UNITED STATES BANKRUPTCY COURT
District of Delaware

In re	)	**Chapter 11**
FTD Companies, Inc., et al.,	)	**Case No 19-11240**
Debtors.	)	**(Jointly Administered)**

STATEMENT OF FINANCIAL AFFAIRS FOR

Florists' Transworld Delivery, Inc.

Case No: 19-11244

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
FTD COMPANIES, INC., *et al.*,[1]	)	Case No. 19-11240 (LSS)
Debtors.	)	(Jointly Administered)

GLOBAL NOTES AND STATEMENT OF METHODOLOGY, LIMITATIONS, AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

FTD Companies, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (the "Debtors"), have each filed their respective Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure. These Schedules and Statements are unaudited.

These *Global Notes and Statement of Methodology, Limitations, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of all and each of the Debtors' respective Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

Alan D. Holtz has signed each of the Schedules and Statements. Mr. Holtz serves as the Debtors' Chief Restructuring Officer and is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Holtz has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and the Debtors' legal and financial advisors. Given the scale of the Debtors' businesses covered by the Schedules and Statements, Mr. Holtz has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including, but not limited

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): FTD Companies, Inc. (5852); Bloom That, Inc. (9936); Florists" Transworld Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); FTD, Inc. (1271); FTD.CA, Inc. (7556); FTD.COM Inc. (4509); FTD Group, Inc. (9190); FTD Mobile, Inc. (7423); Giftco, LLC (5832); Provide Cards, Inc. (3462); Provide Commerce LLC (0019); and Provide Creations, Inc. (8964). The Debtors" noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

to, statements and representations concerning amounts owed to creditors, classification of such amounts, and individual creditor address information.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of their books and records and the Schedules and Statements, inadvertent errors or omissions may exist. The discovery of conflicting, revised, or subsequent information may result in material changes to the Schedules and Statements. Accordingly, the Debtors and their directors, officers, agents, attorneys, financial advisors, and restructuring advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of, or caused in whole or in part by, the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements.

For the avoidance of doubt, the Debtors and their agents, attorneys, financial advisors, and restructuring advisors hereby reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as may be necessary or appropriate, but expressly do not undertake any obligation to update, supplement, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, supplemented, modified, revised, or re-categorized, except as required by applicable law or an order of the Bankruptcy Court.

In no event shall the Debtors or their directors, officers, agents, attorneys, financial advisors, and restructuring advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their directors, officers, agents, attorneys, financial advisors, and restructuring advisors are advised of the possibility of such damages.

Each Debtor's respective Schedules and Statements may contain specific notes that supplement these Global Notes. The fact that the Debtors have prepared Global Notes or specific notes with respect to an individual Debtor's Schedules and Statements and not those of another should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Notes or specific notes to any of the Debtors' other Schedules and Statements, as appropriate.

Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules and Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

Global Notes and Overview of Methodology

1. **Description of Cases.** On June 3, 2019 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant

to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly. Notwithstanding the joint administration of the Debtors' cases for procedural purposes, each Debtor has filed its own Schedules and Statements.

2. **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements. However, as noted above, inadvertent errors or omissions may exist in the Debtors' books and records and/or in the Schedules and Statements. The Debtors reserve all rights to amend, supplement, or otherwise modify the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate but do not undertake any obligation to do so, except as required by applicable law. Nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors' rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any claims against the Debtors, any defenses the Debtors may have, any rights or claims of the Debtors against any third party, or any issues involving substantive consolidation, equitable or structural subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws related to the recovery of assets or the avoidance of transfers. Any specific reservation of rights contained elsewhere in these Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

(a) **No Admission.** Nothing contained in the Schedules and Statements or the Global Notes is intended to be or should be construed as an admission or stipulation of the validity of any claim against the Debtors or any assertion made, or a waiver of the Debtors' rights to dispute any such claim or assert any cause of action or defense against any party.

(b) **"As of" Information Date.** Asset values presented herein, except as expressly noted otherwise, represent the asset information of the Debtors' at net book value as of May 31, 2019, the end of the fiscal calendar month preceding the filing of these cases. The Debtors believe and assert that there are no meaningful or material changes to these book values between the date of the final fiscal month and the Petition Date. Further, any amounts ultimately realized from Debtor assets may vary from net book value (or whatever value was ascribed), and such variances may be material. Accordingly, the Debtors reserve all their rights to amend or adjust the value of any asset set forth herein. Liability information presented herein, except as expressly noted otherwise, is as of June 3, 2019, less any payments made on account of such liabilities under authority of the Court in these cases, through July 8, 2019. Furthermore, certain asset and liability amounts identified as "unknown," "undetermined," "disputed," "contingent," and/or "unliquidated" are included herein as $0 values and, thus, ultimate total assets and liabilities may differ materially from the amounts stated in the Schedules and Statements and any respective total or subtotal amounts.

(c) **Recharacterization and Classifications.** Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, and

designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all rights to recharacterize, reclassify, recategorize, alter the description of, re-designate, add, or delete items reported in the Schedules and Statements as is necessary and appropriate.

For the avoidance of doubt, listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract or lease on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors with respect to any legal rights associated with such claim, contract, or lease or a waiver of the Debtors' rights to recharacterize or reclassify such claim, contract, or lease.

(d) **Claims Description.** Any failure to designate a claim or amount on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by such Debtor that such claim or amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve all rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including, without limitation, any defenses relating to amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority, or avoidability of any claim. Moreover, listing a claim does not constitute an admission of liability by the Debtor against which the claim is listed or by any of the Debtors. The Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim descriptions and designations.

(e) **Entity Classification Issues.** The Debtors have endeavored in good faith to identify the assets owned by each Debtor and the liabilities owed by each Debtor. Although the Schedules and Statements reflect the results of this effort, several factors may have limited the ability of the Debtors to precisely assign assets and liabilities to particular Debtor entities, including, without limitation that: (i) certain assets may be used primarily by a Debtor other than the entity which holds title to such assets according to the Debtors' books and records; (ii) the Debtor entity that owns or holds title to certain assets may not be ascertainable given the consolidated manner in which the Debtors have operated their businesses; (iii) certain liabilities may have been nominally incurred by one Debtor, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, another Debtor; and (iv) certain creditors of the Debtors may have treated one or more of the Debtors as a consolidated entity rather than as differentiated entities.

(f) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make certain estimates and assumptions with respect to the

reported amounts, including, but not limited to, amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of filing the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ materially from such estimates. The Debtors reserve all rights to amend the Schedules and Statements to reflect changes in those estimates or assumptions.

(g) **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action and similar items (collectively, "Causes of Action") (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws related to the recovery of assets or avoidance of transfers. The Debtors reserve the right to amend their Schedules and Statements to add, delete, or otherwise modify any information relating to their Causes of Action.

The Debtors further reserve all of their rights with respect to all of their Causes of Action, including, without limitation, all rights relating to any: (i) controversy; (ii) right of setoff or recoupment; (iii) cross claim; (iv) counterclaim; (v) claim arising from a lease or contract; (vi) claim for the breach of any duty imposed by law or in equity; and (vii) demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever. The Debtors' reservation of rights with respect to Causes of Action remains applicable, regardless of whether such Causes of Action are known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertible directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other applicable theory of law. Neither the Global Notes nor the Schedules and Statements constitute a waiver of any claim or Cause of Action or, in any way, prejudice or impair the assertion of any claim or Cause of Action.

(h) **Intellectual Property Rights.** Exclusion from the Schedules and Statements of any intellectual property should not be construed as an admission that such intellectual property rights have been abandoned, terminated, or otherwise expired by their terms, or assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property should not be construed as an admission that such intellectual property rights have not been abandoned, terminated, or otherwise expired by their terms, or assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.

(i) **Executory Contracts and Unexpired Leases.** Although the Debtors have made reasonable efforts to identify the correct legal entities that are party to each of the Debtors' executory contracts and unexpired leases, in certain instances, the Debtors may have incorrectly identified parties to their executory contracts and unexpired leases. The Debtors reserve all of their rights with respect to the named parties

associated with their executory contracts and unexpired leases, including, without limitation, the right to amend Schedule G.

(j) **Insiders.** In the circumstance where the Schedules and Statements require information regarding "insiders," the Debtors have included information with respect to the individuals who the Debtors believe may be included in the definition of "insider" set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities.

The individuals identified as "insiders" have been included for informational purposes only. The Debtors do not take any position and reserve all rights with respect to: (i) such person's influence over and/or ability to control the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion or exclusion of a party as an "insider" is not an acknowledgment or concession that such party is or is not an "insider" under applicable bankruptcy law.

3. **Methodology.**

(a) **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP") nor are they intended to be fully reconciled to the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. The Schedules and Statements reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

Debtor FTD Companies, Inc. ("FTD") is a publicly held corporation. For financial reporting purposes, FTD prepares and files with the United States Securities and Exchange Commission (the "SEC") consolidated quarterly and annual financial statements, including with respect to the Debtors and the Debtors' non-Debtor affiliates. The quarterly financial statements are unaudited, and the annual financial statements are audited. Unlike with respect to such consolidated financial statements, the Schedules and Statements reflect the assets and liabilities of each separate Debtor, except as otherwise indicated herein. Not all of the direct and indirect subsidiaries of FTD are Debtors in these chapter 11 cases, and the assets and liabilities of such non-Debtor affiliates are not reflected in these Schedules and Statements. As a result, combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would yield amounts that may differ from the consolidated financial reports prepared by FTD for public reporting purposes or otherwise.

(b) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to withhold

from the public record information such as names, addresses, or amounts. Typically, the Debtors have used this approach because of an agreement between the Debtors and a third party, local restrictions on disclosure, concerns of confidentiality and protection of sensitive commercial information, or concerns for the privacy of an individual.

Contemporaneously with the filing of these Schedules and Statements, the Debtors have provided the Office of the United States Trustee and the Official Committee of Unsecured Creditors appointed in these chapter 11 cases with unredacted copies of the Schedules and Statements.

(c) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in response to multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities, and prepetition payments once.

(d) **Net Book Value.** In certain instances, current market valuations for individual items of property and other assets are neither maintained by, nor readily available to, the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements should be assumed to reflect approximate net book values as of May 31, 2019. Market values may vary—at times materially—from net book values. The Debtors believe that it would be an inefficient use of estate assets for the Debtors to obtain the current market values of their property and other assets. Accordingly, the Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are undetermined. Also, assets that have been fully depreciated or that were expensed for accounting purposes are listed in these Schedules and Statements with a zero-dollar value, as such assets have no net book value. Furthermore, certain of the Debtors have assets related to their ultimate equity interests in certain non-Debtor foreign affiliates, the market value of which may differ significantly from the reported book value. The Schedules and Statements of such Debtors reflect only the undetermined value of the Debtors' ownership of their direct subsidiaries. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset. Nothing in the Schedules and Statements shall be, or shall be deemed to be, an admission that any Debtor was solvent or insolvent as of the Petition Date or at any other time.

(e) **Property and Equipment.** Unless otherwise indicated, owned property and equipment are reflected at net book value. Certain of the Debtors' furniture, fixtures, and equipment may be leased. To the extent possible, any underlying leases are included in the Schedules and Statements. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect thereto.

(f) **Allocation of Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

The liabilities listed on the Schedules do not reflect any analysis of claims that may arise under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge (i) the validity of any claims asserted under section 503(b)(9) of the Bankruptcy Code or (ii) the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

(g) **Undetermined Amounts.** The description of an amount as "undetermined," "unknown," or "unliquidated" is not intended to reflect upon the materiality of such amount.

(h) **Unliquidated Amounts.** Amounts that could not be determined by the Debtors are scheduled as "unliquidated."

(i) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent such totals include unknown or undetermined amounts, the actual total may be different than the listed total.

(j) **Paid Claims.** The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in their discretion, certain outstanding prepetition claims on a postpetition basis. As discussed above, prepetition liabilities that the Debtors have paid postpetition or those which the Debtors plan to pay via this authorization may not be listed in the Schedules and Statements. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Bankruptcy Court where such order preserves the right to contest. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements or take such other action as is necessary or appropriate to avoid overpayment of, or duplicate payments for, any such liabilities.

(k) **Credits and Adjustments.** The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors' books and records and may either (i) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (ii) be net of accrued credits, allowances, or other adjustments that are owed by a creditor to the Debtors. The Debtors reserve all their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to amend, supplement, or otherwise modify the Schedules, assert claims objections and/or setoffs with

respect to such credits, allowances, or other adjustments, or apply such credits, allowances, or other adjustments in the ordinary course of business on a postpetition basis.

(l) **Intercompany Claims.** Receivables and payables among and between a Debtor and (i) other Debtors or (ii) its non-Debtor affiliates are reported on Statement 4, Schedule A/B, and Schedule E/F, respectively, per the Debtors' books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be construed as, an admission of the characterization of such balances as debt, equity, or otherwise or an admission as to the validity of such receivables and payables. For the avoidance of doubt, the Debtors reserve all rights, claims, and defenses in connection with any and all intercompany receivables and payables, including, but not limited to, with respect to the characterization of intercompany claims, loans, and notes. Without limiting the generality of the foregoing, certain intercompany receivables and payables among and between the Debtors have been consolidated and netted in the Debtors' books and records. Such treatment is not, and should not be construed as, an admission of the amount and/or validity of any such intercompany receivables and payables or the validity of any netting or offset per the Debtors' books and records. The Debtors take no position in these Schedules and Statements as to whether any such amounts would be allowed as a claim or an interest, or not all allowed at all. The listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or claim status of any intercompany liability account. The Debtors reserve all rights to later change the amounts, characterization, classification, categorization or designation of intercompany accounts reported in the Schedules and Statements.

In addition, certain of the Debtors act on behalf of other Debtors. Reasonable efforts have been made to indicate the ultimate beneficiary of a payment or obligation. Whether a particular payment or obligation was incurred by the entity actually making the payment or incurring the obligation is a complex question of applicable non-bankruptcy law, and nothing herein constitutes an admission that any Debtor entity is an obligor with respect to any such payment. The Debtors reserve all rights to reclassify any payment or obligation as attributable to another entity and all rights with respect to the proper accounting and treatment of such payments and liabilities.

(m) **Florist Member Network and Related Transactions.** Pursuant to interim and final orders [Docket Nos. 50, 269] (the "Customer Orders") granting the *Motion of the Debtors for Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Certain Customer Programs and (B) Honor or Pay Related Prepetition Obligations to Their Customers and (II) Granting Related Relief* [Docket No. 7] (the "Customer Motion") the Bankruptcy Court authorized the Debtors to pay certain prepetition obligations to members of their florist network (each, individually, a "Florist Network Member" and, collectively, the "Florist Member Network") in the ordinary course of business. The Debtors believe that any and all

undisputed claims for prepetition amounts by Florist Network Members have been or will be satisfied in the normal course operations of the Debtors. Accordingly, no undisputed claims of Florist Network Members that have been paid or may be paid pursuant to the Customer Orders or pursuant to further Bankruptcy Court order are listed in the Schedules and Statements.

As further described in the Customer Motion, the Debtors transact with their network of over 8,000 Florist Network Members on a daily basis on account of hundreds of thousands of individual, ordinary course transactions, all of which are subject to individual contracts and agreements. Transactional detail related to the Florist Member Network including, but not limited to, the disclosure requirements of Schedule E/F - Creditors Who Have Unsecured Claims, Schedule G – Executory Contracts and Unexpired Leases, and Statement Part 2, Question 3 – Certain Payments or Transfers to Creditors Within 90 Days Before Filing this Case would likely exceed millions of individual line items. Gathering and disclosing such information would be unduly burdensome, time consuming, and costly.

Furthermore, due to the highly competitive nature of the consumer florist industry, disclosure and/or confirmation of the Debtors' individual Florist Network Members, whose potential claims the Debtors believe are and will remain unimpaired, to current or potential competitors could permanently and irreversibly damage the Debtors' on-going floral businesses.

The Debtors reserve all rights to amend, supplement, or otherwise modify the Schedules and Statements to reflect information related to the Florist Member Network as may be necessary or appropriate.

(n) **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantees in their executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees have been identified, they have been included in the relevant Schedules G and H for the affected Debtor(s). The Debtors may have inadvertently omitted guarantees embedded in their contractual agreements and may identify additional guarantees as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend, supplement, or otherwise modify the Schedules and Statements if additional guarantees are identified.

(o) **Excluded Assets and Liabilities.** The Debtors may have excluded certain categories of assets and liabilities from the Schedules and Statements, including, but not limited to: certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; deferred tax assets and liabilities; goodwill and other intangibles; deferred revenue accounts; and certain accrued liabilities including, but not limited to, accrued salaries and employee benefits. The Debtors also have not attempted to anticipate rejection damage claims of counterparties to executory contracts and unexpired leases that may arise out of

potential contract or lease rejections. Other immaterial assets and liabilities may also have been excluded.

(p) **Liens.** The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any liens.

(q) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

(r) **Setoffs.** The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes, including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, rebates, returns, warranties, refunds, and negotiations and/or disputes between Debtors and their customers and/or suppliers. These normal, ordinary course setoffs and nettings are common to the wholesale and retail industries. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for and, as such, are or may be excluded from the Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
FTD COMPANIES, INC., *et al.*,[1]	)	Case No. 19-11240 (LSS)
Debtors.	)	(Jointly Administered)

SPECIFIC NOTES TO THE DEBTORS' STATEMENTS OF FINANCIAL AFFAIRS

(a) **Statements, Part 2, Questions 3 – 90 Day Payments.** Prior to the Petition Date, the Debtors maintained a centralized cash management system through which certain Debtors made payments on behalf of certain Debtor affiliates and certain non-Debtor affiliates, as further explained in the Cash Management Motion. As further described in the Cash Management Motion, prior to the Petition Date, in the ordinary course of business, the Debtors engaged in intercompany transactions with one another and with their non-Debtor affiliates, which resulted in the creation of corresponding intercompany payables and receivables. Consequently, all payments to creditors and insiders listed in response to Question 3 on each of the Debtors' Statements reflect payments made by FTD Companies, Inc. or one of its Debtor affiliates from operating bank accounts, on behalf of the corresponding Debtor, pursuant to the Debtors' cash management system described in the Cash Management Motion.

Payments to insiders made in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 2, Question 4) and payments related to bankruptcy in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 6, Question 11) are NOT included in the response to Part 2, Question 3 – 90-day payments. There is no overlap or duplication between or among the data presented in response to these disclosures**.**

(b) **Statements, Part 2, Question 4 – 1-Year Payments to Insiders.** To the extent: (i) a person qualified as an "insider" in the year prior to the Petition Date, but later became a non-insider or (ii) did not begin the year as an insider, but later became an insider, the Debtors have only listed those payments made while such person was defined as an insider in Statements, Part 2, Question 4. Individual payments

[1] The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): FTD Companies, Inc. (5852); Bloom That, Inc. (9936); Florists' Transworld Delivery, Inc. (6960); FlowerFarm, Inc. (2852); FSC Denver LLC (7104); FSC Phoenix LLC (7970); FTD, Inc. (1271); FTD.CA, Inc. (7556); FTD.COM Inc. (4509); FTD Group, Inc. (9190); FTD Mobile, Inc. (7423); Giftco, LLC (5832); Provide Cards, Inc. (3462); Provide Commerce LLC (0019); and Provide Creations, Inc. (8964). The Debtors' noticing address in these chapter 11 cases is 3113 Woodcreek Drive, Downers Grove, IL 60515.

to Debtor affiliates are not reflected in Question 4 due to their complexity and voluminous nature.

Payments to insiders made in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 2, Question 4) and payments related to bankruptcy in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 6, Question 11) are NOT included in the response to Part 2, Question 3 – 90-day payments. There is no overlap or duplication between or among the data presented in response to these disclosures**.**

(c) **Statements, Part 2, Question 6 – Setoffs.** For a discussion of setoffs and nettings incurred by the Debtors, refer to the Global Notes.

(d) **Statements, Part 5, Question 10 – Certain Losses.** The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses to the extent such losses do not have a material impact on the Debtors' business or are not reported for insurance purposes. Therefore, some losses may have been excluded.

(e) **Statements, Part 6, Question 11.** It generally is not possible for the Debtors to identify with particularity the Debtor or Debtors for whose specific benefit any bankruptcy-related payment may have been made within one year prior to the Petition Date. Accordingly, the payments identified in response to Question 11 consist of all payments made by any Debtor on behalf of the Debtors collectively during that period that were, or may have been, related to bankruptcy. Although the Debtors made reasonable efforts to identify all payments relating to bankruptcy, it is possible that some payments identified in response to Question 11 or some portions thereof related to other matters.

Payments related to bankruptcy in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 6, Question 11) and payments to insiders made in the 90-day period before filing (and disclosed as part of the 1-year period response to Part 2, Question 4) are NOT included in the response to Part 2, Question 3 – 90-day payments. There is no overlap or duplication between or among the data presented in response to these disclosures**.**

(f) **Statements, Part 6, Question 13.** The Debtors do not take any position with respect to whether transfers identified in the response to Question 13 are made in the ordinary course of business. Certain transfers listed in this response are included solely out of an abundance of caution.

(g) **Statements, Part 7, Question 14 – Prior Locations.** The address of each Debtor's main center of operations or headquarters as of the Petition Date is included in the Debtors' Voluntary Petitions.

(h) **Statements, Part 10, Question 20 – Off-Premises Storage.** In the normal course of businesses, the Debtors utilize unaffiliated third-parties for fulfillment of

customer orders. Consequently, certain inventory of the Debtors is temporarily held at various third-party fulfillment and logistics handling sites. In addition, in response to handling volume and timing requirements of customer order fulfillment, the Debtors have co-located computer hardware to third-party locations to facilitate enhanced processing and customer fulfillment. Further, the Debtors utilize third-party storage facilities for corporate document storage.

(i) **Statements, Part 11, Question 21 – Property Held for Another.** The Debtors have made reasonable efforts to identify and disclose property held for others in response to Question 21. Due to the dispersed operations and complexities of the Debtors' businesses, however, these disclosures may or may not be accurate and complete. The Debtors intentionally did not include leased equipment in these disclosures, as the inclusion of which would be burdensome. The Debtors are obligated under various agreements, programs, and by applicable operative law to remit certain funds held for third parties and, to the extent necessary, have received authorization to do so under orders entered by the Bankruptcy Court including, without limitation, the Final Wages Order. To the extent that any of the funds described above are held or paid for the benefit of third parties, such funds do not constitute property of the Debtors' estates, and the Debtors therefore have not included such amounts in their responses to Statement Question 21.

In addition, as further described in the *Motion of the Debtors for Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Claims Asserted Under the Perishable Agricultural Commodities Act and (II) Granting Related Relief* [Docket No. 14], the Debtors believe that certain products that they have purchased but not yet paid for may qualify as "perishable agricultural commodities" under the Perishable Agricultural Commodities Act of 1930, as amended 7 U.S.C. §§ 499a *et seq.*, ("PACA"). Under PACA, eligible suppliers and their agents may be the beneficiaries of a floating, non-segregated, statutory trust in the buyer's entire inventory of food or other derivatives of perishable agricultural commodities, the products derived therefrom, and the proceeds of any sale of such inventory or products (collectively, the "PACA Trust Assets"). The Debtors believe that the PACA Trust Assets are excluded from the Debtors' estates, and the Debtors therefore have not included such amounts in their responses to Statement Question 21.

(j) **Statements, Part 13, Question 25.** Information listed in Question 25 is based on the best historical corporate structure information available from 2013 through the Petition Date. Certain dates of ownership may be approximate, and certain historical address information may be unavailable for entities that no longer exist.

(k) **Statements, Part 13, Question 28 – Current Partners, Officers, Directors, and Shareholders.** The Debtors incorporate by reference the *List of Equity Security Holders* filed as part of their Voluntary Petitions. The identification of any party in the Debtors' responses to Questions 28 through 30 does not constitute an admission that any such party is an "insider" within the meaning of section 101(31)

of the Bankruptcy Code, and the Debtors expressly reserve all of their arguments with respect to such issues.

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 1: Income

1. Gross Revenue from business

☑ None

Identify the Beginning and Ending Dates of the Debtor's Fiscal Year, which may be a Calendar Year	Sources of Revenue (Check all that apply)	Gross Revenue (Before Deductions and Exclusions)
From _____ to _____ MM/DD/YYYY MM/DD/YYYY	☐ Operating a business ☐ Other _____	_____

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 1: **Income**

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☑ None

	Description of Sources of Revenue	Gross Revenue (Before Deductions and Exclusions)
From _____ to _____ (MM/DD/YYYY)		

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers–including expense reimbursements–to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than $6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☑ None

Creditor's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
3.1 NONE			☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other
	TOTAL	**$0**	

TOTAL **$0**

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 2: **List Certain Transfers Made Before Filing for Bankruptcy**

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than $6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☑ None

Insider's Name and Address and Relationship to Debtor	Dates	Amount	Reason for Payment
4.1 NONE			
TOTAL		**$0**	

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☑ None

Creditor's Name and Address	Description of the Property	Date Action was Taken	Value of Property
5.1 NONE			$0
		TOTAL	**$0**

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☑ None

Creditor's Name and Address	Description of Action Creditor Took	Date Action Taken	Account Number	Amount
6.1 NONE				$0
			TOTAL	**$0**

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity - within 1 year before filing this case.

☐ None

	Caption of Suit and Case Number	Nature of Proceeding	Court or Agency and Address	Status of Case
7.1	FLORISTS' TRANSWORLD DELIVERY, INC. AKA FTD V. FLORESTA ENTERPRISES LIMITED CO DBA SAY IT WITH FLORWERS; AND JULIO D. CAVERO INDIVIDUALLY AS PERSONAL GUARANTOR; AND DOES I-X AND ROE CORPORATIONS I-X, INCLUSIVE CASE NO. 18C024457	BREACH OF CONTRACT	JUSTICE COURT OF LAS VEGAS TOWNSHIP COUNTY OF CLARK, STATE OF NEVADA	OPEN
7.2	FLORISTS TRANSWORLD DELIVERY, INC. V. EXQUISITE FLORAL DESIGNS BY CATHRYN LLC, ET AL CASE NO. CACE1801 6527	BREACH OF CONTRACT	CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT IN AND FOR BROW ARD COUNTY, FLORIDA	SETTLED
7.3	FLORISTS TRANSWORLD DELIVERY, INC ("FTD") V HECTOR DELGADILLO, DBA RIVERSIDE FLOWERS AND GIFTS, ETC., (RIVERSIDE COUNTY SUPERIOR COURT CASE #RIC 1825862) CASE #RIC 1825862	BREACH OF CONTRACT	RIVERSIDE COUNTY SUPERIOR COURT SOUTHERN CALIFORNIA	OPEN
7.4	FLORISTS' TRANSWORLD DELIVERY, INC. V. STEFFEN FUCHS (EUIPO OPPOSITION NO. 003073657) OPPOSITION NO. B 003073657 AGAINST EUIPO APP. NO. 017965691	FOREIGN TRADEMARK OPPOSITION	EUROPEAN UNION INTELLECTUAL PROPERTY OFFICE (EUIPO) AVENIDA DE EUROPA, 4, ALICANTE 3008, ES	OPEN
7.5	FLORISTS' TRANSWORLD DELIVERY, INC. V. W. KORDES' SOHNE ROSENSCHULEN GMBH & CO KG (EUIPO OPPOSITION NO. 3072040) OPPOSITION NO. B 003072040 AGAINST EUIPO APP. NO. 017949242;	FOREIGN TRADEMARK OPPOSITION	EUROPEAN UNION INTELLECTUAL PROPERTY OFFICE (EUIPO) AVENIDA DE EUROPA, 4, ALICANTE 3008, ES	OPEN

Part 3: Legal Actions or Assignments

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☑ None

Custodian's Name and Address	Court Name and Address	Case Title and Number	Date	Description of Property	Value
8.1 NONE					

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than $1,000

☑ None

Recipient's Name and Address	Recipient's Relationship to Debtor	Description of the Gifts or Contributions	Dates Given	Value
9.1 NONE				

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☑ None

Description of Property	How Loss Occurred	Amount of Payments Received	Date of Loss	Property Value
		If you have received payments to cover the loss, for example, from insurance, govertnment compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).		
10.1 NONE				$0
			TOTAL	**$0**

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☑ None

Who was Paid or Who Received the Transfer? Address	Email / Website	Who Made the Payment, if not Debtor?	If not Money, Describe any Property Transferred	Dates	Total Amount or Value
11. 1 NONE					$0

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 6: Certain Payments or Transfers

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☑ None

Name of Trust or Device	Trustee	Describe any Property Transferred	Dates Transfers were Made	Total Amount / Value
12.1 NONE				$0

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 6: Certain Payments or Transfers

13. Transfers not already listed on this statement

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

	Name and Address of Transferee, Relationship to Debtor	Description of Property	Date Transfer was Made	Total Amount or Value
13. 1	BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT 901 MAIN STREET MAIL CODE TX1-492-14-12 ATTN: JARED MCCLURE DALLAS, TX 75202-3714	FLORISTS' TRANSWORLD DELIVERY, INC. TRANSFERRED 100 SHARES OF FTD INDIA PRIVATE LIMITED TO PERFECT COLLATERAL PLEDGED IN CONNECTION WITH THE 7TH AMENDMENT TO THE CREDIT AGREEMENT.	3/19/2019	UNDETERMINED
13. 2	BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT 901 MAIN STREET MAIL CODE TX1-492-14-12 ATTN: JARED MCCLURE DALLAS, TX 75202-3714	FLORISTS' TRANSWORLD DELIVERY, INC. TRANSFERRED 5.10 SHARES OF FTD CANADA, INC. TO PERFECT COLLATERAL PLEDGED IN CONNECTION WITH THE 7TH AMENDMENT TO THE CREDIT AGREEMENT.	5/6/2019	UNDETERMINED
			TOTAL	**UNDETERMINED**

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☑ Does not apply

Address	Dates of Occupancy
14.1 NONE	From: _____ To: _____

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- [x] No. Go to Part 9.
- [ ] Yes. Fill in the information below.

Facility Name and Address	Nature of the Business Operation, Including Type of Services the Debtor Provides	Location Where Patient Records are Maintained (if Different from Facility Address). If Electronic, Identify any Service Provider.	If Debtor Provides Meals and Housing, Number of Patients in Debtor's Care	How are Records Kept?
15. 1 NONE				☐ Electronic ☐ Paper

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☐ No.
- ☑ Yes. State the nature of the information collected and retained. Addresses, EINs, bank account numbers, etc.

Does the debtor have a privacy policy about that information?

- ☐ No
- ☑ Yes

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 9: Personally Identifiable Information

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

☑ No. Go to Part 10.

☐ Yes. Fill in below:

Describe: _____ EIN: _____

Has the plan been terminated?

☐ No

☐ Yes

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 10: **Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☑ None

Financial Institution Name and Address	Last 4 Digits of Acct Number	Type of Account	Date of Closing	Last Balance
l8.1 NONE				

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☑ None

	Depository Institution Name and Address	Names of Anyone with Access to it and Address	Description of the Contents	Does Debtor still have it?
19. 1	NONE			☐ No ☐ Yes

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☑ None

Facility Name and Address	Names of Anyone with Access to it	Address	Description of the Contents	Does Debtor still have it?
20. 1 NONE				☐ No ☐ Yes

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☑ None

Owner's Name and Address	Location of the Property	Description of the Property	Value
21.1 NONE			

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything than an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similary harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- [x] No
- [ ] Yes. Provide details below.

Case Title and Case Number	Court or Agency Name and Address	Nature of Proceeding	Status
22. 1 NONE			

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 12: Details About Environmental Information

For the purpose of Part 12, the followig definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything than an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similary harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable under or in violation of an environmental law?

- [x] No
- [ ] Yes. Provide details below.

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
23. 1 NONE			

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 12: Details About Environmental Information

For the purpose of Part 12, the followig definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything than an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similary harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

24. Has the debtor notified any governmental unit of any release of hazardous material?

- [x] No
- [ ] Yes. Provide details below.

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
24.1 NONE			

FTD Companies, Inc., et al.
Organizational Structure
Exhibit Related to SOFA Part 13, Question 25

Count	Debtor	Entity Name[1]	Street Address	Date of Incorporation	Location of Incorporation	Federal Tax ID	Parent	Ownership	Nature of Business
1	x	FTD Companies, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	4/25/2008	Delaware, USA	32-0255852		Public Company	Parent company
2	x	FTD Group, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	9/30/2003	Delaware, USA	87-0719190	FTD Companies, Inc.	100.00%	
3	x	FTD, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	3/8/1993	Delaware, USA	13-3711271	FTD Group, Inc.	100.00%	
4	x	Bloom That, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	6/3/2013	Delaware, USA	46-2919936	FTD, Inc.	100.00%	F/K/A FTD International Corporation (12/14/2017)
5	x	FTD.CA, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	7/19/2011	Delaware, USA	45-2787556	FTD, Inc.	100.00%	
6	x	Florists' Transworld Delivery, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	1/5/1924	Michigan, USA	38-0546960	FTD, Inc.	100.00%	
7	x	FTD.COM Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	5/19/1999	Florida, USA	36-4294509	Florists' Transworld Delivery, Inc.	100.00%	
8	x	FlowerFarm, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	7/28/1999	Delaware, USA	36-4332852	Florists' Transworld Delivery, Inc.	100.00%	F/K/A Value Network Service, Inc. (12/15/2016)
9		Interflora, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	3/11/1946	Michigan, USA	38-6064505	Florists' Transworld Delivery, Inc.	33.33%	Non-debtor Affiliate
10		FTD India Private Limited	Cyber Gateway Bldgl, Block D-Wing II, 5th Floor, Madhapur Village	12/27/2012	India		FTD, Inc. / Florists' Transworld Delivery, Inc.	98%; 2%	Non-debtor Affiliate
11		FTD Canada, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	4/6/1973	Canada		FTD, Inc.	100.00%	Non-debtor Affiliate
12	x	FSC Denver LLC	2250 N. Airport Boulevard, Suite F / Aurora, CO 80011	10/31/2018	Delaware, USA	83-4367104	FTD, Inc.	100.00%	
13	x	FSC Phoenix LLC	625 South 27th Ave., Suite 137 / Phoenix, AZ 85009	3/20/2018	Delaware, USA	83-4447970	FTD, Inc.	100.00%	
14	x	Provide Commerce LLC	4830 Eastgate Mall / San Diego, CA 92121	2/6/1998	Delaware, USA	84-1450019	FTD, Inc.	100.00%	
15	x	Provide Cards, Inc.	4830 Eastgate Mall / San Diego, CA 92121	10/27/2006	California, USA	20-5803462	Provide Commerce LLC	100.00%	
16	x	Provide Creations, Inc.	1301 Internationale Parkway / Woodridge, IL 60517	10/17/1997	Delaware, USA	36-4188964	Provide Commerce LLC	100.00%	
17	x	Giftco, LLC	1301 Internationale Parkway / Woodridge, IL 60517	6/28/2013	Delaware, USA	46-3345832	Provide Commerce LLC	100.00%	
18	x	FTD Mobile, Inc.	3113 Woodcreek Drive/ Downers Grove, IL 60515	2/28/2011	Delaware, USA	45-0717423	Provide Commerce LLC	100.00%	F/K/A Sincerely Incorporated (8/22/2018)

Notes:

[1] For ownership purposes, subsidiaries are shown as indented beneath their parent.

[2] On May 31, 2019 FTD Inc., a wholly-owned subsidiary of FTD Companies, Inc. completed the sale of all equity and assets of its wholly-owned subsidiary FTD UK Holdings Limited to Teleflora UK Holdings Limited. This sale included the equity and assets of FTD UK Holdings Limited and its subsidiaries Interflora Holdings Limited, Interflora Investments Limited, Interflora Group Limited, and Interflora British Unit, the entirety of the Company's UK business.

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

	Name and Address	Dates of Service
26a.1	STEVEN D. BARNHART - EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	From: 1/8/2018 To:

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

	Name and Address	Dates of Service			
26b. 1	BRIAN COOPER 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	From:	9/5/2017	To:	1/26/2018
26b. 2	DELOITTE & TOUCHE LLP CHICAGO, IL	From:	5/11/2014	To:	
26b. 3	STEPHEN TUCKER 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	From:	12/13/2016	To:	9/15/2017
26b. 4	STEVEN D. BARNHART 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	From:	1/8/2018	To:	

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

	Name and Address	If any Books of Account and Records are Unavailable, Explain Why
26c.1	DELOITTE & TOUCHE LLP CHICAGO, IL	AUDITOR
26c.2	STEVEN D. BARNHART 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

26. Books, records, and financial statements

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

	Name and Address
26d. 1	REFER TO FOOTNOTE .

Specific Notes

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, FTD Companies, Inc. prepares and files with the SEC Form 10-Q Quarterly Reports, Form 10-K Annual Reports, and Form 8K Special Reports (collectively, the "SEC Filings"). The SEC Filings contain consolidated financial information relating to the Debtor and its affiliates. Additionally, the Debtors have historically provided information such as annual reports on their website. Because the SEC Filings and other reports are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtor or other sources.

Part 13: Details About the Debtor's Business or Connections to Any Business

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- [x] No
- [ ] Yes. Give the details about the two most recent inventories.

Name of the Person who Supervised the Taking of the Inventory	Name and Address of the Person who has Possession of Inventory Records	Date of Inventory	Dollar Amount	Basis
27. 1 NONE				

Part 13: Details About the Debtor's Business or Connections to Any Business

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name and Address	Positition and Nature of any Interest	Percent of Interest, if any
28. 1	JAY TOPPER 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, EXECUTIVE VICE PRESIDENT AND CHIEF DIGITAL OFFICER	
28. 2	JENNIFER BAUMANN 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, ASSISTANT SECRETARY	
28. 3	SCOTT D. LEVIN 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	DIRECTOR	
28. 4	SCOTT D. LEVIN 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, PRESIDENT, CEO AND SECRETARY	
28. 5	STEVEN BARNHART 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, EXECUTIVE VICE PRESIDENT, CFO AND TREASURER	
28. 6	STEVEN BARNHART 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	DIRECTOR	
28. 7	TOM D. MOELLER 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, EXECUTIVE VICE PRESIDENT, FLORIST DIVISION	

Florists' Transworld Delivery, Inc. **Case Number: 19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
- ☑ Yes. Identify below.

	Name and Address	Position and Nature of Interest	Period During Which Position Was Held
29. 1	DALE PERROTT 3113 WOODCREEK DR DOWNERS GROVE, IL 60515	OFFICER, EXECUTIVE VICE PRESIDENT, OPERATIONS	From: 9/7/2016 To: 5/30/2019

Part 13: Details About the Debtor's Business or Connections to Any Business

30. Payments, Distributions, or Withdrawals Credited or Given to Insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- [x] No
- [ ] Yes. Identify below.

Name and Address of Recipient and Relationship to Debtor	Amount	Dates	Reason for Providing the Value
30.1 NONE			

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 13: Details About the Debtor's Business or Connections to Any Business

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
- ☑ Yes. Identify below.

Name of Parent Corporation	Employer Identification Number of the Parent Corporation
31. 1 FTD COMPANIES, INC.	EIN: 32-0255852

Part 13: Details About the Debtor's Business or Connections to Any Business

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☐ No
- ☑ Yes. Identify below.

	Name of Pension Fund	Employer Identification Number of the Pension Fund
32. 1	FLORISTS' TRANSWORLD DELIVERY, INC. SALARIED EMPLOYEES' PENSION PLAN (PLAN ID#: 001)	EIN: 38-0546960

Specific Notes

Certain current and former employees of Debtor Florists' Transworld Delivery, Inc. are eligible to receive payments under a legacy pension plan that was frozen in 1995 (the "FTD Pension Plan").

Florists' Transworld Delivery, Inc. **Case Number:** **19-11244**

Part 14: Signature and Declaration

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.

I have examined the information in this Statement of Financial Affairs and any attachments and have a resonable belief that the information is true and correct.

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

Executed on: July 13, 2019

Signature: /s/ Alan D. Holtz

Alan D. Holtz, Chief Restructuring Officer

Name and Title

Are additional pages to the Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207) attached?

- [X] No
- [ ] Yes