

B1 (Official Form 1)(04/13)

| United States Bankruptcy Court District of Delaware | | Voluntary Petition |
|--|---|---|
| Name of Debtor (if individual, enter Last, First, Middle): AmCad Holdings, LLC | | 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) 46-3644731 | | 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): 13650 Dulles Technology Drive Suite 400 Herndon, VA ZIP Code: 20171 | | Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code: |
| County of Residence or of the Principal Place of Business: Fairfax | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): ZIP Code: | | Mailing Address of Joint Debtor (if different from street address): ZIP Code: |
| 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). |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 | | |
| Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |

| | | | |
|---|---|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): AmCad Holdings, LLC | |
| 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: See Attached Schedule 1 | Case Number: | Date Filed: | |
| District: Delaware | Relationship: | Judge: | |
| <p style="text-align:center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> | | |
| 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.) <div style="margin-left: 40px;">_____</div> <div style="margin-left: 40px;">(Name of landlord that obtained judgment)</div> <div style="margin-left: 40px;">_____</div> <div style="margin-left: 40px;">(Address of landlord)</div> | | | |
| <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):
AmCad Holdings, LLC

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

Signatures

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.

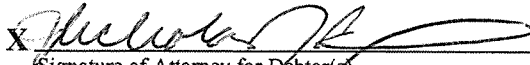
Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Attorney*

X 
 Signature of Attorney for Debtor(s)

Nicholas J. Brannick (No. 5721)
 Printed Name of Attorney for Debtor(s)

Cole, Schotz, Meisel, Forman & Leonard, P.A.
 Firm Name

500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
 Address

302-652-3131 Fax: 302-652-3117
 Telephone Number

September 19, 2014
 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 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 
 Signature of Authorized Individual

Ian L. Blasco
 Printed Name of Authorized Individual

Manager
 Title of Authorized Individual

September 19, 2014
 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.

In re AmCad Holdings, LLC Debtor(s) Case No. _____

FORM 1. VOLUNTARY PETITION

Schedule 1

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code:

| | |
|---------------------------|---------------|
| AmCad Holdings, LLC | Case No. 14 - |
| American Cadastre, L.L.C. | Case No. 14 - |

AMCAD HOLDINGS, LLC

WRITTEN CONSENT OF THE BOARD OF MANAGERS

The undersigned, being all of the Managers (each a "Manager", and collectively the "Board") of AmCad Holdings LLC, a Delaware limited liability company (the "Company"), do hereby consent to and adopt the following resolutions as of this __ day of September, 2014:

WHEREAS, in light of the Company's current financial condition, the Board has investigated, discussed and considered all options for addressing the Company's financial challenges and, after consultation with the Company's advisors, has concluded that it is in the best interests of the Company, its creditors and other interested parties that a petition be filed by the Company (the "Company Chapter 11 Case") seeking relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, the Company is the sole member of its subsidiary, American Cadastre, L.L.C., a Virginia limited liability Company (the "Operating Company"); and

WHEREAS, in light of the Operating Company's current financial condition, after investigation and consultation with the Company's advisors, the Board has determined it is in the best interest of the Operating Company, its creditors, employees and other interested parties for the Operating Company to file a petition seeking relief under Chapter 11 of the Bankruptcy Code (the "Operating Company Chapter 11 Case" and, together with the Company Chapter 11 Case, collectively, the "Chapter 11 Cases"); and

WHEREAS, in furtherance of the Chapter 11 Cases, the Company deems it necessary for the Company and the Operating Company to enter into a certain Senior Secured Super Priority Debtor in Possession Priming Credit Agreement and related documents (the "DIP Credit Agreement") with Fifth Street Finance Corporation (the "Lender") to fund the operating expenses and general corporate purposes of and during the Chapter 11 Cases; and

WHEREAS, in furtherance of the Chapter 11 Cases, the Company deems it necessary for the Operating Company to sell its Case Management System division (the "CMS Unit"), Land Records division (the "Land Records Unit") and Document Management Services division (the "Managed Services Unit", the "Managed Services Unit", and with the CMS Unit and the Land Records Unit, individually a "Business Unit" and collectively, the "Business Units") and its eUniversa software solutions product line (the "eUniversa Product") in one or a series of transactions, by entering into one or more asset purchase agreements; now, therefore, it be

RESOLVED, that each Manager comprising the Board of the Company, Ian Blasco, Shahan Zafar and David Weiss (each an "Authorized Board Member", and, collectively, the "Authorized Board Members") is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware at such time as said Authorized Board Member or Authorized Board Members executing the same shall determine; and it is further

RESOLVED, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. is hereby employed as attorneys for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the firm of SOLIC Capital Advisors, LLC is hereby engaged as a financial advisor and investment banker for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Board Members of the Company be, and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any and all further acts and deeds they deem necessary, proper or desirable in connection with the successful prosecution of the Company Chapter 11 Case; and it is further

RESOLVED, that each of the Authorized Board Members of the Company be, and hereby is authorized, empowered and directed to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company, executing and filing any documents necessary or desirable in connection with the Operating Company's Chapter 11 case, for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such Managers shall be or become necessary of the Company's and the Operating Company's assets; and it is further

RESOLVED, that the filing by the Company of a petition seeking relief under the provisions of the Bankruptcy Code shall not dissolve the Company; and it is further

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Operating Company, its creditors, employees and other interested parties that a petition be filed by the Operating Company seeking relief under Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Operating Company, and its officers, Pat Conley and Jim Harriot, be, and each of them is authorized, empowered and directed, in the name and on

behalf of the Operating Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware; and it is further

RESOLVED, that the Operating Company, and its officers, Pat Conley and Jim Harriot, be, and each of them is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any and all further acts and deeds they deem necessary, proper or desirable in connection with the successful prosecution of its Chapter 11 case; and it is further

RESOLVED, that the Authorized Board Members of the Company be, and each of them is authorized, directed and empowered, for and on behalf of the Company to enter into the DIP Credit Agreement in the form previously provided to the undersigned with such changes and revisions as such Authorized Board Member shall approve as evidenced by such Authorized Board Member's execution and delivery thereof and to take all such further action, perform such further duties and execute and deliver or file such additional agreements, documents, applications, instruments, certificates and corporate papers as contemplated in or by the DIP Credit Agreement or as the Authorized Board Members may otherwise deem necessary or desirable to accomplish consummate the transactions contemplated by the DIP Credit Agreement; and it is further; and it is further

RESOLVED, that the Operating Company, and its officers, Pat Conley and Jim Harriot, be, and each of them is hereby authorized, directed and empowered, for and on behalf of the Operating Company to, and they are each authorized, directed and empowered, for an on behalf of the Company to enter into, execute and deliver the DIP Credit Agreement in the form previously provided to the undersigned with such changes and revisions as such Authorized Officer shall approve as evidenced by such Authorized Officers execution and delivery thereof; and it is further

RESOLVED, that the Company consents to the Operating Company's sale of its CMS Unit, Land Records Unit, Managed Services Unit and the eUniversa Product in one or more series of transactions; and it is further

RESOLVED, that the Operating Company, and each of its officers, Pat Conley, and Jim Harriot, be and hereby is authorized, directed and empowered, on behalf of the Operating Company, to enter into, execute and deliver one or more asset purchase agreements for the sale of the assets of one or more of the Business Units, the eUniversa Product or other assets of the Operating Company pursuant to Section 363 of the Bankruptcy Code as such Authorized Officer upon consultation with the Member and its managers shall approve; and it is further

RESOLVED, that any and all past actions heretofore taken by an Authorized Board Member of the Company in the name and on behalf of the Company in furtherance

of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Board of the Company and the undersigned hereby waives all requirements as to notice of a meeting; and it is further

RESOLVED, that this Written Consent may be executed in one or more counterparts, each of which will be deemed to be an original copy, and all of which, when taken together, will be deemed to constitute on and the same Written Consent. 'Pdf' and facsimile signatures shall be sufficient for the execution of this Written Consent.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Managers of AmCad Holdings, LLC as of the date set forth above.

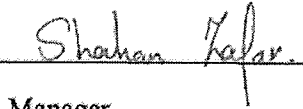
MANAGERS:

Ian Blasco

By: 


Title: Manager

Shahan Zafar

By: 

Title: Manager

David Weiss

By: 

Title: Manager

AMCAD HOLDINGS, LLC

WRITTEN CONSENT OF THE BOARD OF MANAGERS

The undersigned, being all of the Managers (each a "Manager", and collectively the "Board") of AmCad Holdings LLC, a Delaware limited liability company (the "Company"), do hereby consent to and adopt the following resolutions as of this __ day of September, 2014:

WHEREAS, the Company has previously determined that it is in the best interests of the Company, its creditors and other interested parties that a petition be filed by the Company (the "Company Chapter 11 Case") seeking relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, the Company finds it in its best interest to engage the services of Kallander Group, Inc. (the "Kallander Group") to assist the Company in the restructuring and sale processes in connection with the bankruptcy proceedings pursuant to the Engagement Letter between the Company and Kallander Group in the form attached hereto as Exhibit A (the "Engagement Letter"); and

WHEREAS, in engaging the Kallander Group for the aforementioned assistance, the Company wishes to appoint a Chief Restructuring Officer ("CRO").

NOW THEREFORE, it be

RESOLVED, that the Company be and hereby is authorized to enter into the Engagement Letter; and it is further


RESOLVED, that pursuant to the Engagement Letter, the Company appoint Barry Kallander ("Kallander") as CRO effective immediately; and it is further

RESOLVED, that 'Pdf' and facsimile signatures shall be sufficient for the execution of this Written Consent.

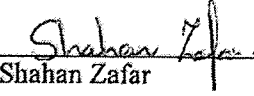
[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Managers of AmCad Holdings, LLC as of the date set forth above.

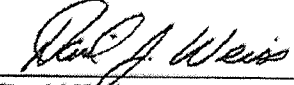
MANAGERS:



Ian Blasco



Shahan Zafar



David Weiss

EXHIBIT A

KALLANDERGROUP, INC.

Challenging Situations...Honest Results

September 16, 2014

Mr. Ian Blasco
Manager
AmCad Holdings, LLC
13650 Dulles Technology Drive
Suite 400
Herndon, VA 20171

Mr. Patrick Conley
President
American Cadastre, L.L.C.
13650 Dulles Technology Drive
Suite 400
Herndon, VA 20171

RE: Chief Restructuring Officer Services

Dear Messrs. Blasco and Conley:

This engagement letter outlines the terms of the agreement between KallanderGroup, Inc. ("Kallander"), on the one hand, and AmCad Holdings, LLC and American Cadastre, L.L.C. (together, the "Company"), on the other, for the engagement of Kallander to assist the Company in the restructuring and sale processes in its anticipated bankruptcy proceedings, as more fully described below.

Scope of Services

Kallander will provide the services set forth below, working collaboratively with the Company's senior management team, its Board of Managers, and the Company's professionals. Kallander's services will be provided by Barry Kallander, who will serve as Chief Restructuring Officer (the "CRO") reporting directly to the Board of Managers of American Cadastre, L.L.C. Kallander will assist the Company in evaluating and implementing strategic, tactical and operational options throughout the restructuring and sale process. Mr. Kallander will attend all Board meetings except as may be determined by the Board under appropriate circumstances.

Effective immediately, Barry Kallander shall be, and hereby is, appointed as the Company's CRO to serve until his successor shall be duly appointed and qualified or the earlier of his death, resignation or removal. As CRO, Mr. Kallander will provide the following services to assist the Company, having full authority as is generally vested in a Chief Executive Officer, including, but not limited to:

1. Reporting to and being responsible directly to the Company's Board of Managers.
2. Have full authority (including signing authority) generally vested in a Chief Executive Officer.
3. Being responsible for all aspects of the bankruptcy filing and proposed section 363 sale.
4. Communications with customers, vendors, employees, creditors and other parties in interest, as required during the bankruptcy proceeding and section 363 sale.
5. Assist in the preparation of bankruptcy schedules and statements.

KallanderGroup, Inc.
282 Central Street, Unit 9
Hudson, MA 01749

barry@kallandergroup.com
978-562-0767

KALLANDERGROUP, INC.

Challenging Situations...Honest Results

6. Perform such other restructuring services as may be requested by the Company's Board of Managers.

Fees and Retainer

Kallander shall be compensated for its services at the following hourly rates:

Barry Kallander \$250

In addition, the Company shall pay directly or reimburse Kallander upon receipt of periodic billings, for all reasonable out-of-pocket expenses incurred in connection with this engagement, including, but not limited to, travel, lodging, postage, and actual telephone and facsimile charges.

Kallander shall be paid a security retainer of \$10,000 upon execution of this letter. Upon payment of Kallander's final invoice by the Company, the retainer shall be refunded to the Company.

If you concur with this engagement, please sign below and email or fax back.

Sincerely,

Barry Kallander
President

Agreed:

AmCad Holdings, LLC

By: *Jan Klum* Date

Agreed:

American Cadastre, L.L.C.

By: *[Signature]* 9/16/2014
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re AmCad Holdings, LLC

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) | (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> |
| Fifth Street Finance Corp. Attn: General Counsel 10 Bank Street, 12th Floor White Plains, NY 10606 | Fifth Street Finance Corp. Attn: General Counsel 10 Bank Street, 12th Floor White Plains, NY 10606 | Guaranty | Contingent Unliquidated | Unknown |
| Fifth Street Finance Corp. Attn: Brian Finkelstein, Esq. 10 Bank Street, 12th Floor White Plains, NY 10606 | Fifth Street Finance Corp. Attn: Brian Finkelstein, Esq. 10 Bank Street, 12th Floor White Plains, NY 10606 | Guaranty | Contingent Unliquidated | Unknown |
| | | | | |

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

I, the Chairman 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 September 19, 2014

Signature _____

**Ian L. Blasco
Manager**

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.

**United States Bankruptcy Court
District of Delaware**

In re AmCad Holdings, LLC

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 |
|--|-------------------|-------------------------|-----------------------------------|
| Mike Battaglia 1304 Featherstone Lane NE Leesburg, VA 20176 | Incentive Equity | | 0.04% - Membership Interest |
| Edward Berkowitz 1830 Fountain Drive Suite 308 Reston, VA 20190 | Incentive Equity | | 0.8% - Membership Interest |
| Mike Bilardo 4646 Bellerive Way Avon, OH 44011 | Incentive Equity | | 0.1% - Membership Interest |
| Srikanth Celamkoti 1830 Fountain Drive Reston, VA 20190 | Incentive Equity | | 0.1% - Membership Interest |
| Patrick Conley 312 Oakdale Drive Rochester, NY 14618 | Incentive Equity | | 1.6% - Membership Interest |
| William Earl 47831 Scotsborough Square Potomac Falls, VA 20165 | Incentive Equity | | 0.8% - Membership Interest |
| Gary Egnor 9486 Strausser NW Massillon, OH 44646 | Incentive Equity | | 0.2% - Membership Interest |
| James A. Harriot 1800 Cranberry Lane Reston, VA 20191 | Incentive Equity | | 0.8% - Membership Interest |
| Jupiter Tecnology Holdings, LLC 220 Spring Street, Suite 150 Herndon, VA 20170 | Preferred A | | 12.7% - Membership Interest |
| Rick Lowrey 20960 Springwater Court Ashburn, VA 20147 | Incentive Equity | | 4.9% - Membership Interest |
| Alex McCall 46904 Foxstone Place Potomac Falls, VA 20165 | Incentive Equity | | 0.1% - Membership Interest |

1 continuation sheets attached to List of Equity Security Holders

In re AmCad Holdings, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-------------------|-------------------------|-----------------------------------|
| Tanya Ouzounova 47312 Grandview Place Sterling, VA 20165 | Incentive Equity | | 0.2% - Membership Interest |
| Mike Pontius 12001 Market Street #171 Reston, VA 20190 | Incentive Equity | | 0.02% - Membership Interest |
| Mahesh Rengaswamy 11067 Saffold Way Reston, VA 20190 | Incentive Equity | | 0.8% - Membership Interest |
| Riverside Fund V Offshore, L.P. c/o Riverside Partners, LLC 699 Boylston Street, 14th Floor Boston, MA 02116 | Preferred B | | 35.6% - Membership Interest |
| Riverside Fund V Offshore, L.P. c/o Riverside Partners, LLC 699 Boylston Street, 14th Floor Boston, MA 02116 | Preferred C | | 12.1% - Membership Interest |
| Riverside Fund V, L.P. c/o Riverside Partners, LLC 699 Boylston Street, 14th Floor Boston, MA 02116 | Preferred B | | 8.3% - Membership Interest |
| Riverside Fund V, L.P. c/o Riverside Partners, LLC 699 Boylston Street, 14th Street Boston, MA 02116 | Preferred C | | 2.8% - Membership Interest |
| Julia Sabukleviciene 13600 Big Boulder Rd. Herndon, VA 20171 | Incentive Equity | | 0.02% - Membership Interest |
| Lisa Schwarzberg 642 Centre Street Newton, MA 02458 | Incentive Equity | | 0.7% - Membership Interest |
| Amit Sharma 21903 Golden Spike Ter. Sterling, VA 20166 | Incentive Equity | | 0.04% - Membership Interest |
| Visagar Shyamsundar 1097 Mill Field Court Great Falls, VA 22066 | Common | | 17.0% - Membership Interest |
| David Weiss 15501 Thornhurst Court Tampa, FL 33647 | Incentive Equity | | 0.1% - Membership Interest |

Sheet 1 of 1 continuation sheets attached to the List of Equity Security Holders

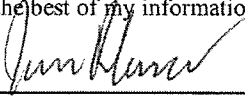
In re AmCad Holdings, LLC
Debtor

Case No. _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager 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 September 19, 2014

Signature 
Ian L. Blasco
Manager

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.

United States Bankruptcy Court
District of Delaware

In re AmCad Holdings, LLC Debtor(s) Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for AmCad Holdings, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Jupiter Tecnology Holdings, LLC
220 Spring Street, Suite 150
Herndon, VA 20170

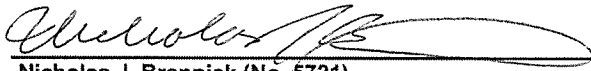
Riverside Fund V Offshore, L.P.
c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116

Riverside Fund V Offshore, L.P.
c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116

Visagar Shyamsundar
1097 Mill Field Court
Great Falls, VA 22066

None [Check if applicable]

September 19, 2014
Date



Nicholas J. Brannick (No. 5721)
Signature of Attorney or Litigant
Counsel for AmCad Holdings, LLC
Cole, Schotz, Meisel, Forman & Leonard, P.A.
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
302-652-3131 Fax:302-652-3117