

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Calrissian LP

2. All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47-1510751

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 1201 Howard Avenue, 3rd Floor Burlingame CA 94010 San Mateo County

5. Debtor's website (URL)

6. Type of debtor Corporation (including LLC and LLP) Partnership (excluding LLP) Other. Specify:

Debtor Calrissian LP  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 2 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Schedule 1 Attached. Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Calrissian LP  
Name

Case number (if known) \_\_\_\_\_

11. Why is the case filed in *this district*?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

Where is the property?

Number \_\_\_\_\_ Street \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Is the property insured?

- No
  - Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

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

15. Estimated assets

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

Debtor Calrissian LP  
Name

Case number (if known) \_\_\_\_\_

16. Estimated liabilities

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

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 02/15/2017  
MM / DD / YYYY

/s/ Jesse Watson \_\_\_\_\_ Jesse Watson \_\_\_\_\_  
Signature of authorized representative of debtor Printed name

Title Manager, Virgo Services Company LLC \_\_\_\_\_  
General Partner of Calrissian LP

18. Signature of attorney

/s/ Robert J. Dehney \_\_\_\_\_ Date 02/15/2017  
Signature of attorney for debtor MM / DD / YYYY

Robert J. Dehney \_\_\_\_\_  
Printed name

Morris Nichols Arsht & Tunnell LLP \_\_\_\_\_  
Firm name

1201 North Market Street, 16th Floor \_\_\_\_\_  
Number Street

Wilmington \_\_\_\_\_ DE 19899-1347 \_\_\_\_\_  
City State ZIP Code

(302) 351-9353 \_\_\_\_\_ rdehney@mnat.com \_\_\_\_\_  
Contact phone Email address

3578 \_\_\_\_\_ DE \_\_\_\_\_  
Bar number State

**Schedule 1****PENDING BANKRUPTCY CASES  
OF AFFILIATES OF THIS DEBTOR IN THIS DISTRICT**

<b>Company/Case Number</b>	<b>Affiliation</b>	<b>Chapter/Date Filed</b>
Our Alchemy LLC 16-11596-KG	Subsidiary of Calrissian LP	Chapter 7/July 1, 2016
Anderson Digital, LLC 16-11597-KG	Subsidiary of Our Alchemy LLC	Chapter 7/July 1, 2016

**WRITTEN CONSENT OF GENERAL PARTNER  
OF  
CALRISSIAN LP**

**February 15, 2017**

The undersigned, being the General Partner (the “**GP**”) of Calrissian LP, a limited partnership formed under the laws of Delaware (the “**Company**”), hereby consents in writing to the adoption of the following resolutions.

WHEREAS, in connection with its regular assessment of the financial and operational condition of the Company and the Company’s business, including the historical performance of the Company, the assets and liquidity of the Company, the current and long-term liabilities of the Company and market conditions, the GP determined that it was in the best interests of the Company to engage Baker Botts L.L.P. (“**Baker Botts**”) for the purpose of providing legal advisory services with respect to strategic alternatives available to the Company (the “**Engagement**”);

WHEREAS, since the commencement of the Engagement, Baker Botts has (i) regularly consulted and met with the GP and other representatives of the Company, as well as the Company’s other professional advisors, to discuss potential restructuring options and (ii) provided presentations to the GP regarding, among other things, potential out-of-court and in-court strategic alternatives;

WHEREAS, the GP has had an opportunity to consider, evaluate and discuss the Company’s financial and legal circumstances and options, with the Company’s financial, restructuring and legal advisors;

WHEREAS, on and prior to the date hereof, the GP received, reviewed and considered the recommendations of the Company’s legal, financial, and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) with respect to the Company;

WHEREAS, the GP has reviewed and considered initiating a proceeding under chapter 11 of the Bankruptcy Code and the engagement of certain bankruptcy professionals and deems each to be advisable and in the best interests of the Company;

**Commencement of Chapter 11 Case**

NOW, THEREFORE, BE IT RESOLVED, that in the good faith business judgment of the GP, it is in the best interest of the Company and its creditors, stakeholders, and other interested parties, that the Company file a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and further

RESOLVED, that each of the GP, solely in its capacity as the general partner of the Company, and each of its officers and other designees (each, a “**Designated Person**”) shall be and hereby are authorized, empowered, and directed, in the name and on behalf of the Company to: (i) execute and verify a voluntary petition for relief under the Bankruptcy Code; and (ii) cause the same to be filed (the “**Chapter 11 Case**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), in such form and at such time as such Designated Person executing the petition shall determine; and further

RESOLVED, that each Designated Person shall be and hereby is authorized, empowered, and directed, on behalf of and in the name of the Company, to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the Chapter 11 Case and obtain relief under the Bankruptcy Code, and to take any and all further acts and deeds that such Designated Person deem necessary or proper to obtain such relief, including, without limitation, any action necessary to facilitate the administration of the Chapter 11 Case; and further

#### **Engagement of Chapter 11 Professionals**

RESOLVED, that each Designated Person shall be and hereby is authorized, empowered and directed to employ, on behalf of the Company, the law firm of Baker Botts under a special advance retainer as general bankruptcy counsel to the Company and in other related matters on such terms and conditions as such Designated Person shall approve; and further

RESOLVED, that each Designated Person shall be and hereby is authorized, empowered, and directed to employ, on behalf of the Company, the law firm of Morris, Nichols, Arsht & Tunnell LLP under a special advance retainer as co-bankruptcy counsel to the Company and in other related matters on such terms and conditions as such Designated Person shall approve; and further

RESOLVED, that each Designated Person shall be and hereby is authorized, empowered, and directed to employ, on behalf of the Company, such other counsel, financial advisors, or other professionals as may be prudent and desirable in connection with the Chapter 11 Case on such terms and conditions as such Designated Person shall approve; and further

#### **General Authorization and Ratification**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Persons, each Designated Person be, and they hereby is, authorized, empowered, and directed in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents (including amendments, replacements, increases, extensions, renewals, waivers, supplements or other modifications) and to pay all expenses, including but not limited to filing fees, original issue discount, and lender and agent fees, in each case as in such Designated Person’s reasonable business judgment shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein, or which shall be necessary, advisable or desirable in

connection with the transactions contemplated therein, including for purposes of complying or evidencing compliance with the terms, conditions and provisions thereof, and that the performance or execution, acknowledgment, delivery or filing thereof by such Designated Person shall be conclusive evidence of the approval thereof by such Designated Person and by the Company; and further

RESOLVED, that the GP has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and further

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, certificate, or document has been specifically authorized in advance by consent of the GP; and further

RESOLVED, that each Designated Person be and hereby is authorized, empowered, and directed to take all actions or to not take any action in the name of the Company with respect to the actions and transactions contemplated by these resolutions hereunder as the sole shareholder, member or managing member of each direct and indirect subsidiary of the Company, in each case, as such Designated Person shall deem necessary, advisable, or desirable in such Designated Person's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the actions and transactions contemplated herein.

\* \* \* \*



The undersigned, being the General Partner of the Company, hereby consent to, approve, and adopt the foregoing as of the date first above written.

CALRISSIAN LP

By: Virgo Service Company LLC,  
its General Partner

By: /s/ Jesse Watson  
Name: Jesse Watson  
Title: Manager

Debtor Name Calrissian LP .

United States Bankruptcy Court for the: District of Delaware

Case number (if known): \_\_\_\_\_

Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SunTrust Bank 303 Peachtree Street, N.E. 32 <sup>nd</sup> Floor Atlanta, GA 30308	ATTN: J. Matthew Rowand PHONE: (404) 588-7189 EMAIL: matt.rowand@suntrust.com	Deficiency Claim re: Revolving Credit and Term Loan Agreement	Unliquidated Contingent Disputed	\$46,000,000	\$1,432.90	\$45,998,567.10
2	Nu Image Inc. 6423 Wilshire Boulevard Los Angeles, CA 90048	ATTN: Trevor Short PHONE: (310) 388-6900 FAX: (310) 388-6901 EMAIL: trevor@nuimage.net	Contract/ Litigation Claim	Unliquidated Contingent Disputed			\$4,100,000.00
3	Virgo Societas Partnership III (Onshore) LP 1201 Howard Avenue, 3 <sup>rd</sup> Floor Burlingame, CA 94010	ATTN: Mark A. Perez PHONE: (650) 453-3628 FAX: (650) 461-9117 EMAIL: mperez@virgo-llc.com	Unsecured Loan				\$1,000,413.85
4	Virgo Societas Partnership III (Offshore) LP 1201 Howard Avenue, 3 <sup>rd</sup> Floor Burlingame, CA 94010	ATTN: Mark A. Perez PHONE: (650) 453-3628 FAX: (650) 461-9117 EMAIL: mperez@virgo-llc.com	Unsecured Loan				\$1,042,786.24
5	Strook & Strook & Lavan LLP 2029 Century Park East, Suite 1600 Los Angeles, CA 90067	ATTN: Schuyler A. Moore PHONE: (310) 556-5813 FAX: (310) 556-5959 EMAIL: smoore@strook.com	Trade Payable	Unliquidated			Unknown
6	Cedarwood Consulting 31-2203 River Court Jersey City, NJ 07310	ATTN: Michael R. Forte PHONE: (646) 201-9811 FAX: (646) 390-3220 EMAIL: info@cedarwoodconsulting.com	Trade Payable	Unliquidated			Unknown
7							
8							

Debtor Calrissian LP  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
9							
10							
11							
12							
13							
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20							

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

Debtor Name Calrissian LP  
 United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
 (State)  
 Case number (If known): \_\_\_\_\_

**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 \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

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

Executed on 02/15/2017  
 MM / DD / YYYY

**X** /s/ Jesse Watson  
 Signature of individual signing on behalf of debtor

Jesse Watson  
 Printed name

Manager, Virgo Services Company, LLC, General Partner of Calrissian LP  
 Position or relationship to debtor