

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Genesis Global Holdco, LLC

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

3. Debtor's federal Employer Identification Number (EIN) 38 - 4058219

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>250 Park Avenue South</u> <small>Number Street</small>	_____ <small>Number Street</small>
	<u>5th Floor</u>	_____ <small>P.O. Box</small>
	<u>New York</u> <u>NY</u> <u>10003</u> <small>City State ZIP Code</small>	_____ <small>City State ZIP Code</small>
	Location of principal assets, if different from principal place of business	
	<u>New York</u> <small>County</small>	_____ <small>Number Street</small>
		_____ <small>City State ZIP Code</small>

5. Debtor's website (URL) www.genestrading.com

Debtor Genesis Global Holdco, LLC
Name

Case number (if known) _____

- 6. Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 - Partnership (excluding LLP)
 - Other. Specify: _____

- 7. Describe debtor's business**
- A. *Check one:*
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above
-
- B. *Check all that apply:*
- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
-
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
- 5 2 3 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:*
- Chapter 7
 - Chapter 9
 - Chapter 11. *Check all that apply:*
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 - Chapter 12

Debtor Genesis Global Holdco, LLC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No
 Yes. District _____ When _____ Case number _____
MM / DD / YYYY
If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No
 Yes. Debtor See attached Schedule 1 Relationship Affiliate
District Southern District of New York When Date hereof
MM / DD / YYYY
List all cases. If more than 1, attach a separate list. Case number, if known _____

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

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

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

Where is the property?

Number _____ Street _____
City _____ State ZIP Code _____

Is the property insured?

No
 Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

Debtor Genesis Global Holdco, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 01/19/2023
MM / DD / YYYY

X /s/ A. Derar Islim
Signature of authorized representative of debtor

A. Derar Islim
Printed name

Title Interim CEO

Debtor Genesis Global Holdco, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Sean A. O'Neal
Signature of attorney for debtor

Date 01/19/2023
MM / DD / YYYY

Sean A. O'Neal
Printed name

Cleary Gottlieb Steen & Hamilton LLP
Firm name

One Liberty Plaza
Number Street

New York NY 10006
City State ZIP Code

212-225-2000 soneal@cgsh.com
Contact phone Email Address

3979267 NY
Bar number State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Genesis Global Holdco, LLC.

1. Genesis Global Holdco, LLC
2. Genesis Global Capital, LLC
3. Genesis Asia Pacific Pte. Ltd.

CLEARY GOTTlieb STEEN & HAMILTON LLP
Sean A. O’Neal
Jane VanLare
One Liberty Plaza
New York, New York 10006
Telephone: 212-225-2000
Facsimile: 212-225-3999

*Proposed Counsel to the Debtors
and Debtors-in-Possession*

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

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-(____)

Joint Administration Pending

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FEDERAL RULES OF BANKRUPTCY PROCEDURES 1007 AND 7007.1**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure,
the above-captioned debtors and debtors in possession (each, a “Debtor”) hereby state as follows:

1. Genesis Global Holdco, LLC is 100% owned by Digital Currency Group, Inc.
2. Genesis Global Capital, LLC is 100% owned by Genesis Global Holdco, LLC.
3. Genesis Asia Pacific Pte. Ltd. is 100% owned by Genesis Global Holdco, LLC.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

Fill in this information to identify the case and this filing:

Debtor Name Genesis Global Holdco LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

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

Executed on 01/19/2023
MM / DD / YYYY

X /s/ A. Derar Islim
Signature of individual signing on behalf of debtor

A. Derar Islim
Printed name
Interim CEO
Position or relationship to debtor

Fill in this information to identify the case:
 Debtor name Genesis Global Holdco, LLC, et al.
 United States Bankruptcy Court for the: Southern District of New York
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Various Lenders as defined in certain Master Digital Asset Loan Agreements entered into with Gemini Trust Company, LLC, as agent for the Lenders	On File	Loan Payable	Unliquidated Disputed*			\$ 765,900,135
2	On File	On File	Loan Payable/Collateral Payable	Unliquidated			\$ 462,209,125
3	On File	On File	Loan Payable	Unliquidated	\$ 446,863,828	Undetermined	Undetermined
4	On File	On File	Collateral Payable	Unliquidated			\$ 230,023,000
5	Mirana Corp. Level 30 Six Battery Road Singapore, 049909 Singapore	Attn: Jonathan Allen Title: Managing Partner Phone: 916-337-8516 Email: jonathanallen@mirana.xyz	Loan Payable	Unliquidated			\$ 151,568,100
6	Moonalpha Financial Services Limited Amtel Building 148 Des Voeux Road Central 9th Floor Central Hong Kong, Hong Kong	Attn: Del Wang Title: CEO Email: del@babel.finance.com	Loan Payable	Unliquidated			\$ 150,015,000
7	On File	On File	Loan Payable	Unliquidated			\$ 114,507,650
8	Coincident Capital International, Ltd. C/O Forbes Hare Trust Company Cassia Court 716 10 Market Street Camana Bay, Grand Cayman, KY1-9006 Cayman Islands	Attn: Wen Hou Title: Chief Investment Officer Phone: 312-588-6891 Email: wen@coincidentcapital.com	Loan Payable/Collateral Payable	Unliquidated			\$ 112,272,921
9	On File	On File	Loan Payable	Unliquidated			\$ 90,000,000
10	Donut, Inc.	c/o Proskauer Rose LLP Attn: Brian S. Rosen Phone: 212-969-3000 Email: brosen@proskauer.com	Loan Payable	Unliquidated			\$ 78,037,054
11	On File	On File	Loan Payable	Unliquidated			\$ 75,451,600
12	On File	On File	Loan Payable	Unliquidated			\$ 64,912,001
13	Altcoinomy SA Place des Florentins 1 1204 Geneva, Switzerland	Attn: Konstantinos Lanaras Title: CEO Phone: +41 22 707 73 99 Email: konstantinos@altcoinomy.com	Loan Payable	Unliquidated			\$ 61,801,095
14	Streami Inc. 18th floor, 42 Olympic-ro 35da-gil Songpa-gu Seoul, Republic of Korea	Attn: Junhaeng Lee Title: CEO Phone: +82 4328700120 Email: junhaeng.lee@streami.co	Loan Payable	Unliquidated			\$ 56,766,174

*Claim amount is estimated and is net of proceeds from foreclosure on certain collateral. GGC disputes whether the foreclosure satisfied applicable law.

Debtor Genesis Global Holdco, LLC, et al.

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15 Heliva International Corp MMG Tower 23rd Floor Ave. Paseo Del Mar, Costa Del Este Panama City, Panama	Attn: Santiago Esponda Phone: 598-972-21410 Email: santiago@decentraland.org	Loan Payable	Unliquidated			\$ 55,005,190
16 VanEck New Finance Income Fund, LP 666 Third Avenue New York, NY 10017 United States	Attn: Jan van Eck Title: CEO Phone: 914-960-9809 Email: jvane@vaneck.com	Loan Payable	Unliquidated			\$ 53,101,676
17 On File	On File	Loan Payable	Unliquidated			\$ 51,785,259
18 On File	On File	Loan Payable	Unliquidated			\$ 47,202,205
19 Claire Group LLC 200 South Biscayne Blvd. Suite 4420 Miami, FL 33131 United States	Attn: Joan Papadakis Title: CFO Phone: 954-306-2489 Email: joan5825@aol.com	Loan Payable	Unliquidated			\$ 45,857,828
20 On File	On File	Loan Payable	Unliquidated			\$ 40,822,287
21 On File	On File	Loan Payable/Collateral Payable	Unliquidated			\$ 40,266,984
22 On File	On File	Collateral Payable	Unliquidated			\$ 39,787,136
23 On File	On File	Loan Payable	Unliquidated			\$ 38,532,747
24 Digital Finance Group 111 Ellis Street Floor 2 & 3 San Francisco, CA 94102 United States	Attn: Terry Culver Title: Executive Director Phone: 212-998-5700 Email: terry.culver@dfg.group.com	Loan Payable	Unliquidated			\$ 37,907,447
25 On File	On File	Loan Payable	Unliquidated			\$ 35,214,334
26 On File	On File	Loan Payable	Unliquidated			\$ 32,557,600
27 Plutus Lending LLC 958 California Street Mountain View, CA 94041 United States	Attn: Bill Barhydt Title: CEO Phone: 650-723-6961 Email: bill@abra.com	Loan Payable	Unliquidated			\$ 30,003,000
28 Ripio International Willow House Floor 4 Cricknet Square Grand Cayman, KY01-9010 Cayman Islands	Attn: Sebastián Serrano Title: CEO Phone: 650-390-3966 Email: sebastian@ripio.com	Loan Payable	Unliquidated			\$ 27,552,174
29 Winah Securities S.A. Avenida Del Pacífico Y Avenida Paseo Del Mar Costa Del Este MMG Tower Piso 23, Ciudad De Panama, 0801 Panama	Attn: Esteban Ordano Title: Attorney in Fact Phone: 415-316-3327 Email: eordano@winah.dev	Loan Payable	Unliquidated			\$ 26,896,243
30 On File	On File	Loan Payable	Unliquidated			\$ 26,176,466
31 Levity & Love, LLC 1622 West James Place #2F07 Kent, WA 98032 United States	Attn: Jon Collins-Black Title: Owner Phone: 323-573-2825 Email: levitylovellc@gmail.com	Loan Payable	Unliquidated			\$ 25,534,533
32 On File	On File	Loan Payable	Unliquidated			\$ 21,622,568
33 Caramila Capital Management LLC 157 Columbus Ave Fl 4 New York, NY 10023 United States	Attn: Marko Simovic Phone: 1-631-334-0396 Email: markobarko@gmail.com	Loan Payable	Unliquidated			\$ 21,561,663
34 On File	On File	Loan Payable	Unliquidated			\$ 20,645,334
35 On File	On File	Loan Payable	Unliquidated			\$ 20,152,817

Debtor Genesis Global Holdco, LLC, et al.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
36	Big Time Studios Ltd. Cayman Fiduciary Limited 64 Earth Close 3rd Floor, Landmark Square Grand Cayman, KY1-9006 Cayman Islands	Attn: Ari Meilich Title: CEO Phone: 917-257-4219 Email: arimeilich@gmail.com	Loan Payable	Unliquidated			\$ 20,000,000
37	Cumberland DRW LLC 540 W. Madison Street Suite 2500 Chicago, IL 60661 United States	Attn: Chris Zeuhlke Title: Global Head Phone: 847-891-9583 Email: czeuhlke@drw.com	Collateral Payable	Unliquidated			\$ 18,720,061
38	On File	On File	Loan Payable	Unliquidated			\$ 17,463,057
39	On File	On File	Loan Payable	Unliquidated			\$ 17,246,080
40	On File	On File	Loan Payable	Unliquidated			\$ 15,445,729
41	Coinhouse 14 Avenue De L'Opera Paris, 75002 France	Attn: Nicolas Louvet Title: CEO Phone: +330-153009260 Email: nicolas@coinhouse.com	Loan Payable	Unliquidated			\$ 14,857,000
42	Stellar Development Foundation 292 Ivy Street Unit e San Francisco, CA 94102 United States	Attn: Denelle Dixon Title: CEO Phone: 408-431-6919 Email: denelle@stellar.org	Loan Payable	Unliquidated			\$ 13,187,008
43	On File	On File	Loan Payable	Unliquidated			\$ 13,127,878
44	Bayhawk Fund LLC One Penn Plaza Suite 5320 New York, NY 10119 United States	Attn: Gregory Racz Title: President Phone: 1-212-356-6102 Email: gracz@mginv.com	Loan Payable	Unliquidated			\$ 12,562,500
45	On File	On File	Loan Payable	Unliquidated			\$ 11,292,345
46	On File	On File	Loan Payable	Unliquidated			\$ 10,905,742
47	On File	On File	Loan Payable	Unliquidated			\$ 10,369,828
48	The Badger Technology Company Holdings, Limited Campbells Corporate Services Limited Willow House Floor 4 Cricket Square Grand Cayman, KY19010 Cayman Islands	Attn: Sonia Garica Phone: +52 556382 8572 Email: banking_gibraltar@bitso.com	Loan Payable	Unliquidated			\$ 10,245,821
49	Valour, Inc. 65 Queen Street W Toronto, ON M5H 2M5 Canada	Attn: Olivier Roussy Newton Title: CEO Phone: +114168612269 Email: olivier@btq.li	Collateral Payable	Unliquidated			\$ 10,239,290
50	Schnutz Investments LP Rua Marcos Lopes 233 Apto 162 Vila Nova Conceicao Sao Paulo, 04513-080 Brazil	Attn: Maria Teresa Felix Title: Analyst Phone: 1-917-672-3311 Email: maria.felix@sierracap.com	Loan Payable	Unliquidated			\$ 10,148,492

U.S. Dollar balances based off of market prices as of 01/18/2023

**CERTIFICATION OF RESOLUTIONS
OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF
GENESIS GLOBAL HOLDCO, LLC**

The undersigned, being all the members the Special Committee (the “Special Committee”) of the Board of Directors (the “Board”) of Genesis Global Holdco, LLC (“Company”), a Delaware limited liability corporation, does hereby certify that the following resolutions was adopted by the Special Committee at a meeting of the Special Committee on January 19, 2023, upon the request of the Directors, Paul Aronzon and Thomas Conheeney, and that the same have not been revoked, rescinded, cancelled, annulled, modified, or amended in any manner and are in full force and effect. Capitalized terms used in this certification (this “Certification”) that are not otherwise defined herein shall have such meaning as is assigned to them in the Amended and Restated Operating Agreement of Genesis Global Holdco, LLC (the “LLC Agreement”).

WHEREAS, the Special Committee was formed with the purpose and role to (i) evaluate, on behalf of the Company or its subsidiaries, various strategic alternatives or transactions involving the Company and its subsidiaries that affect the liquidity or balance sheet of the Company or its subsidiaries, including, without limitation, the commencement of any financing, sale, restructuring, reorganization, liquidations, or other strategic alternatives (collectively, the “Special Matters”), and (ii) act on behalf of, and bind, the Company with respect to the Special Matters;

WHEREAS, the Special Committee has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Special Committee, pursuant to its authority under that certain Genesis Global Holdco, LLC Special Committee Charter (the “Special Committee Charter”), desires to approve the following resolutions.

Commencement of Chapter 11 Cases

NOW, THEREFORE, BE IT HEREBY,

RESOLVED, that the Special Committee has determined, after consultation with the management and legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by the Company seeking relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and be it further

RESOLVED, that the Special Committee has determined, after consultation with the management and legal and financial advisors of the Company, that it is desirable and in the best interests of the Company and its subsidiaries that petitions be filed by Genesis Global Capital, LLC (“GGC”) and Genesis Asia Pacific Pte. Ltd. (“GAP,” along with the Company and GGC, the “Filing Entities”) seeking relief under the Bankruptcy Code and the Special Committee hereby directs the members or board, as applicable, of GGC and GAP to take all necessary and appropriate actions to ratify this Certification; and be it further

RESOLVED, that any officer of the Filing Entities (each, an “Authorized Person”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, to negotiate, execute, deliver, file and perform, in the name and on behalf of the Filing Entities, and under its corporate seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, orders and other documents (the “Chapter 11 Filings”) (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

RESOLVED, that each Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Filing Entities, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the chapter 11 cases (the “Chapter 11 Cases”), the Chapter 11 Filings or the plan term sheet (the “Plan Term Sheet,” attached hereto as **Exhibit A**), including, without limitation, (i) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Filing Entities’ Chapter 11 Cases with a view to the successful prosecution of such Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

Retention of Advisors

RESOLVED, that the law firm of Cleary Gottlieb Steen & Hamilton LLP, located at One Liberty Plaza, New York, New York 10006, has been retained as restructuring counsel for the Filing Entities in the Chapter 11 Cases; and be it further

RESOLVED, that the firm of Alvarez & Marsal Holdings, LLC, located at 600 Madison Avenue, New York, NY 10022, has been retained as financial advisor for the Filing Entities in the Chapter 11 Cases; and be it further

RESOLVED, that the firm of Moelis & Company LLC, located at 399 Park Avenue, 4th Floor, New York, NY 10022, has been retained as financial advisor, capital markets advisor and investment banker for the Filing Entities in the Chapter 11 Cases; and be it further

RESOLVED, that the firm of Kroll Restructuring Administration, located at 55 East 52nd Street, 17th Floor, New York, NY 10055 has been retained as claims, noticing and solicitation agent for the Filing Entities in the Chapter 11 Cases; and be it further

RESOLVED, that, with respect to the Filing Entities, each Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Filing Entities, to negotiate, execute, deliver, file and perform any agreement, document or certificate and to take and perform any and all further acts and deeds (including, without limitation, (i) the payment of any consideration and (ii) the payment of fees, expenses and taxes) that such Authorized Person deems necessary, proper, or desirable in connection with the Chapter 11 Cases, including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with the engagement of

professionals contemplated by these resolutions, with a view to the successful prosecution of the Chapter 11 Cases; and be it further

Ratification


RESOLVED, that any and all past actions heretofore taken by any Authorized Person, any director, or any member of the Filing Entity in the name and on behalf of the Filing Entity in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

RESOLVED, that, with respect to the Filing Entities, each Authorized Person, any one of whom may act without the joinder of any of the others, hereby is authorized in the name and on behalf of the Filing Entities, to take all such further actions, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (ii) the execution, delivery and filing (if applicable) of any of the foregoing and (iii) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to be so necessary, appropriate or desirable; and be it further


RESOLVED, that any and all past actions heretofore taken by any Authorized Person, any director, or any member of any Filing Entity in the name and on behalf of the Filing Entity in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of January 19, 2023.

DocuSigned by:

029DAA6CE23D465...

Paul Aronzon

DocuSigned by:

D9F49433A8D042B...

Thomas Conheaney