

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b><u>In re</u></b>	)	<b>Chapter 11</b>
	)	
<b>VER Technologies Holdco LLC, et al., et</b>	)	<b>Case No 18-10834 (KG)</b>
	)	
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
	)	

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**SCHEDULES OF ASSETS AND LIABILITIES FOR**

**Maxwell Bay Holdings LLC**

**Case No: 18-10842 (KG)**



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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
VER TECHNOLOGIES HOLDCO LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-10843 (KG)
	)	
Debtors.	)	(Jointly Administered)
	)	

**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC  
DISCLOSURES REGARDING THE DEBTORS’ SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

**Introduction**

VER Technologies Holdco LLC, and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (collectively, the “Schedules”) and Statements of Financial Affairs (collectively, the “Statements”) with the United States Bankruptcy Court for the District of Delaware (the “Court”), pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These global notes, methodology, and specific disclosures regarding the Debtors’ Schedules and Statements (these “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors’ Schedules and Statements. These Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

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

The Debtors and their agents, attorneys and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: VER Technologies HoldCo LLC (7239); CPV Europe Investments LLC (2533); FFAST Leasing California, LLC (7857); Full Throttle Films, LLC (0487); Maxwell Bay Holdings LLC (3433); Revolution Display, LLC (6711); VER Finco, LLC (5625); VER Technologies LLC (7501); and VER Technologies MidCo LLC (7482). The location of the Debtors’ service address is: 757 West California Avenue, Building 4, Glendale, California 91203.

or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys and financial advisors are advised of the possibility of such damages.

Lawrence Young, the Chief Restructuring Officer for VER Technologies HoldCo LLC, has signed each of the Schedules and Statements. Mr. Young is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Young necessarily has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. Young has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

### **Global Notes and Overview of Methodology**

- 1. Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim (“**Claim**”) description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status or classification; subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity, enforceability, priority or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation or rights contained elsewhere in these Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

2. **Description of Cases and “As Of” Information Date.** On April 5, 2018 (the “Petition Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 58]. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2018, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors in these chapter 11 cases [Docket No. 89].

The asset and liability information provided in the Schedules represents the assets and liability data of the Debtors as of the close of business on April 4, 2018, except as otherwise noted.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of April 4, 2018. Additionally, because the book values of assets such as trademarks, copyrights, patents and other intellectual property may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets that have been fully depreciated or were expensed for accounting purposes do not appear in these Schedules and Statements as they have no net book value. Given, among other things, the current market valuation of certain assets and the valuation and nature of certain liabilities, nothing in the Debtors’ Schedules and Statements shall be, or shall be deemed to be an admission that any Debtor was solvent or insolvent as of the Petition Date.
4. **Recharacterization.** Notwithstanding the Debtors’ commercially reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of

the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

6. **Excluded Assets and Liabilities.** The Debtors also have excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage Claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

The Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a postpetition basis. Prepetition liabilities that have been paid postpetition or that the Debtors plan to pay via such Court authorization may have been excluded from the Schedules and Statements.

7. **Insiders.** For purposes of the Schedules and Statements, the Debtors defined "insiders" in accordance with section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors; and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as "insiders" have been included for informational purposes only and by including them in the Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (i) any insider's influence over the control of the Debtors; (ii) the management responsibilities or functions of any such insider; (iii) the decision making or corporate authority of any such insider; or (iv) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law or with respect to any theories of liability or for any other purpose.
8. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise expired by their terms or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Further, although the Debtors have made every effort to attribute intellectual property to the rightful debtor entity owner, in some instances intellectual property owned by one debtor entity may in fact be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.
9. **Executory Contracts.** Although the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.
10. **Classifications.** Listing (a) a Claim on Schedule D as "secured," (b) a Claim on Schedule E as "priority," (c) a Claim on Schedule F as "unsecured," or (d) a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal

rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.

**11. Claims Description.** Schedules D, E, and F permit each of the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such Claims as “disputed,” “contingent” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

**12. Causes of Action.** Despite their commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.

**13. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- Undetermined Amounts. The description of an amount as “unknown,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
- Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- Paid Claims. The Debtors were authorized (but not directed) to pay certain outstanding prepetition Claims pursuant to various orders entered by the Court. Accordingly, certain outstanding liabilities may

have been reduced by postpetition payments made pursuant to such orders.

- Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

**14. Currency**. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

**15. Intercompany**. Certain intercompany accounts are set forth on Schedule E/F or Schedule A/B, as applicable. The listing of or the failure to list intercompany receivables or payables is not and shall not be construed as an admission of the characterization of such balances, as debt, equity, or otherwise. The Debtors are continuing to review the accounting treatment for intercompany receivables and reserve all rights with respect to the treatment or characterization of such items.

**16. Setoffs**. The Debtors periodically incur certain setoffs in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, refunds, negotiations and/or disputes between Debtors and their customers regarding regulatory or governmental impositions costs incurred by Debtors, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.

**17. Employee Addresses**. Current and former employees are listed at their last known address.

**18. Global Notes Control**. In the event that the information in the Schedules and Statements differ from these Global Notes, these Global Notes shall control.

### **Specific Disclosures with Respect to the Debtors' Schedules**

#### **Schedules A/B**.

**Part 1.** Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management Systems, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief* [Docket No. 15] (the "Cash Management Motion"). The balance listed Item 2 includes certain restricted cash to collateralize certain letter of credit obligations and it not available to the Debtors in the ordinary course.

**Part 2.** The Court entered an interim order granting the *Debtors' Motion for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future*

*utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Request, and (IV) Granting Related Relief* [Docket No. 7], which authorized the Debtors to provide adequate assurance of payment for future utility services, including an initial deposit in the amount of \$200,000 [Docket No. 59] (the "Utility Order"). Such deposits are not listed on Schedule A/B, which is presented as of the Petition Date.

Additional information regarding the insurance policies listed on Schedule A/B is available in the *Debtors' Motion for Entry of Order (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Amend, Supplement, Extend or Purchase Insurance Policies, (C) Honor the Terms of the Premium Financing Agreement and Pay Premiums Thereunder, and (D) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (II) Granting Related Relief* [Docket No. 13].

**Part 8.** The Debtors have listed the value of their personal property as the net book value reflected on the Debtors' books and records.

**Part 10.** Intellectual property may include the Debtors' rights under various agreements set forth at Schedule G.

**Part 11.** In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter claims, cross-claims, setoffs, refunds with their customers and suppliers, or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, claims as a plaintiff or counter claims and/or cross-claims as a defendant. Because such claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B.

**Schedule D.** The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each Claim. All Claims listed on Schedule D, however, appear to have arisen or been incurred before the Petition Date.

Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled Claims of various creditors as secured Claims, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim. The descriptions provided in Schedule D are solely intended to be a summary and not an admission of liability.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. The secured debt is jointly and severally the responsibility of multiple Debtors, and as such the liability has been listed on



each Debtor who is an obligor or guarantor of such debt. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any Claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to re-characterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights. Although there are multiple parties that hold a portion of the Debtors' debt, only the applicable agents or trustees have been listed for purposes of Schedule D. The amounts outstanding under the in the Debtors' Schedules reflect approximate amounts as of the Petition Date.

**Schedule E/F Part 1.** The Court has authorized the Debtors, in their discretion, to pay certain liabilities that may be entitled to priority under the applicable provisions of the Bankruptcy Code. For example, on April 6, 2018, the Court entered the *Interim Order (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 67] (the "Wages Order"), authorizing the Debtors to pay or honor certain prepetition obligations with respect to employee wages, salaries and other compensation, reimbursable employee expenses and similar benefits. Additionally, on April 6, 2018, the Court entered the *Interim Order (I) Authorizing, but not Directing, the Payment of Certain Prepetition Taxes, Governmental Assessments, and Fees and (II) Granting Related Relief* [Docket No. 62], authorizing the Debtors to pay or honor certain prepetition obligations owed to taxing authorities. To the extent such claims have been paid or may be paid pursuant to further Court order, they may not be included on Schedule E/F.

**Schedule E/F Part 2.** The Debtors have used commercially reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F based upon the Debtors' existing books and records as of the Petition Date. The Claims of individual creditors for, among other things, products, goods, or services are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the applicable Debtor. The Debtors reserve all of their rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to same. Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date. The Debtors have made every effort to include as contingent, unliquidated, or disputed the Claim of any vendor not included on the Debtors' open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

The Claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a Claim arose is an open issue of fact. Determining the date upon which each

Claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F.

Schedule E/F contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as “undetermined” and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Certain of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code.

Schedule E/F also includes potential or threatened legal disputes that are not formally recognized by an administrative, judicial, or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy. Any information contained in Schedule E/F with respect to such potential litigation shall not be a binding representation of the Debtors’ liabilities with respect to any of the potential suits and proceedings included therein.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule E/F does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected. Moreover, counterparties to executory contracts are not included on Schedule E/F, but are incorporated therein by reference.

Amounts set forth on Schedule E/F may not reflect balances that have been paid pursuant to certain “first day” orders or other similar relief granted by the Bankruptcy Court, including, without limitation, the Wages Order, the Utilities Order, the *Interim Order (I) Authorizing Debtors to Pay Prepetition Claims of Certain Foreign Vendors, Shippers, Lien Claimants, and 503(b)(9) Claimants and (II) Granting Related Relief* [Docket No. 60], or the *Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Claims of Critical Vendors and (II) Granting Related Relief* [Docket No. 69]. To the extent that Claims listed on Schedule E/F are on account of prepetition amounts and are being paid postpetition, the amount for such Claims have been listed as disputed.

Pursuant to the Wages Order, the Debtors are generally addressing workers’ compensation Claims in the ordinary course and as a result such Claims are not included on Schedule E/F.

**Schedule G.** The Debtors’ businesses are complex. Although the Debtors’ existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors and diligent efforts have been made to ensure the accuracy of each Debtor’s Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtors’ reasonable efforts. The Debtors reserve all of their rights to alter, amend, or supplement Schedule G to the extent that additional executory contracts are identified. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement Schedule G as

necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

As is customary for an enterprise of the Debtors' size and scope, the Debtors are party to various confidentiality and non-disclosure agreements in the ordinary course. By their terms, certain of these agreements may prohibit the disclosure of those agreements or the identity of the counterparty. The Debtors have therefore excluded confidentiality or non-disclosure agreements from the applicable Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or, multiple, severable, or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed therein shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed therein. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

The Debtors reserve all of their rights, claims, and Causes of Action with respect to the contracts on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's Claim.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements, and limited short-term contracts that are entered into for the purposes of, and expire after, certain one-time music or entertainment events. Such documents may not be set forth on Schedule G. Further, the Debtors reserve all of their rights to alter or amend these Schedules to the extent that additional information regarding the Debtor obligor to such executory contracts becomes available. Certain of the executory agreements may not have been memorialized and could be subject to dispute.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights

under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

In the normal course of business, the Debtors utilize purchase orders in order to obtain goods from various vendors. Due to the brief time periods involved with purchased orders and the volume and frequency of these transactions, individual purchase orders that were active as of the Petition Date are not listed in Schedule G. The Debtors reserve all rights as to active purchase orders as of the Petition Date.

The listing of any contract on Schedule G does not constitute an admission by the Debtors as to the validity of any such contract or that such contract is an executory contract or unexpired lease. The Debtors reserve all of their rights to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract. In certain instances, executory contracts and unexpired leases may be omitted due to their confidential nature, but can be made available to the U.S. Trustee on a confidential basis.

**Schedule H.** For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under their funded debt are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable. Further, although there may be multiple lenders and/or holders under the Debtors' credit facilities and indentures, only the agent or trustee, as applicable, has been listed for purposes of Schedule H.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because all such Claims are contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule F and Statement 7, as applicable.

### **Additional Notes with Respect to the Debtors' Statements**

#### **Statement 3.**

Statement 3 includes any disbursement or other transfer made by the Debtors except for those made to directors, officers, intercompany entities (which payments appear in response to Statement question 4 and question 30), employees, and bankruptcy professionals (which payments appear in response to Statement question 11).

#### **Statement 4.**

Statement 4 presents a respective Debtor's intercompany cash transactions, as well as other transfers to insiders, as applicable. As described in the Cash Management Motion, in the ordinary course of business, certain of the Debtor entities and business divisions maintain business relationships with each other, which results in intercompany receivables and payables (collectively, the "Intercompany Claims"). With respect to individuals, the amounts listed reflect

the universe of payments and transfers to such individuals including compensation and/or other employee benefits.

**Statement 7.**

Information provided in Statement 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. Additionally, any information contained in Statement 7 shall not be a binding admission of the Debtors' liabilities with respect to any of the suits and proceedings identified therein. The Debtors reserve all rights with respect to the suits and administrative proceedings set forth in Statement 7, and any claims filed in relation to such suits and administrative proceedings.

**Statement 9.**

Gifts are an integral part of the Debtors' businesses, and the Debtors and other companies in the Debtors' industry regularly donate various equipment to awards shows and for charitable purposes. The Debtors have made commercially reasonable efforts to identify all applicable gifts made over the course of the last two years on Statement 9. Certain *de minimis* gifts that are not reported or tracked centrally may have been excluded.

**Statement 10.**

The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses to the extent such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

**Statement 26a.** The Debtors have limited their response to Statement question 26a to the Chief Financial Officer and the Controller as they supervise either directly or indirectly all other parties who may be responsible for the creation and updating of the Debtors books and records.

**Statement 26b.** The Debtors have listed those individuals and/or firms that have been identified as having the primary responsibility to maintain or supervised the keeping of the Debtors' books and records. Notwithstanding this listing, additional parties not listed may have had access to the Debtors' books and record including individuals listed in response to Statement questions 21 and 22.

**Statement 26d.** The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d.

**Statement 30.** Where applicable, the Debtors have listed payments to insiders who are individuals to insiders who are individuals (or relatives thereof) in Statement 30.

\*\*\*\*\*

END OF GLOBAL NOTES

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

General description	Type of account (if applicable)	Last 4 digits of account # (if applicable)	Current value of debtor's interest
2. <b>Cash on hand</b> 2.1 _____			
3. <b>Checking, savings, money market, or financial brokerage accounts (Identify all)</b> 3.1 _____			
4. <b>Other cash equivalents (Identify all)</b> 4.1 _____			

5. **Total of Part 1.**

Add lines 2 through 4. Copy the total to line 80.

_____
-------

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 2: Deposits and prepayments**

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

General description	Current value of debtor's interest
---------------------	------------------------------------

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1 \_\_\_\_\_

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1 \_\_\_\_\_

9. Total of Part 2

Add lines 7 through 8. Copy the total to line 81.

--



Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

General description	Face or requested amount	Doubtful or uncollectable	Current value of debtor's interest
11. Accounts receivable			
11a. 90 days old or less:	-	-	=
11b. Over 90 days old:	-	-	=
11c. All accounts receivable:	-	-	=
12. <b>Total of Part 3</b>			

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 4: Investments**

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

General description	Valuation method used for current value	Current value of debtor's interest
---------------------	---	------------------------------------

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

14.1 \_\_\_\_\_

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

15.1 OWNERSHIP OF SUBSIDIARY MAXWELL BAY LLC (OWNERSHIP: 70.0%)                      NONE                      UNDETERMINED

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1 \_\_\_\_\_

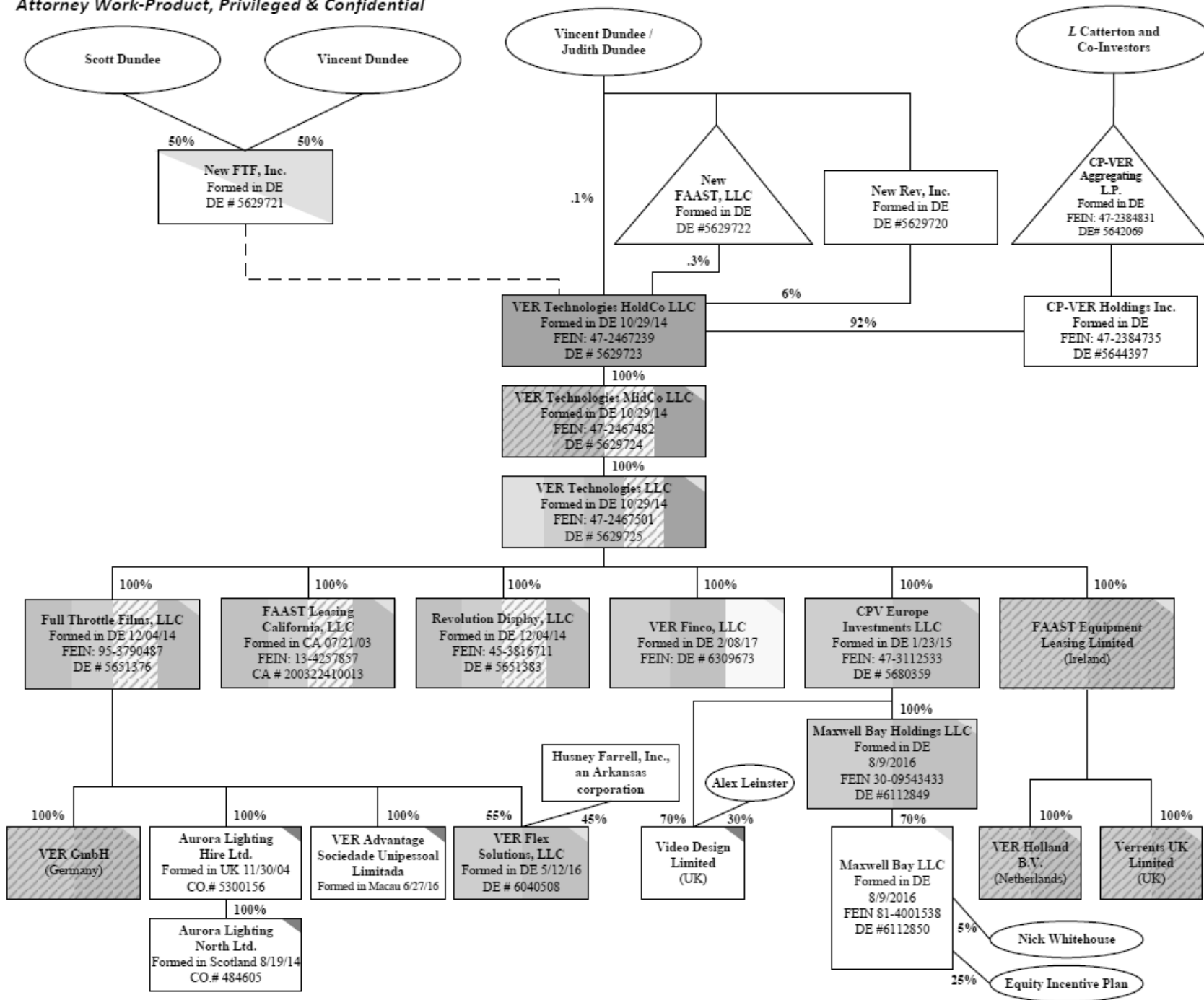
17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$0
-----

# Schedule A/B, Part 4, Question 15: Subsidiary of Entity Organization Chart

Attorney Work-Product, Privileged & Confidential



Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 5: Inventory, excluding agriculture assets - detail**

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. <b>Raw materials</b>				
19.1 _____	_____	_____	_____	_____
20. <b>Work in progress</b>				
20.1 _____	_____	_____	_____	_____
21. <b>Finished goods, including goods held for resale</b>				
21.1 _____	_____	_____	_____	_____
22. <b>Other Inventory or supplies</b>				
22.1 _____	_____	_____	_____	_____

23. **Total of Part 5**

Add lines 19 through 22. Copy the total to line 84.

_____
-------

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Book Value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. <b>Crops—either planted or harvested</b> 28.1 _____			
29. <b>Farm animals</b> Examples: Livestock, poultry, farm-raised fish 29.1 _____			
30. <b>Farm machinery and equipment</b> (Other than titled motor vehicles) 30.1 _____			
31. <b>Farm and fishing supplies, chemicals, and feed</b> 31.1 _____			
32. <b>Other farming and fishing-related property not already listed in Part 6</b> 32.1 _____			

33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

_____
-------

34. **Is the debtor a member of an agricultural cooperative?**

- No
- Yes. Is any of the debtor's property stored at the cooperative?
  - No
  - Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- No
- Yes. Book Value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- No
- Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- No
- Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 7: Office furniture, fixtures, and equipment; and collectibles - detail**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	---	---	------------------------------------

39. Office furniture

39.1 \_\_\_\_\_

40. Office fixtures

40.1 \_\_\_\_\_

41. Office equipment, including all computer equipment and communication systems equipment and software

41.1 \_\_\_\_\_

42. Collectibles

42.1 \_\_\_\_\_

43. Total of Part 7

Add lines 39 through 42. Copy the total to line 86.

_____
-------

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
- Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
- Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

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

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	---	---	------------------------------------

47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1 \_\_\_\_\_

48. **Watercraft, trailers, motors, and related accessories**

Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 \_\_\_\_\_

49. **Aircraft and accessories**

49.1 \_\_\_\_\_

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

50.1 \_\_\_\_\_

51. **Total of Part 8**

Add lines 47 through 50. Copy the total to line 87.

_____
-------

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- No
- Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No
- Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 9: Real property - detail**

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	---	---	------------------------------------

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

55.1 NONE \$0

56. Total of Part 9

Add the current value on all Question 55 lines and entries from any additional sheets. Copy the total to line 88.

\$0
-----

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes



Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 10: Intangibles and intellectual property - detail**

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. <b>Patents, copyrights, trademarks, and trade secrets</b> 60.1 _____			
61. <b>Internet domain names and websites</b> 61.1 _____			
62. <b>Licenses, franchises, and royalties</b> 62.1 _____			
63. <b>Customer lists, mailing lists, or other compilations</b> 63.1 _____			
64. <b>Other intangibles, or intellectual property</b> 64.1 _____			
65. <b>Goodwill</b> 65.1 _____			
66. <b>Total of Part 10</b> Add lines 60 through 65. Copy the total to line 89.			

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form? Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes. Fill in the information below.

General description	Current value of debtor's interest
<p><b>71. Notes receivable</b> Description (include name of obligor)</p> <p>71.1 _____</p>	
<p><b>72. Tax refunds and unused net operating losses (NOLs)</b> Description (for example, federal, state, local)</p> <p>72.1 _____</p>	
<p><b>73. Interests in insurance policies or annuities</b></p> <p>73.1 _____</p>	
<p><b>74. Causes of action against third parties (whether or not a lawsuit has been filed)</b></p> <p>74.1 _____</p>	
<p><b>75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims</b></p> <p>75.1 _____</p>	
<p><b>76. Trusts, equitable or future interests in property</b></p> <p>76.1 _____</p>	
<p><b>77. Other property of any kind not already listed Examples: Season tickets, country club membership</b> Examples: Season tickets, country club membership</p> <p>77.1 _____</p>	

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule A/B: Assets — Real and Personal Property**

**Part 11: All other assets**

---

**78. Total of Part 11**

Add lines 71 through 77. Copy the total to line 90.

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**79. Has any of the property listed in Part 11 been appraised by a professional within the last year?**

No

Yes

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule A/B: Assets — Real and Personal Property**

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property	Total of all property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$0		
81. Deposits and prepayments. Copy line 9, Part 2.	\$0		
82. Accounts receivable. Copy line 12, Part 3.	\$0		
83. Investments. Copy line 17, Part 4.	\$0		
84. Inventory. Copy line 23, Part 5.	\$0		
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$0		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0		
88. Real property. Copy line 56, Part 9.		\$0	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$0		
91. Total. Add lines 80 through 90 for each column.	\$0 a.	\$0 b.	
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$0

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule D: Creditors Who Have Claims Secured by Property**

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C U D	Amount of Claim	Value of Collateral
---	-------------	---------	-----------	--	-------	-----------------	---------------------

**Secured Debt**

2.1 BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT ATTN: CYNTHIA STANNARD, SVP, ASSET BASED PORTFOLIO SPECIALIST, BANK OF AMERICA BUSINESS CAPITAL, CITYPLACE 1 185 ASYLUM STREET, 35TH FLOOR MAIL CODE CT2-500-35-02 HARTFORD, CT 06103	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	PROPERTY DESCRIPTION: \$300 MILLION ABL REVOLVING LOAN DUE DEC 11, 2019	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$296,283,410	UNDETERMINED
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Email: cynthia.stannard@baml.com

2.2 WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT ATTENTION: VIDEO EQUIPMENT RENTALS ADMINISTRATOR 50 SOUTH SIXTH STREET, SUITE 1290 MINNEAPOLIS, MN 55402	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	PROPERTY DESCRIPTION: \$400 MILLION SENIOR TERM LOAN DUE MARCH 12, 2020	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$457,582,343	UNDETERMINED
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**Secured Debt Total: \$753,865,753**

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule D: Creditors Who Have Claims Secured by Property**

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C	U	D	Amount of Claim	Value of Collateral
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**UCC Liens**

2.3	BANK OF AMERICA, N.A., AS COLLATERAL AGENT 185 ASYLUM STREET, 35TH FLOOR, MAIL CODE CT2-500-35-02 HARTFORD, CT 06103	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 6/2/2017  LIEN DESCRIPTION: UCC-1 AS OF 01-15-2018 - DELAWARE - SECRETARY OF STATE  PROPERTY CO-INTEREST PRIMARY: LINE 2. -	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	UNDETERMINED	UNDETERMINED
-----	--	-------------------------------------	--------------------------	-------------------------------------	--	-------------------------------------	-------------------------------------	-------------------------------------	--------------	--------------

2.4	WILMINGTON TRUST, NATIONAL ASSOCIATION, AS AGENT 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 6/5/2017  LIEN DESCRIPTION: UCC-1 AS OF 01-15-2018 - DELAWARE - SECRETARY OF STATE  PROPERTY CO-INTEREST PRIMARY: LINE 2. -	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	UNDETERMINED	UNDETERMINED
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**UCC Liens Total: UNDETERMINED**

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule D: Creditors Who Have Claims Secured by Property**

Amount of Claim

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$753,865,753

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule D: Creditors Who Have Claims Secured by Property**

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

---

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Name and Mailing Address	Part 1 Line on which the Related Creditor was Listed	Last 4 Digits of Account Number for this Entity
--------------------------	--	---

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NONE

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Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
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2. NONE

**Total:** **\$0** **\$0**

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

---

Total: All Creditors with PRIORITY Unsecured Claims

\$0

\$0

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
<b>Intercompany</b>					
3.1 FTF USA - INTERCOMPANY PAYABLE 757 W. CALIFORNIA AVE. GLENDALE, CA 91203	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Intercompany Payable	<input type="checkbox"/>	\$860
<b>Intercompany Total:</b>					<b>\$860</b>

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 2:** List All Creditors with NONPRIORITY Unsecured Claims

---

Total: All Creditors with NONPRIORITY Unsecured Claims

---

\$860

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Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

---

**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 3: List Others to Be Notified About Unsecured Claims**

---

4. List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

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Creditor's Name, Mailing Address Including Zip Code	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
---	---	---

---

4.1 NONE

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule E/F: Creditors Who Have Unsecured Claims**

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

		<u>Total of claim amounts</u>
5a. Total claims from Part 1	5a.	\$0
		_____
5b. Total claims from Part 2	5b. +	\$860
		_____
5c. Total of Parts 1 and 2	5c.	\$860
		_____
Lines 5a + 5b = 5c.		

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule G: Executory Contracts and Unexpired Leases****1. Does the debtor have any executory contracts or unexpired leases?**

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

**2. List all contracts and unexpired leases**

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
<b><u>Operation Agreements</u></b>					
2. 1	LIMITED LIABILITY COMPANY AGREEMENT	100145	<input type="checkbox"/>	CPV EUROPE INVESTMENTS LLC	757 W. CALIFORNIA AVE. BLDG. 4 GLENDALE, CA 91203
2. 2	OPERATING AGREEMENT	100056	<input type="checkbox"/>	MAXWELL BAY LLC	2711 CENTERVILLE RD SUITE 400, WILMINGTON, DE 19808
2. 3	OPERATING AGREEMENT	100056	<input type="checkbox"/>	WHITEHOUSE, NICK	144 LEBLANC LANE NEWPORT CENTER, VT 05857

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

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**Schedule G: Executory Contracts and Unexpired Leases**

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TOTAL NUMBER OF CONTRACTS: 3



Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule H: Codebtors****1. Does the debtor have any codebtors?**

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.**

Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

	Codebtor Name and Mailing Address	Creditor Name	Applicable Schedule		
			D	E/F	G
2.1	CPV EUROPE INVESTMENTS LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2	FAAST LEASING CALIFORNIA, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.3	FULL THROTTLE FILMS, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.4	REVOLUTION DISPLAY, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.5	VER FINCO, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.6	VER TECHNOLOGIES LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.7	VER TECHNOLOGIES MIDCO LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	BANK OF AMERICA, N.A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.8	CPV EUROPE INVESTMENTS LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.9	FAAST LEASING CALIFORNIA, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.10	FULL THROTTLE FILMS, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Maxwell Bay Holdings LLC

Case Number: 18-10842 (KG)

**Schedule H: Codebtors**

Applicable Schedule

Codebtor Name and Mailing Address	Creditor Name	D	E/F	G
2. 11 REVOLUTION DISPLAY, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 12 VER FINCO, LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 13 VER TECHNOLOGIES LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 14 VER TECHNOLOGIES MIDCO LLC 727 W CALIFORNIA AVE. GLENDALE, CA 91203	WILMINGTON TRUST, NATIONAL ASSOCIATION	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Total Number of Co-Debtor / Creditor rows: 14

**Fill in this information to identify the case:**

Debtor Name: Maxwell Bay Holdings LLC

United States Bankruptcy Court for the: FOR THE DISTRICT OF DELAWARE

Case Number (if known): 18-10842 (KG)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

**Part 1: Summary of Assets**

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B ..... \$0

1b. Total personal property:

Copy line 91A from Schedule A/B ..... \$0

+

1c. Total of all property:

Copy line 92 from Schedule A/B ..... \$0

**Part 2: Summary of Liabilities**

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D ..... \$753,865,753

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 6a of Schedule E/F ..... \$0

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 6b of Schedule E/F ..... \$860

+

4. Total liabilities

Lines 2 + 3a + 3b ..... \$753,866,613

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

Debtor Name:	Maxwell Bay Holdings LLC
United States Bankruptcy Court for the:	FOR THE DISTRICT OF DELAWARE
Case Number (if known):	18-10842 (KG)

**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 \_\_\_\_\_
- Other document that requires a declaration \_\_\_\_\_

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

**Executed on:** April 30, 2018

**Signature:** /s/ Lawrence E. Young

Lawrence E. Young, Chief Restructuring Officer  
**Name and Title**