

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
Central District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Background Images, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 95-4888678	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 28159 Avenue Stanford, Unit 120 Valencia, CA <div style="text-align: right; font-size: small;">ZIP Code 91355</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid,
 there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Background Images, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Background Images, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Dean G. Rallis Jr.
Signature of Attorney for Debtor(s)

Dean G. Rallis Jr. 94266
Printed Name of Attorney for Debtor(s)

Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP
Firm Name

199 S. Los Robles Avenue
Suite 600
Pasadena, CA 91101-2459

Address

Email: drallis@afrc.com

(626) 535-1900 Fax: (626) 577-7764
Telephone Number

October 16, 2015 94266
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X /s/ Dan Ellis
Signature of Authorized Individual

Dan Ellis
Printed Name of Authorized Individual

President
Title of Authorized Individual

October 16, 2015
Date

**CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS OF BACKGROUND
IMAGES, INC., AUTHORIZING FILING OF PETITION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE**

I, the undersigned, Dan Ellis, President of Background Images, Inc., a California corporation, (the "Company"), do hereby certify that the following resolutions were adopted and will be recorded in the minute book of the Company, and that they have not been modified or rescinded and are still in full force and effect:

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company, in the United States Bankruptcy Court for the Central District of California ("Bankruptcy Court") seeking relief under the provisions of Chapter 11 of title 11 of the United States Code ("Bankruptcy Code"); and it is further

RESOLVED, that the President and Alan Barber, Vice President, (the "Authorized Officers") of the Company, be, and each of them acting individually hereby is, authorized, empowered and directed, on behalf of, and in the name of, the Company, to execute and verify and certify such a petition and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Officer executing that petition on behalf of the Company shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that the Authorized Officers of the Company be, and each of them acting individually hereby is, authorized and empowered to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized, as it deems necessary, to (i) conduct, manage and supervise a reorganization of the Company, (ii) to borrow funds in such amounts, from such lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Company, (iii) to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed reasonably necessary, proper or desirable by any one or more of the Authorized Officers in connection with such borrowings or

in connection with obtaining authority to use cash collateral, cash or otherwise, and/or (iv) sell any or substantially all of the assets of the Company as one or more of the Authorized Officers may be deemed reasonably necessary, proper or desirable; and it is further

RESOLVED, that the Authorized Officers, be, and each of them acting individually hereby is, authorized, empowered and directed, on behalf of, and in the name of, the Company, where deemed reasonably necessary, proper or desirable in such Authorized Officer's sole discretion, to take such actions, to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including, without limitation, any and all documents relating to any post-petition financing, all affidavits, declarations, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that the Authorized Officers, be, and each of them acting individually hereby is, authorized and empowered, on behalf of, and in the name of, the Company, to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officer executing the same shall determine; and it is further

RESOLVED, that the Company retain and employ the firm of Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP ("AFRCT"), as general bankruptcy counsel to the Company under a general retainer, in connection with the Company's reorganization case and for all other relevant purposes. The Authorized Officers are authorized to sign an engagement letter employing AFRCT, as counsel to the Company, and deliver to AFRCT, the retainer required by such engagement letter; and it is further

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered to employ and retain other law firms, financial advisors, accountants and other professionals or agents, to advise the Company in connection with the Company's reorganization case; and it is further


RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and directed, on behalf of the company, to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates,

and to make any payments of any costs, expenses or fees as they may deem reasonably required or desired to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver on behalf of the Company such documents, agreements and certificates, and to cause the Company to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of
October 2015

Background Images, Inc., a California corporation

By:  _____

Dan Ellis, President

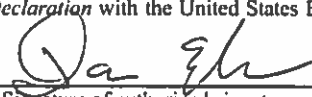
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Dean G. Rallis Jr. Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP 199 S. Los Robles Avenue Suite 600 Pasadena, CA 91101-2459 (626) 535-1900 Fax: (626) 577-7764 94266 Attorney for:	CASE NO.: CHAPTER: 11 ADVERSARY NO.: (if applicable)
In re: Background Images, Inc. <div style="text-align: right; margin-top: 10px;">Debtor(s).</div>	ELECTRONIC FILING DECLARATION (CORPORATION/PARTNERSHIP) <div style="text-align: right; margin-top: 10px;">[LBR 1006-1(h)]</div>

- | | |
|--|-------------------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists | Date Filed: <u>10/16/2015</u> |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input checked="" type="checkbox"/> Other: (specify): <u>Stmnt of Related Cases; Corp Ownership Stmnt., Decl. re Motions</u> | Date Filed: <u>10/16/2015</u> |

PART I - DECLARATION OF SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed printed copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

October 16, 2015
Date



Signature of authorized signatory of Filing Party

Dan Ellis
Printed Name of Authorized Signatory of Filing Party

President
Title of authorized signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed Part I - Declaration of Authorized Signatory of Debtor or Other Party of this Declaration before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration and the Filed Document available for review upon request of the court or other parties.

October 16, 2015
Date

/s/ Dean G. Rallis Jr.
Signature of attorney for Filing Party

Dean G. Rallis Jr.
Printed Name of attorney for Filing Party

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Central District of California**

In re **Background Images, Inc.**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Accurate Freight Systems Surety Funding Group c/o Accurate Freight Systems 16255 Ventura Boulevard, Suite 320 Encino, CA 91436	Accurate Freight Systems Surety Funding Group c/o Accurate Freight Systems Encino, CA 91436 661-257-7200	Trade debt		2,479.57
Allegent Group, LLP CPAs & Advisors 5959 Topanga Canyon Boulevard Suite 370 Woodland Hills, CA 91367	Allegent Group, LLP CPAs & Advisors 5959 Topanga Canyon Boulevard Suite 370 Woodland Hills, CA 91367 661-775-2929	Services		3,640.00
Bank of Santa Clarita 23780 Magic Mountain Pkwy Valencia, CA 91355	Bank of Santa Clarita 23780 Magic Mountain Pkwy Valencia, CA 91355 661-362-6012	Vehicle		15,000.00 (9,500.00 secured)
Brook Fisher 1710 Evangeline Place Oxnard, CA 93030	Brook Fisher 1710 Evangeline Place Oxnard, CA 93030	Pre-Petition Wages Due		2,987.25
Christie Digital Systems USA, Inc. 10550 Camden Drive Cypress, CA 90630	Christie Digital Systems USA, Inc. 10550 Camden Drive Cypress, CA 90630 714-503-3321	Trade debt		4,688.07
Epic Freight Solutions LLC 15901 Hawthorne Blvd. Suite 490 Lawndale, CA 90260	Epic Freight Solutions LLC 15901 Hawthorne Blvd. Suite 490 Lawndale, CA 90260 818-464-3742	Trade debt		6,700.00
Gary Clark II 3360 Heartland Avenue Simi Valley, CA 93065	Gary Clark II 3360 Heartland Avenue Simi Valley, CA 93065	Pre-Petition Wages Due		6,043.96
Gary Shawn Orm 22258 Trinity Place Saugus, CA 91390	Gary Shawn Orm 22258 Trinity Place Saugus, CA 91390	Pre-Petition Wages Due		5,137.36

B4 (Official Form 4) (12/07) - Cont.

In re **Background Images, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Justin Edgerly 1001 Forbes Avenue North Hills, CA 91343	Justin Edgerly 1001 Forbes Avenue North Hills, CA 91343	Pre-Petition Wages Due		5,050.98
Kollin Depew 28563 Haskell Canyon Santa Clarita, CA 91390	Kollin Depew 28563 Haskell Canyon Santa Clarita, CA 91390	Pre-Petition Wages Due		3,409.70
Lynn Gatchalian 2768 Primrose Lane Castaic, CA 91384	Lynn Gatchalian 2768 Primrose Lane Castaic, CA 91384	Pre-Petition Wages Due		2,266.49
Matrix Visual Solutions 1748 W. Business Center Drive Orange, CA 92867	Matrix Visual Solutions 1748 W. Business Center Drive Orange, CA 92867 714-363-9473	Trade Debt		159,406.00
MBox Design 9234 Deering Avenue Chatsworth, CA 91311	MBox Design 9234 Deering Avenue Chatsworth, CA 91311 818-700-7770	Trade Debt		9,587.00
Nationwide Video 50888 Century Court Wixom, MI 48393	Nationwide Video 50888 Century Court Wixom, MI 48393 800-935-2323	Trade debt		64,237.88
Outpost Worldwide - V 7833 Barton Street Overland Park, KS 66214	Outpost Worldwide - V 7833 Barton Street Overland Park, KS 66214 913-491-1124	Trade debt		3,150.00
Progressive Marketing Products, Inc dba Premier Mounts P.O. Box 894441 Los Angeles, CA 90189-4441	Progressive Marketing Products, Inc dba Premier Mounts P.O. Box 894441 Los Angeles, CA 90189-4441 800-368-9700	Trade debt		12,299.09
RIF III - Avenue Stanford, LLC 11620 Wilshire Blvd., Ste 1000 Los Angeles, CA 90025	RIF III - Avenue Stanford, LLC 11620 Wilshire Blvd., Ste 1000 Los Angeles, CA 90025 310-966-1680	Trade debt		8,620.48
Stewart Filmscreen Corporation 1161 W. Sepulveda Boulevard Torrance, CA 90502	Stewart Filmscreen Corporation 1161 W. Sepulveda Boulevard Torrance, CA 90502 800-762-4999	Trade debt		19,483.20
Team Worldwide P O Box 668 Winnsboro, TX 75494-0668	Team Worldwide P O Box 668 Winnsboro, TX 75494-0668 800-527-1168	Trade debt		2,816.57
V E R Video Equipment Rentals 912 Ruberta Avenue Glendale, CA 91201	V E R Video Equipment Rentals 912 Ruberta Avenue Glendale, CA 91201 818-956-1444	Trade debt	Unliquidated Disputed	2,566,199.42

B4 (Official Form 4) (12/07) - Cont.

In re **Background Images, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **October 16, 2015**

Signature /s/ Dan Ellis

Dan Ellis

President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Dean G. Rallis Jr. 199 S. Los Robles Avenue Suite 600 Pasadena, CA 91101-2459 (626) 535-1900 Fax: (626) 577-7764 California State Bar Number: 94266 drallis@afrc.com	FOR COURT USE ONLY
<input type="checkbox"/> Debtor(s) appearing without an attorney <input checked="" type="checkbox"/> Attorney for Debtor(s):	

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re: <p style="text-align: center;">Background Images, Inc.</p>	CASE NO.: CHAPTER: 11
Debtor(s).	<p>VERIFICATION OF MASTER MAILING LIST OF CREDITORS</p> <p>[LBR 1007-1(d)]</p>

Pursuant to LBR 1007-1(d), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 7 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: October 16, 2015

/s/ Dan Ellis
Debtor's signature

Date: October 16, 2015

Joint Debtor's signature (if applicable)

Date: October 16, 2015

/s/ Dean G. Rallis Jr.
Attorney's signature (if applicable)

MASTER MAILING LIST OF CREDITORS

Dean G. Rallis Jr.
AFRCT LLP
199 S. Los Robles Avenue
Suite 600
Pasadena, CA 91101-2459

Accurate Freight Systems Surety Funding Group
c/o Accurate Freight Systems
16255 Ventura Boulevard Suite 320
Encino, CA 91436

Allegent Group, LLP CPAs & Advisors
5959 Topanga Canyon Boulevard Suite 370
Woodland Hills, CA 91367

Ascentium Capital, LLC
23970 Highway 59
North Kingwood, TX 77339

Bank of Santa Clarita
23780 Magic Mountain Pkwy
Valencia, CA 91355

Blue Bridge Financial, LLC
535 Washington St Suite 201
Buffalo, NY 14203

BRE/GA Greenwood/Westfork
c/o IndCor Properties Inc.
Two North Riverside Plaza Suite 2350
Chicago, IL 60606

Brook Fisher
1710 Evangeline Place
Oxnard, CA 93030

CA State Board of Equalization
P O Box 942879
Sacramento, CA 94279-0001

Chandler Orm
22258 Trinity Place
Santa Clarita, CA 91390

Christie Digital Systems USA, Inc.
10550 Camden Drive
Cypress, CA 90630

Corporation Service Company
P O Box 2576
Springfield, IL 62708

De Lage Landen Financial Services
1111 Old Eagle School Road
Wayne, PA 19087

Department of the Treasury
Internal Revenue Service
New York, NY 10008-3646

DK Capital Inc.
4121 Okemos Road #16
Okemos, MI 48864

Employment Development
Dept. P O Box 826880 MIC 83
Sacramento, CA 94280-0001

Epic Freight Solutions LLC
15901 Hawthorne Blvd., Suite 490
Lawndale, CA 90260

First Federal Leasing
P O Box 1145
Richmond, IN 47375-1145

Full Circle Capital
10 Greenwich Ave 2nd Floor
Greenwich, CT 06830

Gary Clark II
3360 Heartland Avenue
Simi Valley, CA 93065

Gary Shawn Orm
22258 Trinity Place
Saugus, CA 91390

Georgia Department of Revenue
P O Box 740317
Atlanta, GA 30374-0317

IntelliEvent
560 Fremont Street
Monterey, CA 93940

Justin Edgerly
1001 Forbes Avenue
North Hills, CA 91343

Kelly Nilges
28259 Cascade Road
Castaic, CA 91384

Kollin Depew
28563 Haskell Canyon
Santa Clarita, CA 91390

Louis Smith
41444 Jacaranda Street
Palmdale, CA 93551

Lynn Gatchalian
2768 Primrose Lane
Castaic, CA 91384

Matrix Visual Solutions
1748 W. Business Center Drive
Orange, CA 92867

MBox Design
9234 Deering Avenue
Chatsworth, CA 91311

McKinney Trailers & Containers
8400 E. Slauson Avenue
Pico Rivera, CA 90660

Millard Winfrey III
40131 Valle View Lane
Palmdale, CA 93551

Mitchell Williams
19620 Green Mountain Drive
Newhall, CA 91321

Nationwide Video
50888 Century Court
Wixom, MI 48393

Navitas Lease Corp.
P O Box 935204
Atlanta, GA 31193-5204

NY State Dept of Taxation & Finance
NYS Estimated Income Tax Processing Center
P.O. Box 4123
Binghamton, NY 13902-4123

NYS Corporation Tax
P O Box 22092
Albany, NY 12201-2092

NYS Department of Finance
P.O. Box 3644
New York, NY 10008-3646

Outpost Worldwide - V
7833 Barton Street
Overland Park, KS 66214

Pacific Radio Electronics
3031 Thorton Avenue
Burbank, CA 91504

Progressive Marketing Products, Inc
dba Premier Mounts
P.O. Box 894441
Los Angeles, CA 90189-4441

R & S Automotive
24773 Valley Street
Newhall, CA 91321

Rent-It Trucks
2081 First St., Ste 200
Simi Valley, CA 93065-2819

Ricardo Moreno
180 Lantana Drive
Locust Grove, GA 30248

RIF III - Avenue Stanford, LLC
11620 Wilshire Blvd.,
Ste 1000 Los Angeles, CA 90025

Roger's Systems Specialist
25570 Rye Canyon, #A
Valencia, CA 91355

Sean Austin Ryan
24440 Valencia Blvd. Apt. 3106
Valencia, CA 91355

Securities and Exchange Commission
444 South Flower Street, Suite 900
Los Angeles, CA 90071-9591

Stewart Filmscreen Corporation
1161 W. Sepulveda Boulevard
Torrance, CA 90502

Team Worldwide
P O Box 668
Winnsboro, TX 75494-0668

TMB
527 Park Avenue
San Fernando, CA 91340

V E R Video Equipment Rentals
912 Ruberta Avenue
Glendale, CA 91201

Vortex Industries, Inc.
1801 W. Olympic Blvd.
Pasadena, CA 91199-1095

**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LBR 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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

Executed at Pasadena, California, California.

/s/ Dan Ellis

Date: October 16, 2015

Dan Ellis

Signature of Debtor

Signature of Joint Debtor

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address Dean G. Rallis Jr. 199 S. Los Robles Avenue Suite 600 Pasadena, CA 91101-2459 (626) 535-1900 Fax: (626) 577-7764 California State Bar Number: 94266 drallis@afrc.com	FOR COURT USE ONLY
<input checked="" type="checkbox"/> <i>Attorney for:</i>	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: <p style="text-align: center;">Background Images, Inc.</p>	CASE NO.: ADVERSARY NO.: CHAPTER: 11
Debtor(s), Plaintiff(s),	CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4
Defendant(s).	[No hearing]

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, **Dan Ellis**, the undersigned in the above-captioned case, hereby declare
 (Print Name of Attorney or Declarant)
 under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
- I am the president or other officer or an authorized agent of the Debtor corporation
 - I am a party to an adversary proceeding
 - I am a party to a contested matter
 - I am the attorney for the Debtor corporation
- 2.a. The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
[For additional names, attach an addendum to this form.]
- b. There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

October 16, 2015

Date

By: /s/ Dan Ellis

Signature of Debtor, or attorney for Debtor

Name: Dan Ellis

Printed name of Debtor, or attorney for Debtor

**United States Bankruptcy Court
Central District of California**

In re Background Images, Inc.
Debtor

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Alan Barber 24969 Hacienda Newhall, CA 91321	Common	25%	Equity
Danny Ellis 3733 Ocean Drive Oxnard, CA 93035	Common	75%	Equity

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 16, 2015

Signature /s/ Dan Ellis
Dan Ellis
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.