UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re: Body Contour Ventures, LLC,[1] Debtors.	Chapter 11 Case No. 19-42510-pjs Hon. Phillip J. Shefferly

DECLARATION OF RICHARD C. MORGAN IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF (A) AN ORDER (I) ESTABLISHING BIDDING PROCEDURES, (II) SCHEDULING AN AUCTION AND A SALE HEARING IN CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF DEBTORS' ASSETS, (III) SETTING CERTAIN DATES AND DEADLINES IN CONNECTION THEREWITH; (IV) APPROVING THE FORM OF THE ASSET PURCHASE AGREEMENT, INCLUDING THE TERMINATION FEE, AND (V) GRANTING RELATED RELIEF;

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[1] Debtors cases are being jointly administered for procedural purposes only and include Debtors Body Contour Ventures, LLC, Case No. 19-42510, BCA Acquisitions, LLC, Case No. 19-42511, American Aesthetic Equipment, LLC, Case No. 19-42512, Knoxville Laser Spa LLC, Case No. 19-42513, LRX Alexandria, LLC, Case No. 19-42514, LRX Birmingham, LLC, Case No. 19-42515, LRX Charlotte, LLC, Case No. 19-42516, LRX Chicago, LLC, Case No. 19-42517, LRX Colorado Springs, LLC, Case No. 19-42518, LRX Dearborn, LLC, Case No. 19-42519, LRX East Lansing, LLC, Case No. 19-42520, LRX Grand Blanc, LLC, Case No. 19-42833, LRX Hoffman Estates, LLC, Case No. 19-42521, LRX Las Vegas Summerlin, LLC, Case No. 19-42522, LRX Mesa, LLC, Case No. 19-42523, LRX Naperville, LLC, Case No. 19-42524, LRX Novi, LLC, Case No. 19-42525, LRX Orland Park, LLC, Case No. 19-42526, LRX Plymouth-Canton, LLC, Case No. 19-42527, LRX Stone Oak, LLC, Case No. 19-42528, LRX Towson, LLC, Case No. 19-42530, LRX Troy, LLC, Case No. 19-42531, Premier Laser Spa of Greenville LLC, Case No. 19-42532, Premier Laser Spa of Indianapolis LLC, Case No. 19-42533, Premier Laser Spa of Louisville LLC, Case No. 19-42534, Premier Laser Spa of Pittsburgh LLC, Case No. 19-42535, Premier Laser Spa of St. Louis LLC, Case No. 19-42536, and Premier Laser Spa of Virginia LLC, Case No. 19-42537.

AND (B) AN ORDER (I) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS, (II) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (III) GRANTING RELATED RELIEF

I, Richard C. Morgan, declare under penalty of perjury as follows:

1. I am the President and/or Manager of the Debtors in the above-captioned chapter 11 cases.

2. I submit this declaration in support of Debtors' *Motion For Entry Of (A) An Order (I) Establishing Bidding Procedures, (II) Scheduling An Auction And A Sale Hearing In Connection With The Sale Of Substantially All Of Debtors' Assets, (III) Setting Certain Dates And Deadlines In Connection Therewith; (IV) Approving The Form Of The Asset Purchase Agreement, Including The Termination Fee, And (V) Granting Related Relief; And (B) An Order (I) Authorizing The Sale of Substantially All Of Debtors' Assets Free And Clear Of Liens, Claims, Encumbrances, And Interests, (II) Approving The Assumption and Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Granting Related Relief* ("Sale Motion")[2] [Docket No. 158].

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[2] Capitalized terms used but not defined have the meanings given to them in the Sale Motion.

3. I am familiar with the facts set forth in the Sale Motion and the *Proposed Order (I) Authorizing Debtors To Enter Into Agreement For Sale Of Substantially All Of The Debtors' Assets With Successful Bidder; (II) Approving The Asset Purchase Agreement Between Debtors And RVB Investment Group, LLC; (III) Authorizing The Sale Of Substantially All Of Debtors' Assets Free And Clear Of Liens, Claims, Interest And Encumbrances And Transferring Liens To Proceeds Thereof; (IV) Authorizing And Approving The Assumption And Assignment Of Certain Of The Debtors' Executory Contracts And Unexpired Leases; And (V) Granting Related Relief* ("Proposed Sale Order") [Docket No. 420].

4. At my request, Debtors' financial advisors, Conway MacKenzie, Inc. ("CM"), directed and managed the marketing and sale process related to the Sale Motion.

5. Along with CM and Debtors' counsel, Wolfson Bolton PLLC, I participated in discussions, due diligence, and negotiations related to the Sale Motion. I relied on CM's expertise and analysis when making decisions regarding the marketing and sale process. At all times, my involvement was at arm's length and in good faith.

6. Any delay in the sale of the Acquired Assets would result in further deterioration and ultimate loss of the Debtors' going concern value.

In contrast, approval of the Proposed Sale Order will enable the Debtors to realize their going concern value. Debtors have determined that a sale, in accordance with the Proposed Sale Order, is in the best interests of the Debtors' estates.

7. With respect to the Objection to the Sale Motion filed by two EB-5 Investors [Docket No. 410], I am familiar with Body Contour Ventures DCMA, LP, which is the entity in which the EB-5 Investors claim to be a limited partner. To the best of my information, knowledge, and belief, that entity owns no assets.

8. With respect to the Objection to the Sale Motion filed by Schafer & Weiner PLLC [Docket No. 438], the transaction that S&W identifies for the basis of its claimed attorney charging lien did not occur.

[SIGNATURE ON FOLLOWING PAGE]

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

Dated: May 20, 2019
Executed in FARMINGTON HILLS, Michigan

By: ______________________
Richard C. Morgan