

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **August 27, 2019**

GUE LIQUIDATION COMPANIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other jurisdiction
of Incorporation)

001-35901
(Commission
File Number)

32-0255852
(I.R.S. Employer
Identification No.)

**3113 Woodcreek Drive
Downers Grove, Illinois 60515**
(Address of Principal Executive Offices) (ZIP Code)

Telephone: (630) 719-7800
(Registrant's Telephone Number, Including Area Code)

FTD Companies, Inc.
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share(1)	N/A(1)	N/A(1)

(1) On June 13, 2019, the NASDAQ Stock Market ("NASDAQ") suspended trading of FTD Companies, Inc. common stock, par value \$0.0001 per share ("common stock"). NASDAQ filed a Form 25-NSE with the U.S. Securities and Exchange Commission on June 24, 2019 to delist the common stock from the NASDAQ Global Select Market. The delisting was effective 10 days after the filing of the Form 25. The deregistration of the common stock under Section 12(b) of the Securities Exchange Act of 1934 will be effective 90 days, or such shorter period as the U.S. Securities and Exchange Commission may determine, after filing of the Form 25-NSE.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed, on June 3, 2019, FTD Companies, Inc. (the “**Company**”) and substantially all of its domestic subsidiaries (together with the Company, the “**Debtors**”) filed voluntary petitions commencing cases under chapter 11 of title 11 of the U.S. Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). The Debtors’ chapter 11 cases (together, the “**Chapter 11 Cases**”) are being jointly administered under the caption, In re FTD Companies, Inc., Case No. 19-11240 (LSS) (Bankr. D. Del.). The Debtors maintain their remaining assets as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On August 27, 2019, the Company filed a Certificate of Amendment of Certificate of Incorporation (the “**Amendment**”), to change its name from FTD Companies, Inc. to GUE Liquidation Companies, Inc. The Company filed the Amendment with the Secretary of State of the State of Delaware and the Amendment became effective immediately upon filing.

The change of corporate name was effected to satisfy one of the Company’s obligations under the previously-disclosed second amended and restated asset purchase agreement, dated July 31, 2019, by and among FTD Inc., a then wholly-owned subsidiary of the Company, certain other subsidiaries of the Company and Gateway Mercury Holdings, LLC, an affiliate of Nexus Capital Management LP, a California-based private equity sponsor, relating to the sale of the Company’s North America and Latin America florist and consumer business, including the ProFlowers business.

A copy of the Amendment is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On August 27, 2019, the Debtors filed with the Bankruptcy Court their monthly operating report for the period beginning July 1, 2019 and ending July 31, 2019 (the “**July Monthly Operating Report**”). The July Monthly Operating Report is attached hereto as Exhibit 99.1, and is incorporated herein by reference. The July Monthly Operating Report, other Bankruptcy Court filings and other information related to the Chapter 11 Cases are available on a separate website administered by the Company’s claims agent, Omni Management Group (“**Omni**”), at www.omnimgt.com/FTD, or by calling Omni representatives toll-free at 1-866-205-3144 or 1-818-906-8300 for calls originating outside of the U.S. Documents and other information available on such website are not part of this Form 8-K and shall not be deemed incorporated by reference in this Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “**Exchange Act**”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this report shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Cautionary Statement Regarding the Monthly Operating Report

The Company cautions investors and potential investors not to place undue reliance upon the information contained in the July Monthly Operating Report, which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Company. The July Monthly Operating Report is limited in scope, covers a limited time period and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court. The July Monthly Operating Report was not audited or reviewed by independent accountants, was not prepared in accordance with generally accepted accounting principles in the United States, is in a format prescribed by applicable bankruptcy laws or rules, and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in the Company’s securities, the July Monthly Operating Report is complete. The July Monthly Operating Report also contains information for a period which is shorter or otherwise different from those required in the Company’s reports pursuant to the Exchange Act, and such information might not be indicative of the Company’s financial condition or operating results for the period that would be reflected in the Company’s financial statements or in its reports pursuant

to the Exchange Act. Results set forth in the July Monthly Operating Report should not be viewed as indicative of future results.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K and/or the July Monthly Operating Report contain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, based on our current expectations, estimates and projections about our operations, industry, financial condition, performance, results of operations, and liquidity. Statements containing words such as “may,” “believe,” “anticipate,” “expect,” “intend,” “plan,” “project,” “projections,” “business outlook,” “estimate,” or similar expressions constitute forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the Company’s future financial condition and future business plans and expectations, including statements related to the effect of, and our expectations with respect to, the operation of our business, adequacy of financial resources and commitments, and the operating expectations during the pendency of the Chapter 11 Cases and impacts to its business related thereto. Potential factors that could affect such forward-looking statements include, among others, risks and uncertainties relating to the Chapter 11 Cases, including, but not limited to, the Company’s ability to obtain Bankruptcy Court approval of motions filed in the Chapter 11 Cases, the effects of the Chapter 11 Cases on the Company and on the interests of various constituents, Bankruptcy Court rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general, the length of time the Company will operate under the Chapter 11 Cases, risks associated with third-party motions in the Chapter 11 Cases, increased legal and other professional costs necessary to execute the Company’s restructuring strategy; the consequences of the acceleration of our debt obligations; the risks related to the Company’s delisting from Nasdaq and trading on the OTC Pink Market and the other factors disclosed in the section entitled “Risk Factors” in our most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”), as updated from time to time in our subsequent filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s analysis only as of the date hereof. Such forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that may cause actual performance and results to differ materially from those predicted. Reported results should not be considered an indication of future performance. Except as required by law, we undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation, dated August 27, 2019
99.1	July Monthly Operating Report for the period ended July 31, 2019, filed with the United States Bankruptcy Court for the District of Delaware

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GUE LIQUIDATION COMPANIES, INC.

Dated: August 29, 2019

By: /s/ Steven D. Bamhart

Name: Steven D. Bamhart

Title: Chief Financial Officer

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of FTD Companies, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is: GUE Liquidation Companies, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 27th day of August, 2019.

By: /s/ Steven D. Barnhart
Authorized Officer

Title: Chief Financial Officer

Name: Steven D. Barnhart
Print or Type

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:

19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 30 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	x	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a		Attestation
Debtor Bank Account Listing		x	
Schedule of Retained Professional Fees Paid	MOR-1b	x	
Copies of bank statements			MOR Notes
Cash disbursements journals			MOR Notes
Statement of Operations (Income Statement)	MOR-2	x	
Balance Sheet	MOR-3	x	
Status of Post-petition Taxes	MOR-4		Attestation
Copies of IRS Form 6123 or payment receipt (See Notes to the MOR)			x
Copies of tax returns filed during reporting period (See Notes to the MOR)			x
Summary of Unpaid Post-petition Debts	MOR-4a	x	
Listing of Aged Accounts Payable	MOR-4a	x	
Accounts Receivable Reconciliation and Aging	MOR-5	x	
Debtor Questionnaire	MOR-6	x	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Alan D. Holtz

Signature of Authorized Individual*

August 27, 2019

Date

Alan D. Holtz

Printed Name of Authorized Individual

Chief Restructuring Officer

Title

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

Notes to the Monthly Operating Report

This Monthly Operating Report (“MOR”) is unaudited and has been prepared solely for the purpose of complying with the obligations of the above-captioned debtors and debtors in possession (the “Debtors”) to provide monthly operating reports during these Chapter 11 Cases. The Debtors have prepared this monthly operating report using the best information presently available to them, which has been collected, maintained, and prepared in accordance with their historical accounting practices. This monthly operating report is, thus, true and accurate to the best of the Debtors’ knowledge, information, and belief based on currently available data.

GENERAL:

General Methodology: The Debtors prepared this MOR relying primarily upon the information set forth in their books and records. Consequently, certain transactions that are not identified in the normal course of business in the Debtors’ books and records may not be included in this MOR. Nevertheless, in preparing this MOR, the Debtors made best efforts to supplement the information set forth in their books and records with additional information concerning transactions that may not have been included therein.

Reservation of Rights: Given the complexity of the Debtors’ businesses, inadvertent errors, omissions or over-inclusions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or nature of any claim amount, representation, or other statement in this MOR and reserve the right to amend or supplement this MOR, if necessary.

Reporting Period: In order to maintain consistency with other external reports, the Debtors have included certain financial information (e.g., Balance Sheets and Income Statements) in accordance with their normal fiscal calendar. FTD’s July 2019 accounting period covers the period from July 1 through July 31, 2019. However, cash receipts and disbursements are reported herein in accordance with the weekly reports required under the “Final Order Pursuant to Sections 105, 361, 362, 363, 364, and 507 of the Bankruptcy Code, Bankruptcy Rule 4001, and Local Rule 4001-2, (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Scheduling Final Hearing, and (IV) Granting Related Relief” [Dkt No. 311] and correspond to the weekly periods from June 29, 2019 to August 2, 2019 per those reports.

Scope: This report includes details for the following Debtor entities.

Debtor	Case Number	Debtor	Case Number
(1) FTD Companies, Inc.	19-11240 (LSS)	(1) Giftco, LLC	19-11248 (LSS)
(1) FTD, Inc.	19-11241 (LSS)	(2) FSC Phoenix LLC	19-11249 (LSS)
(2) Bloom That, Inc.	19-11242 (LSS)	(2) Provide Cards, Inc.	19-11250 (LSS)
(1) FTD.CA, Inc.	19-11243 (LSS)	(1) FTD Group, Inc.	19-11251 (LSS)
(1) Florists’ Transworld Delivery, Inc.	19-11244 (LSS)	(1) Provide Commerce LLC	19-11252 (LSS)
(1) FTD.COM Inc.	19-11245 (LSS)	(1) FTD Mobile, Inc.	19-11253 (LSS)
(2) FlowerFarm, Inc.	19-11246 (LSS)	(1) Provide Creations, Inc.	19-11254 (LSS)
(2) FSC Denver LLC	19-11247 (LSS)		

(1) Legal entities to be renamed following the closing of the sale of certain of the Debtors’ assets to Gateway Mercury Holdings, LLC.

(2) Legal entities to be dissolved following the closing of the sale of certain of the Debtors’ assets to Gateway Mercury Holdings, LLC.

Allocation of FTD Companies, Inc. Shared Items	39,482	(28,965)	—	(131)	—	—	—	—
Allocation of FTD Inc. Shared Items	—	396	—	(5)	—	—	—	—
Allocated Shared Restructuring Disbursements	\$ —	\$ (30,056)	\$ —	\$ (136)	\$ —	\$ —	\$ —	\$ —
Total Disbursements	\$ —	\$ (89,271)	\$ —	\$ (404)	\$ —	\$ —	\$ —	\$ —
Net Cash Flow	\$ —	\$ (19,732)	\$ —	\$ (404)	\$ —	\$ —	\$ —	\$ —

(1) Intercompany transfers between and among Debtors are excluded.

(2) Shared financing and restructuring related distributions that benefit all of the Debtor entities in these cases are allocated on the basis of each entity's specifically identified disbursements, as a percentage of total entity-specific disbursements.

Cash Receipts and Disbursements in USD 000's

TB:	<u>GIFT</u>		<u>CARDS</u>		<u>COMM</u>		<u>SINC</u>		<u>PCRE</u>		TOTAL July 1 - 31, 2019
	Operating		Operating		Operating		Operating		Operating		
	Giftco, LLC 19-11248 (LSS)	FSC Phoenix LLC 19-11249 (LSS)	Provide Cards, Inc. 19-11250 (LSS)	FTD Group, Inc. 19-11251 (LSS)	Provide Commerce LLC 19-11252 (LSS)	FTD Mobile, Inc. 19-11253 (LSS)	Provide Creations, Inc. 19-11254 (LSS)				
Operating Receipts											
Product and Service											
Revenues	\$ 362	\$ —	\$ —	\$ —	\$ 10,177	\$ —	\$ 2,853	\$ —	\$ —	\$ —	\$ 31,477
Member - Credit Card											
Passthrough	—	—	—	—	—	—	—	—	—	—	36,354
Total Operating Receipts	\$ 362	\$ —	\$ —	\$ —	\$ 10,177	\$ —	\$ 2,853	\$ —	\$ —	\$ —	\$ 67,831
Entity Specific Operating Disbursements											
Member Disbursements	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	(7,377)
Member - Credit Card											
Passthrough	—	—	—	—	—	—	—	—	—	—	(36,354)
Payroll/Benefits	—	—	—	—	(3,069)	—	(16)	—	—	—	(8,811)
Freight	—	—	—	—	(3,751)	—	(1,026)	—	—	—	(5,810)
Professional Services	(5)	—	—	—	(167)	—	(115)	—	—	—	(485)
Marketing	(23)	—	—	—	(3,170)	—	(704)	—	—	—	(7,408)
Inventory	—	—	—	—	(1,602)	—	(2,039)	—	—	—	(4,939)
Technology	—	—	—	—	(7)	—	—	—	—	—	(391)
Taxes	—	—	—	—	(1,353)	—	(84)	—	—	—	(2,781)
Warehousing, Rent, & Utilities											
Utilities	—	—	—	—	(1,011)	—	(437)	—	—	—	(1,661)
Professional Fees - Recurring	—	—	—	—	(126)	—	(75)	—	—	—	(316)
Other	(0)	—	—	—	(505)	—	(271)	—	—	—	(1,862)
Total Entity Specific Operating Disbursements	\$ (27)	\$ —	\$ —	\$ —	\$ (14,760)	\$ —	\$ (4,767)	\$ —	\$ —	\$ —	\$ (78,197)
Net Operating Cash Flow	\$ 335	\$ —	\$ —	\$ —	\$ (4,583)	\$ —	\$ (1,914)	\$ —	\$ —	\$ —	\$ (10,366)
Asset Sales Proceeds	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 15,100
Entity Specific Restructuring Disbursements											
First Day Motion and Admin Claims											
Claims	\$ —	\$ —	\$ —	\$ —	(1,672)	\$ —	(6)	\$ —	\$ —	\$ —	(2,383)
Severance / Retention	—	—	—	—	—	—	—	—	—	—	(136)
Total Entity Specific Restructuring Disbursements	\$ —	\$ —	\$ —	\$ —	\$ (1,672)	\$ —	\$ (6)	\$ —	\$ —	\$ —	\$ (2,519)
Total All Entity Specific Disbursements	\$ (27)	\$ —	\$ —	\$ —	\$ (16,433)	\$ —	\$ (4,773)	\$ —	\$ —	\$ —	\$ (80,716)
Shared Restructuring Disbursements											
Professional Fees - Restructuring											
Restructuring	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	(1,487)
DIP Interest and Fees	—	—	—	—	—	—	—	—	—	—	(492)
Prepetition Debt Repayment	—	—	—	—	—	—	—	—	—	—	(27,486)
DIP Repayments	—	—	—	—	—	—	—	—	—	—	(11,504)
Total Shared Restructuring Disbursements	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (40,969)
Allocation of FTD Companies, Inc. Shared Items											
Items	(13)	—	—	—	(8,038)	—	(2,335)	—	—	—	(0)
Allocation of FTD Inc. Shared Items											
Items	(1)	—	—	—	(303)	—	(88)	—	—	—	(0)
Allocated Shared Restructuring Disbursements	\$ (14)	\$ —	\$ —	\$ —	\$ (8,341)	\$ —	\$ (2,423)	\$ —	\$ —	\$ —	\$ (40,969)

Total Disbursements	<u>\$</u>	<u>(41)</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>(24,773)</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>(7,196)</u>	<u>\$</u>	<u>(121,685)</u>
Net Cash Flow	<u>\$</u>	<u>321</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>(14,597)</u>	<u>\$</u>	<u>—</u>	<u>\$</u>	<u>(4,343)</u>	<u>\$</u>	<u>(38,754)</u>

(1) Intercompany transfers between and among Debtors are excluded.

(2) Shared financing and restructuring related distributions that benefit all of the Debtor entities in these cases are allocated on the basis of each entity's specifically identified disbursements, as a percentage of total entity-specific disbursements.

Cumulative Cash Disbursements and Trustee Fee Calculation

TB:	FTD		BLTH		Florists' Transworld Delivery, Inc. 19-11244 (LSS)	FTD.COM Inc. 19-11245 (LSS)	FlowerFarm, Inc. 19-11246 (LSS)	FSC Denver LLC 19-11247 (LSS)
	Financing	Operating	Operating					
	FTD Companies, Inc. 19-11240 (LSS)	FTD, Inc. 19-11241 (LSS)	Bloom That, Inc. 19-11242 (LSS)	FTD.CA, Inc. 19-11243 (LSS)				
Cumulative Cash Disbursements	\$ —	\$ 89,271,219	\$ —	\$ 403,931	\$ —	\$ —	\$ —	\$ —
MOR-002 - July 2019	—	89,271,219	—	403,931	—	—	—	—
MOR-003 - August 2019	—	—	—	—	—	—	—	—
MOR-004 - September 2019	—	—	—	—	—	—	—	—
PROJECTED 3RD QUARTER CASH DISBURSEMENTS (3)	\$ —	\$ 267,813,656	\$ —	\$ 1,211,792	\$ —	\$ —	\$ —	\$ —
PROJECTED 3RD QUARTER UST FEES	\$ 325	\$ 250,000	\$ 325	\$ 12,118	\$ 325	\$ 325	\$ 325	\$ 325

Quarterly Disbursement Minimum	Quarterly Disbursement Maximum	Applicable Quarterly Fee
\$ —	\$ —	\$ 325.00
\$ 0.01	\$ 14,999.99	\$ 325.00
\$ 15,000.00	\$ 74,999.99	\$ 650.00
\$ 75,000.00	\$ 149,999.99	\$ 975.00
\$ 150,000.00	\$ 224,999.99	\$ 1,625.00
\$ 225,000.00	\$ 299,999.99	\$ 1,950.00
\$ 300,000.00	\$ 999,999.99	\$ 4,875.00
\$ 1,000,000.00	\$ 24,999,999.99	1%
\$ 25,000,000.00		\$ 250,000.00

(3) Projected 3rd Quarter Cash Disbursements is based on July disbursements multiplied by three.

Cumulative Cash Disbursements and Trustee Fee Calculation

TB:	GIFT		CARDS		COMM		SINC	PCRE	TOTAL
	Operating		Operating		Operating		Operating	Operating	
	Giftco, LLC 19-11248 (LSS)	FSC Phoenix LLC 19-11249 (LSS)	Provide Cards, Inc. 19-11250 (LSS)	FTD Group, Inc. 19-11251 (LSS)	Provide Commerce LLC 19-11252 (LSS)	FTD Mobile, Inc. 19-11253 (LSS)	Provide Creations, Inc. 19-11254 (LSS)		July 1 - 31, 2019
Cumulative Cash Disbursements	\$ 40,920	\$ —	\$ —	\$ —	\$ 24,773,283	\$ —	\$ 7,195,710	\$	121,685,062
MOR-002 - July 2019	40,920	—	—	—	24,773,283	—	7,195,710		121,685,062
MOR-003 - August 2019									
MOR-004 - September 2019									
PROJECTED 3RD QUARTER CASH DISBURSEMENTS (3)	\$ 122,760	\$ —	\$ —	\$ —	\$ 74,319,849	\$ —	\$ 21,587,130	\$	365,055,187
PROJECTED 3RD QUARTER UST FEES	\$ 975	\$ 325	\$ 325	\$ 325	\$ 250,000	\$ 325	\$ 215,871	\$	732,214

Quarterly Disbursement Minimum	Quarterly Disbursement Maximum	Applicable Quarterly Fee
\$ —	\$ —	\$ 325.00
\$ 0.01	\$ 14,999.99	\$ 325.00
\$ 15,000.00	\$ 74,999.99	\$ 650.00
\$ 75,000.00	\$ 149,999.99	\$ 975.00
\$ 150,000.00	\$ 224,999.99	\$ 1,625.00
\$ 225,000.00	\$ 299,999.99	\$ 1,950.00
\$ 300,000.00	\$ 999,999.99	\$ 4,875.00
\$ 1,000,000.00	\$ 24,999,999.99	1%
\$ 25,000,000.00		\$ 250,000.00

(3) Projected 3rd Quarter Cash Disbursements is based on July disbursements multiplied by three.

MOR-1a

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:

19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

Bank Reconciliation (or copies of debtor's bank reconciliations)

The above-captioned debtors and debtors-in-possession (the "Debtors") hereby submit this attestation regarding bank account reconciliations in lieu of providing copies of bank statements, journals, and account reconciliations.

I attest that each of the Debtors' bank accounts is reconciled to bank statements. The Debtors' standard practice is to ensure that each bank account is reconciled to bank statements once per month within 30 days after the month end. Copies of all such documents can be made available upon request of the U.S. Trustee.

A listing of all Debtor bank accounts - including the July 31, 2019 bank balance for each account - follows this attestation.

/s/ Alan D. Holtz
Signature of Authorized Individual

August 27, 2019
Date

Alan D. Holtz
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

Debtor Bank Account Listing

<u>Banking Institution</u>	<u>Entity Name</u>	<u>Account Type</u>	<u>Acct # - Redacted</u>	<u>Balance as of 7/31/19</u>
Bank of America	FTD, Inc.	Letter of Credit / Checking	****2799	\$ 1,092.81
Bank of Montreal	FTD, Inc.	Toronto Lockbox	****480C	\$ —
Bank of Montreal	FTD, Inc.	Operating Account	****8238	\$ 309,511.78
BBVA Bank	FTD, Inc.	CLOSED Money Market Acct	****2356	\$ —*
JPMorgan Chase Bank	Personal Creations, Inc.	Accounts Receivable	****5093	\$ 67,748.07
JPMorgan Chase Bank	Personal Creations, Inc.	Operating Account	****5757	\$ 893,383.95
MUFG Union Bank	FTD Mobile, Inc.	Operating Account	****3689	\$ 37,845.15
MUFG Union Bank	FTD Mobile, Inc.	ZBA Payroll Funding	****3697	\$ —
MUFG Union Bank	Giftco LLC	Accounts Receivable	****2933	\$ 14,980.66
MUFG Union Bank	Giftco LLC	Operating Account	****3549	\$ 151,709.25
MUFG Union Bank	Giftco LLC	ZBA Payroll Funding	****3564	\$ —
MUFG Union Bank	Personal Creations, Inc.	ZBA Payroll Funding	****7490	\$ —
MUFG Union Bank	Provide Commerce, LLC	Accounts Receivable	****2925	\$ 393,961.36
MUFG Union Bank	Provide Commerce, LLC	Concentration Account	****7342	\$ 1,550,414.80
MUFG Union Bank	Provide Commerce, LLC	ZBA Payroll Funding	****7377	\$ —
Silicon Valley Bank	Bloom That, Inc.	Investment Account	****2853	\$ 30,148.51
Silicon Valley Bank	Bloom That, Inc.	ZBA A/R Account	****8565	\$ —
Silicon Valley Bank	Bloom That, Inc.	Operating Account	****9341	\$ —
Toronto Dominion Bank	FTD, Inc.	Primary Operating Account	****4801	\$ 1,360,627.97
Wells Fargo Bank	FTD Companies, Inc.	Utility Deposit	****2153	\$ 234,973.00**
Wells Fargo Bank	FTD, Inc.	ZBA A/R Member Receipts	****2906	\$ —
Wells Fargo Bank	FTD, Inc.	ZBA Payroll Funding	****2914	\$ —
Wells Fargo Bank	FTD, Inc.	Primary Concentration Account	****2922	\$ 8,332,911.44
Wells Fargo Bank	FTD, Inc.	Chicago Lockbox	****4440	\$ —
Wells Fargo Bank	FTD, Inc.	ZBA Member Disbursements	****7357	\$ —
Wells Fargo Bank	FTD, Inc.	ZBA A/P Disbursements	****7361	\$ —

* Account closed on 6/14/19 per direction of the U.S. Trustee.

** Utilities deposit account opened on 6/21/19 and funded on 6/24/2019 in accordance with Final Utilities Order.

MOR-1b

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

Schedule of Retained Professional Fees Paid
Amounts in (000's)

Payee	Role of Professional	Cumulative Balance Forward	July 2019	August 2019	September 2019	Cumulative Payments Since Filing
AP Services LLC	CRO Services	\$ 0	\$ 1,375	\$ 0	\$ 0	\$ 1,375
Jones Day	Debtors' Counsel	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Richards, Layton & Finger	Debtors' Local Counsel	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Moelis & Company LLC	Debtors' Financial Advisor	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Piper Jaffray & Co	Debtors' Financial Advisor	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Omni Management Group	Debtors' Claims Agent	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
FTI Consulting	Lender Financial Advisor (1)	\$ 0	\$ 112	\$ 0	\$ 0	\$ 112
Moore and Van Allen	Lender Counsel (1)	\$ 226	\$ 0	\$ 0	\$ 0	\$ 226
Buchanan Ingersoll & Rooney	Lender Local Counsel (1)	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Province	UCC Financial Advisor	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Kelley Drye & Warren	UCC Counsel	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Benesch Friedlander Coplan & Aronoff	UCC Local Counsel	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
		\$ 226	\$ 1,487	\$ 0	\$ 0	\$ 1,713

(1) Lender advisors not retained but authorized for payment pursuant to the "Final Order Pursuant to Sections 105, 361, 362, 363, 364, and 507 of the Bankruptcy Code, Bankruptcy Rule 4001, and Local Rule 4001-2, (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Scheduling Final Hearing, and (IV) Granting Related Relief" [Dkt No. 311].

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered) 19-11240 (LSS)

Reporting Period: July 1 - 31, 2019

Federal Tax I.D. # 32-0255852

**UNAUDITED
Statement of Operations (Income Statement)
Amounts in (000's)**

	FTD Companies, Inc. 19-11240 (LSS)	FTD, Inc. 19-11241 (LSS)	Bloom That, Inc. 19-11242 (LSS)	FTD.CA, Inc. 19-11243 (LSS)	Florists' Transworld Delivery, Inc. 19-11244 (LSS)	FTD.COM Inc. 19-11245 (LSS)	FlowerFarm, Inc. 19-11246 (LSS)	FSC Denver LLC 19-11247 (LSS)	Giftco, LLC 19-11248 (LSS)	FSC Phoenix LLC 19-11249 (LSS)	Provide Cards, Inc. 19-11250 (LSS)	FTD Group, Inc. 19-11251 (LSS)	Provide Commerce LLC 19-11252 (LSS)	FTD Mobile, Inc. 19-11253 (LSS)	Provide Creations, Inc. 19-11254 (LSS)	
Product and Service Revenues	\$ —	\$ 20,724	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 4	\$ —	\$ 9,350	\$ —	\$ 2,904
Operating Expenses:																
Cost of revenues	\$ —	\$ 12,197	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7,433	\$ —	\$ 2,324
Sales and marketing	—	5,258	—	—	—	—	—	—	—	—	—	—	—	2,044	—	1,762
Technology and development	\$ —	\$ (86)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 662	\$ 1	\$ 199
General and administrative	—	7,166	(1)	—	—	—	—	—	—	—	—	—	—	582	—	193
Total General and administrative	\$ —	\$ 7,080	\$ (1)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 1,244	\$ 1	\$ 392
Amortization of intangible assets	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 30	\$ —	\$ 68
Restructuring and other exit costs	—	(26)	—	—	—	—	—	—	—	—	—	—	—	1,167	—	1
Impairment loss	—	—	—	—	—	—	—	—	—	—	—	—	—	1	—	—
Total operating expenses	\$ —	\$ 24,509	\$ (1)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 11,918	\$ 1	\$ 4,546
Operating income/(loss)	\$ —	\$ (3,786)	\$ 1	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 4	\$ —	\$ (2,568)	\$ (1)	\$ (1,642)
Interest income	\$ —	\$ 31	\$ 0	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Interest expense	—	(829)	—	—	—	—	—	—	—	—	—	—	—	(0)	—	—
Other income/(expense), net	—	11	—	—	—	—	—	—	—	—	—	—	—	53	—	—
Income before income taxes	\$ —	\$ (4,573)	\$ 1	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 4	\$ —	\$ (2,515)	\$ (1)	\$ (1,642)
Provision for income taxes	—	(16)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Net Income/(Loss)	\$ —	\$ (4,556)	\$ 1	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 4	\$ —	\$ (2,515)	\$ (1)	\$ (1,642)

(1) Income Statement reflects unaudited revenue and expenses for the month of July 2019 that directly correspond to the listed debtor legal entity.

MOR-4

In re: FTD Companies, Inc., et al.

**Case No. (Jointly Administered)
Reporting Period:**

**19-11240 (LSS)
July 1 - 31, 2019**

Federal Tax I.D. #

32-0255852

Status of Post-petition Taxes

The above-captioned debtors and debtors-in-possession (the "Debtors") hereby submit this attestation regarding Status of Post-petition Taxes in lieu of providing copies of post-petition tax payments and tax returns filed during reporting period.

I attest that each of the Debtors' taxing authorities have been paid on time when post-petition amounts become due. Also, tax returns are being filed in an orderly and timely fashion in accordance with tax return reporting deadlines.

/s/ Alan D. Holtz

Signature of Authorized Individual

August 27, 2019

Date

Alan D. Holtz

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

MOR-4a

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:

19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

Summary of Unpaid Post-petition Debts / Listing of Aged Accounts Payable
Amounts in (000's)

Unpaid Post-petition Debts(1)	Current	0-30	31-60	Over 60	Total
Current Liabilities					
Accounts payable	\$ 22,173	\$ 0	\$ 0	\$ 0	\$ 22,173
Total Post-petition Debts	\$ 22,173	\$ 0	\$ 0	\$ 0	\$ 22,173

Combined Debtors Summary of Unpaid Post-petition Accounts Payable Aging(2)

	Days Past Due					Total
	Current	1-30	31-60	61-90	>91	
Combined	\$ 22,173 100%	\$ 0 0%	\$ 0 0%	\$ 0 0%	\$ 0 0%	\$ 22,173 100%

- Note:
- (1) The Debtors received authority pursuant to certain first-day orders for the payment of prepetition taxes and certain other prepetition liabilities which are not included in these amounts.
 - (2) The post-petition accounts payable reported represent open and outstanding trade vendor invoices that have been entered into the Debtors' accounts payable system and does not include accrued liabilities or prepetition amounts that the Debtors intend to pay in accordance with various orders of the Bankruptcy Court.

MOR-5

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:

19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

Accounts Receivable Reconciliation and Aging
Amounts in (000's)

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

<u>Accounts Receivable Reconciliation</u>	<u>Amount</u>
Total Accounts Receivable at the beginning of the reporting period	\$ 17,726
+ Amounts billed during the period	30,866
- Amounts collected during the period	31,477
Total Accounts Receivable at the end of the reporting period	\$ 17,116

<u>Accounts Receivable Aging</u>	<u>Amount</u>
Current	\$ 14,828
0 - 30 days old	237
31 - 60 days old	152
61 - 90 days old	70
91+ days old	1,828
Total Accounts Receivable(1)	\$ 17,116

(1) Aging is adjusted to reclassify financing receivables related to equipment sales to floral network members as current rather than at net principal outstanding as of the date of sale.

MOR-6

In re: FTD Companies, Inc., et al.

Case No. (Jointly Administered)
Reporting Period:

19-11240 (LSS)
July 1 - 31, 2019

Federal Tax I.D. #

32-0255852

Debtor Questionnaire

Must be completed each month.		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.	X See Note 1 Below	
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3	Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4	Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5	Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X

Note 1: On August 2, 2019, the Debtors closed the sale of assets of their Personal Creations businesses to PlanetArt, LLC. On August 14, 2019, the Debtors closed the sale of certain assets of their Provide Commerce businesses to SBGF Acquisition, LLC, an affiliate of 1-800 Flowers.Com, Inc. On August 23, 2019, the Debtors closed the sale of assets of their FTD Legacy and ProFlowers businesses to Gateway Mercury Holdings, LLC.

Throughout the period, the Debtors have engaged with various parties to complete sales of de minimis assets not subject to the transactions noted above. These sales relate to miscellaneous inventory, equipment, and other assets and all such transactions have complied with the requirements of and authority granted under the Order Establishing Procedures for the Sale, Transfer or Abandonment of Miscellaneous and *De Minimis* Assets and Granting Certain Related Relief [Docket No. 294].