION Ares Diversified Credit Fund
Diversified Loan Fund - Private Debt A S.a.r.l.
Grummon, Sharling
H.I.G. Advantage Buyout Fund, L.P.
H.I.G. Whitehorse Equity Side-Car, L.P.
Haddad, Paul
Helsel, Eric
James P. Knechtges IRA
Kibbe, Bob
Knechtges, James P.
Leopard, Vernon Nicholas
Little, Todd
Lynn, Chris
Manion, Wendie
Pacific Premier Trust Custodian FBO Larry
Tate, Roth IRA
Renz, Charles
Rochat, Troy
Russo, Tom
SA Real Assets 20
Schultz, Steve
Sebastian Bretschneider Trust, under trust
dated May 31st, 2016
Shanghai Soro Industrial Supply Co. Ltd.
Tate, Larry
Tricozzi, Chris

Secured Creditors/Lenders

Ares Commercial Finance LP
Ares Capital Corporation
JPMorgan Chase & Co.

Top 30 Unsecured Creditors

Anhui Bytech Medical Supplies
B&B Molded Products Inc

Bytech Dongtai Co., Ltd
Capstone Logistics
Dipped Products Limited
Fujian Cashion Garment Co., Lt
Guangdong Kingfa Science and Tech
Hebei Astro Medical Supply Co
Heng Yuan Plastic Products Ltd.
Hiten Nonwoven Healthcare Products
Hubei Qifu Protective Products
Intco Medical International
Jiangsu Bytech Medical Supplies
Laufer Group International, Ltd.
Liaoning Shangwei Medical Prod
Palmer Logistics
Probbax Commercial Prod Ltd.
Pt Universal Gloves
Rayen Healthcare Products Ltd
Shamrock Molded Products
Shandong Hengshen Hairun Medic
Shandong Shangwei
Shijiazhuang Hongray Group
Taicang Union Clean Co., Ltd
Virtual Transportation Management
Xiantao Crosscare Products
Xiantao Deming Healthcare
Xiantao Yilin Protective Prod
Zhangjiagang Jiawen Plastic
Zhonghong Pulin

Significant Customers

Envoy
Imperial Dade
Staples
The Home Depot
Home Depot Pro
Trimark
SP Richards
Bradyifs
Uline
Veritiv
Dot Foods Inc.
Bunzl
Essendant
Stauffer Glove
Regal Distributing
Memco

Diken
Office Depot Max
Hantover Inc.
Hillyard

Significant Vendors

20/20 Custom Molded
Aegon
Albaad Fem II
Anhui Bytech Medical Supplies
Avision Sales Group
B & B Molded Products Inc
Blue Cross Blue Shield of Tennessee
Bytech Dongtai Co., Ltd.
Capstone Logistics
Comfort Rubber Gloves Industries
Cpt Caballero Industrial II
Dipped Products Ltd.
FedEx - Small Parcel
Fengcheng Zhonghe Paper Prod
Fujian Wilton Industries Co Ltd.
Hebei Astro Medical Supply Co
Heng Yuan Plastic Products Ltd
Hubei Qifu Protective Products
Hurricane - Rent
Innovative Integrated Solution
Jiangsu Bytech
Jiangsu Bytech Medical Supplies
Jiangsu Dingjie Medical Equipment
Jiangxi Jaysun Medcare Co., Ltd.
Laufer Group International, Ltd.
Liaoning Shangwei Medical Products
Network Services Company
Ningbo Homelink Eco-Itech Co.
Pa Tin Da Group Co Ltd.
Palmer Logistics
Pt Universal Gloves
Rayen Healthcare Products Ltd.
Riveron Management Services, LP
Roadone Intermodalogistics
Seidman Guilford Realty LLC
Shamrock Molded Products
Shandong Shangwei
Shijiazhuang Hongray Group
Transnet Inc
Tricorbraun Inc

U. S. Customs
UPS
Virtual Transportation Management
Wuhan Careland Protection Co
Xiantao Crosscare Products
Xiantao Deming Healthcare
Xiantao Yilin Protective Products
Zhangjiagang Jiawen Plastic
Zhonghong Pulin

Insurance

American Casualty Company of Reading, PA
Arch Insurance Company
Continental Insurance Company
Endurance American Insurance Company
Great American Insurance Company
Hartford Insurance Company of the Midwest
National Fire Insurance of Hartford
Sirius International Insurance Corp.
The Continental Casualty Company
The Continental Insurance Company
Twin City Fire Insurance Company
Underwriters at Lloyd's, London, Kiln
KLN 510
Underwriters at Lloyd's, London, TMK
TMK 1880
Valley Forge Insurance Company
Westchester Fire Insurance Co.
Westchester Surplus Lines Insurance
Company

Landlords

All Coast Logistics & Warehouse
Cpt Caballero Industrial II
Espaces-Nations
LBA Logistics
Malt Properties
Richmond Warehouse, LLC
S. Seidman Realty LLC
Sandy Seidman Warehouse LLC
Seidman Essex Realty LLC
Seidman Guilford Realty LLC
Unico Properties

Litigation Parties

Aquino, Adam R.

Brison, Megan IX
Bunis, Evan J.
Decker, Martha
Eastman and Smith Ltd
Fresh Products
Hill, Kertscher & Wharton
Hill, Steven G.
Knobbe, Martens, Olson & Bear, LLP
Paul Haddad and Access Partners
Pinckney, Weidinger, Urban & Joyce LLC
Schlatter, Edward A.
Shope, Rebecca E.
Shumaker, Loop & Kendrick, LLP
Silk, Jr., James P.
Spengler Nathanson P.L.L.
Urrutia, Carrie L.
Vassar, Emilie K.
Wagoner, Gregory H.
Weidinger, Michael A.

Ordinary Course Professionals

ADP Screening & Selection Service
Aktion Associates Inc.
BCS Search LLC
Blue Ridge Partners Management
Bridgestreet Financial
Buck Global, LLC
DPO Consulting Investing LLC
Erudio LLC
Hill Kertscher and Wharton LLP
Kim, Jin
Logility Inc.
Magnitude Software, Inc.
Marshall & Melhorn
Martenson, Hasbrouck & Simon
McDonald Hopkins LLC
Metlife Legal Plans Inc.
Munroe Design Group Inc.
Partnership Employment
PricewaterhouseCoopers LLP
SCM Talent Group LLC
Shumaker Loop & Kendrick
The Woodbury Group
TI Parcel Solutions, Inc.
Tierpoint LLC
Varsity Logistics Inc.

Well Advised LLC

Bankruptcy Professionals

Houlihan Lokey, Inc.
KCC LLC
McDermott Will & Emery
Potter Anderson & Corroon LLP
PricewaterhouseCoopers
Proskauer Rose LLP
Weil, Gotshal & Manges LLP
Ropes & Gray LLP
Paladin Management
Triple P RTS, LLC (d/b/a Portage Point Partners)

Taxing & Regulatory Authorities

Arizona Department of Revenue
California Department of Tax and Fee Administration
California Franchise Tax Board
City of Toledo
Comptroller of Maryland
CT Corporation System
Delaware Secretary of State
Mississippi Department of Revenue
Florida Department of Revenue
Food & Drug Administration
Franchise Tax Board
Georgia Department of Revenue
Indiana BMV
Indiana Department of Revenue
Indiana Department of Revenue
Indiana Secretary of State
Infotrac Inc
Internal Revenue Service
J J Keller & Associates Inc
Jay County Treasurer
Kentucky Department of Revenue
KY Secretary of State
Lamar County Tax Collector
Louisiana Department of Revenue
Massachusetts Department of Revenue
New York State
North Carolina Department of Revenue
North Dakota State Government
Ohio Attorney General
Ohio Department of Taxation

Shelby County Clerk

South Dakota
State of Connecticut
State of Connecticut Department of Consumer Protection
State of NJ Division of Taxation
State of Washington
Tennessee Department of Revenue
Texas Department of Revenue
Treasurer - State of New Jersey
Treasurer City of Memphis
Treasurer of Lucas County
Vermont Department of Taxes
Wyoming Department of Revenue

Utility Providers

All Coast Logistics & Warehouse
AT & T
Bambora
Blossman Gas Inc.
C Spire Wireless
Carey, Duane M.
Centerpoint Energy
Chem-Aqua
City of New London
City of New London - Utilities
City of Purvis
City of Riverside
Columbia Gas of Ohio
Comcast Cable
Constellation New Energy
Dawn Condren
Denette, Brian
Department of Public Utilities Ohio Building
East River Energy
Edi Options
Eversource
Firstcomm
Frontier
Gomez, Olga
GXS Inc.
Helsel, Eric
Hronek, Aubrey
Indiana American Water Co, Inc.
International Business Machine
Kaufman Container Company

Odell Corporation
Open Text, Inc.
Paraco Gas
Parallax System
Pax8, Inc.
Payan, Mario
Pearl River Valley EPA
Pennywise Oil Co., Inc.
Penske Truck Leasing Co. L.P.
Recycling Center, Inc.
Richmond Power & Light
Richmond Sanitary District
So Calgas Company
Southern California Edison
Southern Connecticut Gas Company
Spectrotel
State Paper & Metal Co. Inc.
Sweitzer Waste Removal
The Connecticut Water Co.
Toledo Edison
TPX Communications
Verizon
Waste Pro
Western Municipal Water District

Bankruptcy Judges & Clerks

Barksdale, Nikita
Batts, Cacia
Bello, Rachel
Brady, Claire
Capp, Laurie
Cavello, Robert
Chief Judge Laurie Selber Silverstein
Farrell, Catherine
Gadson, Danielle
Haney, Laura
Hrycak, Amanda
Johnson, Lora
Judge Ashely M. Chan
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge John T. Dorsey
Judge Karen B. Owens
Judge Mary F. Walrath
Judge Thomas M. Horan

Lopez, Marquietta
Lugano, Al
O'Boyle, Una
Ranieri, Joan
Subda, Paula
Walker, Jill
Yeager, Demitra

United States Trustee's Office

Weiss, David C.
Attix, Laruen
Bu, Fang
Casey, Linda
Clausen, Joanne E.
Cudia, Joseph
Dice, Holly
Dortch, Shakima L.
Fox, Jr., Timothy J.
Giordano, Diane
Girello, Michael
Green, Christine
Hackman, Benjamin
Jones, Nyanquoi
Leamy, Jane
Lipshie, Jonathan
McCollum, Hannah M.
McMahon, Joseph
Nyaku, Jonathan
O'Malley, James R.
Richenderfer, Linda
Schepacarter, Richard
Serrano, Edith A.
Sierra-Fox, Rosa
Vara, Andrew R.
Wynn, Dion

Debtors' Professionals

Potter Anderson & Corroon LLP
McDermott Will & Emery LLP
Triple P RTS, LLC

Committee Professionals

Dundon Advisers LLC
Foresight Restructuring LLC
Tian Yuan Law Firm
Klehr Harrison Harvey Branzburg LLP

Orrick, Herrington & Sutcliffe LLP

EXHIBIT 2

<u>Creditor / Interested Party</u>	<u>Client Relationship</u>	<u>Notes</u>
Aktion Associates Inc	Active client	
Alro Steel Corporation	Member of Shopmen's Local Pension Plan, an active client.	
Ameresco	SLK Advisors Florida client	
A-Pac	Affiliate of CRH, an active client	
Aramark Uniform And	Lateral client of a possible incoming lateral, Regan Jones	
Arch Insurance Company	Active client	
Brown, Thomas	Brown, Thom William, Jr. Estate is an active client, address in Bradenton, FL	Unknown if same person No address for this individual on the creditor list
	Brown, Thomas & Barbara is an active client, address in Sarasota, FL	No address for this individual on the creditor list
	Thomas Brown is an affiliate of US Assets Group III, LP, an active client, address in Sarasota, FL	No address for this individual on the creditor list
	Thomas Brown appears as an affiliate of Heritage Builders of West Florida, LLC, an active client, with an address in Sarasota	No address for this individual on the creditor list
Bunis, Evan J.	Active SLK attorney	
Citizens Bank	Citizens Bancshares, an affiliate, is an active client.	
	Merchants Bancorp, an affiliate, is an active client	
Columbia Gas Of Ohio	Shumaker Advisors Ohio client	
Continental Casualty Company, The	CNA-PRO, the parent, is an active client.	
Continental Insurance Company, The	See Continental Casualty section	
Fedex - Small Parcel	Federal Express (Ground) is an active client.	
Fifth Third Bank	See chart at bottom of analysis	
Hartford Fire Insurance Co	Active client.	
Hartford Insurance Company of the Midwest	See above	
Hartford Insurance Premium, The	See above	
Home Depot Pro	See below	
Home Depot, The	Active client.	
	Home Depot USA is a client in an active litigation matter.	
Honeywell Safety Products USA	Lateral client of a possible incoming IP candidate	
	Honeywell International is an active client	
Impact Products LLC (Client Related)	Active client.	
	Impact Products, Inc. is an active client	
Lucas, County of, Treasurer	Toledo-Lucas County Port Authority is an active client	
	Toledo-Lucas County Convention and Visitors Bureau, Inc. is an active client	
	Lucas County Treasurer appears as an affiliate of the Lucas County Land Bank, an active client.	
Metlife Legal Plans Inc	See above	

National Fire Insurance of Hartford	Hartford Fire Insurance is an active client	
Ningbo Homelink Eco-Tech Co., Ltd.	Ningbo CF Electronic and Ningbo Yishang Import are clients	
Ohio Attorney General	See chart at bottom of analysis	
Ohio, State of, Attorney General	See above	
Ohio, State of, Bureau of Workers' Compensation	See above	
Ohio, State of, Department of Taxation	See above	
Pacific Premier Trust Custodian FBO Larry Tate, Roth IRA	Pacific Premier Trust appears as an affiliate of Blaine Kichert, an active client.	
Penske Truck Leasing Co. L.P.	Active client	
Schultz, Stephen Alexander	Steve Schultz appears as an affiliate of Schultz Pet Supply, an open client, no time worked since May 2023, address in Bryan, TX	Unknown if same person No address for this individual on the creditor list
Shope, Rebecca E.	SLX Attorney and client of the firm	
Shumaker, Loop & Kendrick, LLP		
Spectrio LLC	Active client	
Spengler Nathanson P.L.L.	Shumaker Advisors' client	
Toledo Department Of Public Utilities	Shumaker Advisors Ohio client	
Toledo Edison	FirstEnergy is an active client and also part of the Ohio Utility Group	
Toledo, City of	See Toledo Department of Public Utilities	
Toledo, City of, Department of Public Utilities Ohio Building	See Toledo Department of Public Utilities	
Underwriters at Lloyd's, London, Kiln	Appears as a client affiliate/defendant in an active litigation	
Underwriters at Lloyd's, London, TMK	See above	
Valley Forge Insurance Company	Affiliate of CNA	See other CNA sections
Verizon	Shumaker Advisors Ohio client	
Washington, State of	Client affiliate in an active matter	
Washington, State of, Department Of Revenue	See above	
Wornie Bond Dickinson LLP	Active client	

Client Name	Status
Fifth Third Bank	Active
Fifth Third Bank, National Association	Active
Fifth Third Bank, National Association	Active
Provide, a division of Fifth Third, National Association	Active

Client Name
Dave Yost/Ohio Attorney General
Governor Mike DeWine
Huffman, Matt, Senate President of the Ohio State Senate
Ohio Board of Professional Conduct
Ohio Department of Education
Ohio Department of Health AGO #7318
Ohio Department of Job and Family Services
Ohio Department of Mental Health and Addiction Services

Ohio State Election Commission
State of Ohio
State of Ohio Medical Board