

STATE OF MINNESOTA
COUNTY OF HENNEPIN

DISTRICT COURT
FOURTH JUDICIAL DISTRICT

Case Type: Other/Civil

In re:

Court File No.:
Judge:

Assignment for the Benefit of Creditors of
Young America, LLC

ASSIGNMENT FOR THE BENEFIT OF CREDITORS

ASSIGNMENT

THIS ASSIGNMENT is made this 3rd day of September, 2020, by and between **Young America, LLC**, with a principal place of business at 10 S. Fifth Street, 7th Floor, Minneapolis, MN 55402 (hereinafter "Assignor"), and **YA ABC, LLC**, whose address is c/o Development Specialists, Inc., 10 S LaSalle Street, Suite 3300, Chicago, Illinois 60603 (hereinafter "Assignee").

WHEREAS, the Assignor had been engaged in the marketing services business.

WHEREAS, the Assignor is indebted to creditors and is unable to pay debts as they become due, and is desirous of providing for the payment of debts, so far as it is possible by an assignment of property for that purpose.

NOW, THEREFORE, the Assignor, in consideration of the Assignee's acceptance of this assignment, and for other good and valuable consideration, hereby assigns to the assignee, and the assignee's successors and assigns, the assignor's property, except the property as is exempt by law from levy and sale under an execution (and then only to the extent of the exemption), including but not limited to all real property, fixtures, goods, stock, inventory, equipment, furniture, furnishings, accounts receivable, general intangibles, bank deposits, cash, promissory notes, cash value and proceeds of insurance policies, claims, and demands belonging to the assignor, wherever the property may be located (hereinafter collectively the "Assignment Property"), which property is set forth on Schedule A attached hereto.

A list of the creditors of the Assignor is set forth in Schedule B annexed hereto.

By making this assignment, the Assignor consents to the appointment of the Assignee as a general receiver with respect to the Assignment Property in accordance with Minnesota Statutes, chapters 576 and 577.

The Assignee shall take possession of and administer the Assignment Property and shall liquidate the assignment property with reasonable dispatch, collect all claims and demands hereby assigned as and to the extent they may be collectible, and pay and discharge all reasonable expenses, costs, and disbursements in connection with the execution and administration of this assignment from the proceeds of the liquidations and collections in accordance with Minnesota Statutes, chapters 576 and 577.

The Assignee shall then pay and discharge in full, to the extent that funds are available from the Assignment Property after payment of expenses, costs, and disbursements, all of the debts and liabilities now due from the Assignor, including interest on the debts and liabilities in full, in accordance with Minnesota Statutes, chapters 576 and 577.

In the event that all debts and liabilities are paid in full, the remainder of the Assignment Property shall be returned to the Assignor.

To accomplish the purposes of this assignment, the Assignor hereby irrevocably appoints the Assignee as the Assignor's true and lawful attorney-in-fact, with full power and authority to do all acts and things which may be necessary to execute and fulfill the assignment hereby created, to the same extent as the acts and things might be done by the Assignor in the absence of this assignment, including, but not limited to, the power to demand and recover from all persons all assignment property; to sue for the recovery of assignment property; to execute, acknowledge, and deliver all necessary deeds, instruments, and conveyances, and to grant and

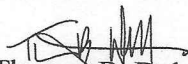
convey any or all of the real or personal property of the Assignment Property pursuant thereto; and to appoint one or more attorneys to assist the assignee in carrying out the Assignee's duties hereunder.

The Assignor hereby authorizes the Assignee to sign the name of the Assignor to any check, draft, promissory note, or other instrument in writing which is payable to the order of the assignor, or to sign the name of the assignor to any instrument in writing, whenever it shall be necessary to do so, to carry out the purposes of this assignment.

The Assignor declares, under penalty of perjury under the laws of the state of Minnesota, that the attached schedules of the property or the Assignor and creditors are true and complete to the best of the Assignor's knowledge.

The Assignee hereby accepts the assignment property and agrees faithfully and without delay to carry out the Assignee's duties under the foregoing assignment.

YOUNG AMERICA, LLC, assignor

By: 
Name: Thomas B. Doherty
Title: Director

YA ABC, LLC, assignee


By: 
Name: Steven L. Victor
Title: Authorized Representative

Exhibit A

Asset List

See Attached List

Asset Summary
Young America, LLC

	Asset Type	Book or Nominal Value	Estimated Value
	Cash on Hand	None	None
	Checking, Savings, Money Market, or Financial Brokerage Accounts	\$ 380,450.10	\$ 380,450.10
	Other Cash Equivalents	None	None
	Deposits, including security deposits and utility deposits	\$ 274,070.68	TBD
	Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent	\$ 174,292.18	\$ -
	Accounts Receivable	\$ 1,242,309.83	TBD
	Mutual Funds or Publicly Traded Stocks (not included in Part 1)	None	None
	Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture	\$ -	\$ -
	Government bonds, corporate bonds, and other negotiable and non-negotiable instruments (not included in Part 1)	None	None
	Raw Materials	None	None
	Work In Progress	None	None
	Finished Goods, including Goods Held for Resale	None	None
	Other Inventory and Supplies	None	None
	Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?	None	None
	Crops—either planted or harvested	None	None
	Farm Animals (Examples: Livestock, poultry, farm-raised fish)	None	None
	Farm machinery and equipment (other than titled motor vehicles)	None	None
	Farm and fishing supplies, chemicals, and feed	None	None
	Other farming and fishing-related property (not already listed in Part 6)	None	None
	Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?	None	None
	Office Furniture	\$ 355,543.40	Undetermined
	Office Fixtures	None	None
	Office equipment, including all computer equipment and communication systems equipment and software	\$ 2,004,376.85	Undetermined
	Collectibles	None	None
	Automobiles, Vans, Trucks, Motorcycles, Trailers, and Titled Farm Vehicles	None	None
	Watercraft, trailers, motors, and related accessories (Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels)	None	None
	Aircraft and Accessories	None	None
	Other machinery, fixtures, and equipment (excluding farm machinery and equipment)	\$ 773,860.47	Undetermined
	Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest	None	None
	Patents, copyrights, trademarks, and trade secrets	Undetermined	Undetermined
	Internet domain names and websites	Undetermined	Undetermined
	Licenses, franchises, and royalties	None	None
	Customer lists, mailing lists, or other compilations	None	None
	Other intangibles, or intellectual property	None	None
	Goodwill	None	None
	Notes Receivable	None	None
	Tax refunds and unused net operating losses (NOLs)	\$ 1,115,337.25	TBD
	Interests in insurance policies or annuities	None	None
	Causes of action against third parties (whether or not a lawsuit has been filed)	None	None
	Other contingent and unliquidated claims or causes of action of every nature (including counterclaims of the debtor and rights to set off claims)	\$(5,543,363.50)	TBD
	Trusts, equitable or future interests in property	None	None
	Other property of any kind not already listed (Examples: Season tickets, country club membership)	None	None
Total		\$ 776,877.26	\$ 380,450.10

Exhibit B

Creditor List

See Attached List

SCHEDULE D ATTACHMENT
Creditors Who Have Secured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Email	Last 4 Digits of Account #	Amount of Claim
Cisco Systems Capital Corporation	170 W Tasman Dr	MS SJ13-3	San Jose	CA	95134-1700			
Madison Capital Funding, LLC, as Agent	227 West Monroe Street, Suite 5400		Chicago	IL	60606			\$18,000,000.00
SHI International Corp	1111 Old Eagle School Rd		Wayne	PA	19087	anthony_kaufman@shi.com	2919	\$31,288.08
SHI International Corp	1111 Old Eagle School Rd		Wayne	PA	19087	anthony_kaufman@shi.com	5141	\$2,395.06
SHI International Corp	1111 Old Eagle School Rd		Wayne	PA	19087	anthony_kaufman@shi.com	6603	\$9,048.95
SHI International Corp	1111 Old Eagle School Rd		Wayne	PA	19087	anthony_kaufman@shi.com	2915	\$66,878.20

SCHEDULE E ATTACHMENT
Creditors Who Have Priority Unsecured Claims

Creditor's Name	Address 1	Date Incurred	Basis for Claim	Total Claim
Doug Holmgren	Address Redacted	4/3/2020	Severance Claim	Undetermined
Janet Fahey	Address Redacted	4/3/2020	Severance Claim	\$35,900.00
Joan Fatz	Address Redacted	2/1/2020	Severance Claim	\$7,923.10
John Coskran	Address Redacted	4/3/2020	Severance Claim	\$212,437.50
Renee Jackson	Address Redacted	4/3/2020	Severance Claim	Undetermined
Sara Fehrenbacher	Address Redacted	4/3/2020	Severance Claim	\$120,000.00
Todd Carter	Address Redacted	4/3/2020	Severance Claim	\$212,437.50

SCHEDULE F ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Total Claim
10 South 5th Street, LP	c/o R2 Companies	1200 N North Branch, 2nd Floor	Chicago	IL	60642	\$40,576.55
Adcetera	3000 Louisiana Street		Houston	TX	77006	\$9,211.50
Adidas Group	5055 N. Greeley Ave		Portland	OR	97217	\$3,325.00
ADP, LLC	PO Box 842875		Boston	MA	02116	\$2,386.60
Advanced Records Management	13700 Water Tower Circle		Plymouth	MN	55441	\$278.44
Albertsons Companies LLC						\$0.00
American Express	PO Box 0001		Los Angeles	CA	90096-8000	\$28,142.33
Anheuser-Busch, LLC	Live Nation Entertainment		New York	NY	10011	\$207,561.28
Aptive Environmental	5132 N. 300 W#150		Provo	UT	84604	\$45,356.00
Ariba, Inc	PO Box 642962		Pittsburgh	PA	15264	\$15,318.43
Aspect Software, Inc.	PO Box 2869		Carol Stream	IL	60132-2896	\$81,936.11
Bai	1800 E State St		Hamilton Township	NJ	08609	\$4,029.66
Berry Coffee Company, Inc.	14825 Martin Drive		Eden Prairie	MN	55344	\$1,023.13
Carlson School of Management	321 19th Avenue South	Suite 4-300	Minneapolis	MN	55455	\$11,457.49
Cellular South Inc, dba C Spire	1801 Highland Colony Parkway	Suite 700	Ridgeland	MS	39157	\$0.00
CenturyLink	PO Box 2956		Phoenix	AZ	85062	\$215.72
Cheetos	7701 Legacy Place		Plano	TX	75024	\$48,052.76
Comcast	PO Box 60533		City of Industry	CA	91716	\$128.95
Constellation Brands DBA Crown Imports			Chicago	IL	60603	\$3,813.69
Cooper Tire						\$0.00
CrowdTwist	110 E 23rd St	Floor 8	New York	NY	10010	\$2,483.25
Culver's	1240 Water Street		Prairie du Sac	WI	53578	\$1,250.00
Daniel Wilcox	21490 Coaley Bay Dr		Detroit Lakes	MN	56501	\$12,280.00
DanoneWave	100 Hillside Avenue		White Plains	NY	10603	\$19,825.57
Datamark, Inc.	123 W. Mills Avenue	Suite 400	El Paso	TX	79901	\$385,693.96
Delaware North Companies Gaming & Entertainment, I	250 Delaware Avenue		Buffalo	NY	14202	\$14,835.00
Delaware Secretary of State	Division of Corporations	P.O. Box 5509	Binghamton	NY	13902	\$300.00
Dianna McClenahan	7 Fishers Hill Drive		St. Peters	MO	63376	\$7,293.75
DirectTV PPD cards	1010 N Saint Mary's St		San Antonio	TX	78215	\$449,904.00
DiscoverOrg Data, LLC	Dept LA 24789		Pasadena	CA	91185	\$5,925.00
DocuSign, Inc.	PO Box 123428	Dept 3428	Dallas	TX	75312-3428	\$9,056.25
Doritos	7701 Legacy Drive		Plano	TX	75024	\$313,237.94
Dynabook Americas, Inc.	9740 Irvine Road		Irvine	CA	92618	\$37,944.55
Faegre Drinker Biddle & Reath LLP	NW 6139	P O Box 1450	Minneapolis	MN	55485	\$1,152.00
Federal Express Corp.	PO Box 94515		Palatine	IL	60694-0909	\$911.78
First Insurance Funding	PO Box 7000		Carol Stream	IL	60197	\$18,394.61
Flexential Colorado Corp.	PO Box 732368		Dallas	TX	75373	\$12,848.28
Fredrikson & Bryon	P.O. Box 1484		Minneapolis	MN	55480	\$312.50
Frito-Lay Food Service	7701 Legacy Drive		Plano	TX	75024	\$2,652.05
Frito-Lay MultiPacks	7701 Legacy Place		Plano	TX	75024	\$80,807.89
Frito-Lay, Inc. (FLNA)	7701 Legacy Drive		Plano	TX	75024	\$361,990.05

SCHEDULE F ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Total Claim
Gatorade	555 West Monroe St		Chicago	IL	60661	\$8,614.24
Gatorade Shopper Marketing	555 West Monroe St		Chicago	IL	60661	\$174,652.73
Genuine Parts - NAPA	2999 Wildwood Pkwy		Atlanta	GA	30339	\$402.50
Genuine Parts Company	2999 Circle 75 Parkway		Atlanta	GA	30339	\$70.00
Goldberg Kohn LTD	55 East Monroe Street	Suite 3300	Chicago	IL	60603-5792	\$1,301.00
Golden Grain Company	555 W Monroe		Chicago	IL	60661	\$9,930.04
Hays Companies	BMO-88	P.O. Box 1414	Minneapolis	MN	55480-1414	\$3,425.00
Hershey	19 East Chocolate Ave		Hershey	PA	17033	\$33,542.06
Hewlett-Packard - Recycling Program	1501 Page Mill Rd		Palo Alto	CA	94304-1126	\$35.00
Hewlett-Packard - Sweeps	1301 SE Tech Center Dr		Vancouver	WA	98683	\$51,361.73
Hewlett-Packard Company	1301 SE Tech Center Dr		Vancouver	WA	98683	\$2,575.01
Hillshire Farms						\$0.00
Huron Consulting Services, LLC	PO Box 71223		Chicago	IL	60694-1223	\$6,300.00
Impact Mailing of Minnesota, Inc.	4600 Lyndale Ave N		Minneapolis	MN	55412	\$100,374.62
InfoLawGroup LLP	PO Box 2139		Manhattan Beach	CA	90267	\$712.50
Ingersoll Rand						\$0.00
Insider Marketing						\$0.00
Insta-Bond.com	401 Edgewater Place; Suite 400		Wakefield	MA	01880	\$2,335.44
Intralinks	PO Box 392134		Pittsburgh	PA	15251-9134	\$2,429.49
Katten Muchin Rosenman LLP	525 W. Monroe Street		Chicago	IL	60661	\$360,690.52
Language Line Services	PO Box 202564		Dallas	TX	75320-2564	\$2,360.87
Larson Manufacturing	2333 Eastbrook Drive		Brookings	SD	57006	\$5,894.80
Lay's	7701 Legacy Drive		Plano	TX	75024	\$55,907.37
Level 3 Communications	PO Box 910182		Denver	CO	80291	\$20,056.59
Liberty Packaging Inc.	PO Box 856558		Minneapolis	MN	55485-6558	\$18,321.88
LINA	P.O. Box 13701		Philadelphia	PA	19101-3701	\$5,072.03
Little Caesar Enterprises, Inc.	2211 Woodward Ave		Detroit	MI	48201	\$2,188.18
Loeb & Loeb LLP	10100 Santa Monica Blvd	Suite 2200	Los Angeles	CA	90067	\$3,324.50
Lowe's - Electrolux META	10200 David Taylor Drive		Charlotte	NC	28262	\$0.20
Lowe's GE	PO Box 5290		Louisville	KY	40232	\$8.45
Lowe's Manufacturers	1000 Lowe's Blvd		Mooresville	NC	28117	\$0.43
Lowe's Samsung META	105 Challenger Road		Ridgefield Park	NJ	07660	\$301,782.07
Lucas Oil Products	302 North Sheridan Street		Corona	CA	92880	\$17,644.20
Marco Technologies LLC	P.O. Box 790448		St. Louis	MO	63179-0408	\$273.16

SCHEDULE F ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Total Claim
Mead Johnson & Company, LLC						\$0.00
Merz Aesthetics	6501 Six Forks Road		Raleigh	NC	27615	\$2,337,409.00
MetaBank	5501 S. BroadBand Lane		Sioux Falls	SD	57108	\$1,178,672.65
Metro by T-Mobile	T-Mobile USA Inc.		Portland	OR	97208-3245	\$3,354,499.35
Metro Transit	560 6th Avenue North	Accounts Receivable	Minneapolis	MN	55411	\$3,652.00
Mike's Hard Lemonade						\$0.00
Miller's Ale House Inc						\$0.00
Minneapolis Downtown Council	81 South 9th Street	Suite #260	Minneapolis	MN	55402	\$57,250.00
Motorola	222 W Merchandise Mart Plaza #1800		Chicago	IL	60654	\$854,376.88
Mountain Dew Brand	6751 Alexander Bell Dr		Columbia	MD	21046	\$157,790.91
NACCS	6600 N Military Trail	Mail Code S413F	Boca Raton	FL	33496	\$2,771.47
National Tire Wholesale	7280 Professional Center r		Palm Beach Gardens	FL	33410	\$204,047.30
Next Payment						\$0.00
Norton Rose Fulbright US LLP	Dept 2613	PO Box 122613	Dallas	TX	75312-2613	\$3,404.08
OceanTech	1313 Winter Street NE		Minneapolis	MN	55413	\$60.30
Office Depot	PO Box 88040		Chicago	IL	60680-1040	\$817.89
Office Depot	PO Box 152388		Cape Coral	FL	33915-2388	\$4.76
Office Depot Inc.(NACCS)	6600 N Military Trail		Boca Raton	FL	33496	\$0.06
OneMain Financial	100 International Drive	Suite 15000	Baltimore	MD	21202	\$0.00
Open Text, Inc.	c/o JP Morgan Lockbox	24685 Network Place	Chicago	IL	60673	\$3,498.65
Oracle America, Inc.	PO Box 203448		Dallas	TX	75320-3448	\$70,687.96
PCNA Brand	1111 Westchester AVE		White Plains	NY	10604	\$607.92
PCNA Regional	1111 Westchester Ave		White Plains	NY	10604	\$66,460.00
PCNA Shopper Marketing	*DO NOT USE*		Schaumburg	IL	60173	\$21,135.38
Pep Boys	3111 West Allegheny		Philadelphia	PA	19132	\$15,419.05
Pepsi Brand	1111 Westchester Ave		White Plains	NY	10604	\$5,255.93
PepsiCo Foodservice	4170 Ashford Dunwoody Rd	Ste 300	Atlanta	GA	30319	\$93,002.16
PepsiCo, Inc.	700 Anderson Hill Rd		Purchase	NY	10577	\$38,465.45
Pepsi-Cola North America (PCNA)	115 W 30th St		New York	NY	10001	\$466.54
Plansource						\$0.00
Plante & Moran, PLLC	16060 Collections Center Drive		Chicago	IL	60693	\$6,000.00
Post						\$0.00
Premier Protein						\$0.00
Promotion Watch	90469 Collection Center Drive		Chicago	IL	60693	\$2,600.00
Quaker Oats Breakfast	555 West Monroe St		Chicago	IL	60661	\$99,135.87
Quaker Oats Co	555 W. Monroe St. 10th Floor		Chicago	IL	60661	\$0.00

SCHEDULE F ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Total Claim
Quaker Snacks	555 W. Monroe		Chicago	IL	60661	\$18,106.55
Resideo	1985 Douglas Drive North		Golden Valley	MN	55422	\$131,029.50
Reynolds Consumer Products	401 N. Main Street		Winston-Salem	NC	27102	\$269,817.09
Riptide Media	7390 Silent Water Way		Las Vegas	NV	89149	\$218,832.26
Robert Half Finance & Accting	PO Box 743295		Los Angeles	CA	90074	\$18,062.23
Roberts Business Forms	3761 Dunlap St. N		Arden Hills	MN	55112	\$6,424.71
Rold Gold	7701 Legacy Dr		Plano	TX	75024	\$497.90
RSM US LLP	5155 Paysphere Circle		Chicago	IL	60674-0051	\$24,192.00
Ruffles	7701 Legacy Drive		Plano	TX	75024	\$74,617.67
S C Johnson	1525 Howe Street		Racine	WI	53403	\$31.73
Sazerac	10400 Linn Station Road		Louisville	KY	40223	\$3,380.03
SHI International Corp	PO Box 41602		Philadelphia	PA	19101-1602	\$12,449.47
Shred-it USA	28883 Network Place		Chicago	IL	60673	\$216.00
Solutran	13305 12th Avenue North		Plymouth	MN	55441	\$474.73
Spectrum Enterprise	530 S. Main St.		Akron	OH	44311	\$1,439.36
SPS Commerce, Inc.	PO Box 205782		Dallas	TX	75320	\$1,121.70
Stacy's Pita and Bagel Chips	7701 Legacy Dr		Plano	TX	75024	\$0.00
TBC Corporation dba NTW	4300 TBC Way		Palm Beach Gardens	FL	33410	\$150,000.00
The PepBoys - Manny, Moe & Jack and Affi	3111 West Allegheny Avenue		Philadelphia	PA	19132	\$847,000.00
Tillamook Country Smoker	8250 Warren St		Bay City	OR	97107	\$52.91
Tostitos	7701 Legacy Drive		Plano	Texas	75024	\$8,881.52
TransPerfect Translations Int'l Inc.	Attn: Accounts Receivable	1250 Broadway, 32nd Floor	New York	NY	10001	\$1,749.80
Transtelco, Inc.	500 W Overland Ave.	Suite 310	El Paso	TX	79901	\$13,543.62
Travel One	2001 Killebrew Drive	Suite 305	Bloomington	MN	55425	\$236.37
Tru Green						\$0.00
Twilio Inc.	Dept LA 23938		Pasadena	CA	91185-3938	\$3,012.13
U.S. Cellular	PO Box 628430		Middleton	WI	53562	\$1,488,677.68
Upland Software, Inc.	P.O. Box 205921		Dallas	TX	75320-5921	\$6,962.49
US Bank Equipment Finance	P.O. Box 790448		St. Louis	MO	63179-0408	\$1,161.15
USCC Services, LLC	8410 West Bryn Mawr Avenue		Chicago	IL	60631	\$1,026,920.25

SCHEDULE F ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	ZIP	Total Claim
Viasat, Inc.	349 Inverness Drive South		Englewood	CO	80112	\$0.00
Vita Coco	250 Park Ave. South		New York	NY	10003	\$1,746.50
Waterfall International						\$0.00
Whirlpool	600 W Main Street		Benton Harbor	MI	49022	\$1,236.22
Wirecard North America	555 North Lane, Suite 5040		Conshohocken	PA	19428	\$4,742.80