B1 (Official Form 1) (12/11) United States Bankruptcy Court Voluntary Petition WESTERN DISTRICT OF WASHINGTON Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse)(Last, First, Middle) CLI Holdings, Inc. dba Alydian, Inc., Corporation All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete EIN Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): (if more than one, state all): Street Address of Debtor (No. & Street, City, and State): Street Address of Joint Debtor (No. & Street, City, and State): 900 Winslow Way East Suite 100 ZIPCODE ZIPCODE Bainbridge Island, WA 98110 County of Residence or of the County of Residence or of the Principal Place of Business: Kitsar Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address) SAME ZIPCODE ZIPCODE Location of Principal Assets of Business Debtor ZIPCODE (if different from street address above): Nature of Business Chapter of Bankruptcy Code Under Which the Petition is Filed Type of Debtor (Form of organization) (Check one box.) (Check one box) (Check one box.) Chapter 7 ☐ Chapter 15 Petition for Recognition Health Care Business Individual (includes Joint Debtors) \Box Chapter 9 of a Foreign Main Proceeding Single Asset Real Estate as defined See Exhibit D on page 2 of this form. Chapter 11 in 11 U.S.C. § 101 (51B) Chapter 15 Petition for Recognition Chapter 12 of a Foreign Nonmain Proceeding Corporation (includes LLC and LLP) Railroad Chapter 13 Partnership Stockbroker Nature of Debts (Check one box) Other (if debtor is not one of the above Commodity Broker Debts are primarily consumer debts, defined entities, check this box and state type of Debts are primarily in 11 U.S.C. § 101(8) as "incurred by an business debts. Clearing Bank entity below individual primarily for a personal, family, Other Bitcoin Mining or household purpose" **Chapter 15 Debtors Tax-Exempt Entity** Chapter 11 Debtors: Country of debtor's center of main interests: (Check box, if applicable.) Check one box: Debtor is a tax-exempt organization Debtor is a small business as defined in 11 U.S.C. § 101(51D). Each country in which a foreign proceeding by, under Title 26 of the United States Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). regarding, or against debtor is pending: Code (the Internal Revenue Code) Check if: Filing Fee (Check one box) Debtor's aggregate noncontingent liquidated debts (excluding debts Full Filing Fee attached owed to insiders or affiliates) are less than \$2,190,000. 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. Check all applicable boxes: A plan is being filed with this petition Filing Fee waiver requested (applicable to chapter 7 individuals only). Must Acceptances of the plan were solicited prepetition from one or more attach signed application for the court's consideration. See Offi cial Form 3B. classes of creditors, in accordance with 11 U.S.C. § 1126(b). Statistical/Administrative Information THIS SPACE IS FOR COURT USE ONLY 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 \boxtimes 25,001~ 1,000-5,000 5,001-10,000 10,001-25,000 1-49 100-199 50,001-100,000 Over 100,000 50,000 Estimated Assets
So to \$50 \$500,001 \$1,000,001 \$10,000,001 \$100,001 to \$50,000,001 More than \$50,001 to \$100,000,001 \$500,000,001 \$50,000 \$100,000 \$500,000 to \$10 to \$100 to \$500 to \$1 billion \$1 billion million millior million million million Estimated Liabilities \$500,001 X \$10,000,001 \$50,000,001 \$100,000,001 \$50,001 to \$500,000,001 More than \$100,001 to \$1,000,001 to \$50 to \$500 \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$100 to \$1 billion \$1 billion million million million

Di (Official Portili 1) (12/11)		FORM B1, Page 2			
oluntary Petition Name of Debtor(s): CLI Holdings, Inc. dba Alydian, Inc.,					
(This page must be completed and filed in every case)	(This page must be completed and filed in every case) a Corporation				
All Prior Bankruptcy Cases Filed Within Last 8 Ye		sheet)			
Location Where Filed:	Case Number:	Date Filed:			
NONE Location Where Filed:	Case Number:	Date Filed:			
Location Where I had.	Case Indinosi.	Date Fried.			
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of	this Debtor (If more than one, attac	ch additional sheet)			
Name of Debtor:	Case Number:	Date Filed:			
NONE District:	Relationship:	Judge:			
District.	кстанопыпр.	Juage.			
Exhibit A		ibit B			
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange	(To be completed if det				
Commission pursuant to Section 13 or 15(d) of the Securities	whose debts are primari I, the attorney for the petitioner named in the for				
Exchange Act of 1934 and is requesting relief under Chapter 11)	have informed the petitioner that [he or she] may				
	or 13 of title 11, United States Code, and have e	explained the relief available under			
	each such chapter. I further certify that I have de				
	required by 11 U.S.C. §342(b).				
Exhibit A is attached and made a part of this petition	X				
	Signature of Attorney for Debtor(s)	Date			
	Exhibit C				
Does the debtor own or have possession of any property that poses or is alleg	zed to pose a threat of imminent and identifiable har	rm to public health			
or safety?		TAX TO PRODUCT ALL TOTAL			
Yes, and exhibit C is attached and made a part of this petition.					
⊠ 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	t D.)			
Exhibit D, completed and signed by the debtor, is attached and made	part of this petition.				
If this is a joint petition:	en e				
Exhibit D also completed and signed by the joint debtor is attached an					
	Regarding the Debtor - Venue cany applicable box)				
□ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence, principal place of busing □ Debtor has been domiciled or has had a residence.	iness, or principal assets in this District for 180 days	s immediately			
preceding the date of this petition or for a longer part of such 180 days th	an in any other District.				
There is a bankruptcy case concerning debtor's affiliate, general partner, o					
Debtor is a debtor in a foreign proceeding and has its principal place of by					
principal place of business or assets in the United States but is a defendant the interests of the parties will be served in regard to the relief sought in the		t] in this District, or			
the interests of the parties will be served in regard to the relief sought in the					
	Resides as a Tenant of Residential Property pplicable boxes.)				
Landlord has a judgment against the debtor for possession of debtor	**	na)			
	STOMORIO (II COLL CITE COL	Ig.)			
					
	(Name of landlord that obtained judgmen	nt)			
	200				
	(Address of landlord)				
Debtor claims that under applicable nonbankruptcy law, there are c entire monetary default that gave rise to the judgment for possession					
Debtor has included with this petition the deposit with the court of a period after the filing of the petition.	any rent that would become due during the 30-day				
☐ Debtor certifies that he/she has served the Landlord with this certifie					

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF WASHINGTON WESTERN DIVISION

In re CLI Holdings, Inc. dba Alydian, Inc.	Case No.
a Corporation	Chapter 11
Debtor(s)	1

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 and Fed. R. Bankr. P. 1007(m).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
XRay Holdings LLC 188 Quay Street, Level 27 Auckland CBD New Zealand 1010	Phone: XRay Holdings LLC 188 Quay Streetm Level 27 Auckland CBD New Zealand 1010			\$ 3,000,000.00
2 Coinlab, Inc. 900 Winslow Way East Suite 100 Bainbridge Islan WA 98110	Phone: Coinlab, Inc. 900 Winslow Way East Suite 100 Bainbridge Islan WA 98110			\$ 600,000.00
3 Timothy C. Draper LT 2882 Sandhill Park Menlo Park CA 94025	Phone: Timothy C. Draper LT 2882 Sandhill Park Menlo Park CA 94025			\$ 250,000.00
4 BTC Holdings LLC 3350 Scott Blvd. Suite 32 Santa Clara CA 95054	Phone: BTC Holdings LLC 3350 Scott Blvd. Suite 32 Santa Clara CA 95054			\$ 100,000.00
5 Bitcoin Opportunity Fund LLC 5 East 22 Street, PH4 New York NY 10010	Phone: Bitcoin Opportunity Fund LLC 5 East 22 Street, PH4 New York NY 10010			\$ 75,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6	Phone:		<i>'</i>	\$ 40,000.00
Peter Vessenes	Peter Vessenes			
7561 Emerald Way	7561 Emerald Way			
Bainbridge Islan WA 98110	Bainbridge Islan WA 98110			-
7	Phone:			\$ 30,000.00
Soule Investments	Soule Investments	•	*	,
5220 S Kimbark Avenue, Apt.	5220 S Kimbark Avenue, Apt.			
Chicago IL 60615	Chicago IL 60615			
8	Phone:			\$ 6,000.00
Joel Yarmon	Joel Yarmon			·
2882 Sandhill Park	2882 Sandhill Park			
Menlo Park CA 94025	Menlo Park CA 94025			
9	Phone:			\$ 5,000.00
Christopher Koss	Christopher Koss			
3614 Hunts Point Road	3614 Hunts Point Road			
Bellevue WA 98004	Bellevue WA 98004			4
			· 	·
10	Phone:			\$ 3,000.00
Robert F. Seidensticker III	Robert F. Seidensticker III			
909 Fifth Avenue, Suite	909 Fifth Avenue, Suite			
1901	1901			
Seattle WA 98104	Seattle WA 98104			
11	Phone:	NOTICE ONLY		\$ 0.00
Securities & Exchange	Securities & Exchange		·	
Commission	Commission			
Attn: Bankruptcy Counsel	Attn: Bankruptcy Counsel			
Los Angeles CA 90006	Los Angeles CA 90006			
12	Phone:	NOTICE ONLY		\$ 0.00
Department of Revenue	Department of Revenue			
Bankruptcy Claims Unit	Bankruptcy Claims Unit			
2101 Fourth Avenue, Suite	2101 Fourth Avenue, Suite			

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Clair is Contingent, Unliquidated, Disputed, or Subject to Setoff	(If Secured Also
13 Internal Revenue Service Centeralized Insolvency PO Box 21126 Philadelphia PA 19114	Phone: Internal Revenue Service Centeralized Insolvency PO Box 21126 Philadelphia PA 19114	NOTICE ONLY		\$ 0.00
14 Bitvestment Partners LLC c/o Reyhani Nemirovsky LLP 200 Park Ave. 17th Floor New York NY 10116	Phone: Bitvestment Partners LLC c/o Reyhani Nemirovsky LLP 200 Park Ave. 17th Floor New York NY 10116			\$ 0.00
15 Dalsa Barbour LLC 315 West 36th Street, Apt. 18B New York NY 10018	Phone: Dalsa Barbour LLC 315 West 36th Street, Apt. 18B New York NY 10018			\$ 0.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

, Peter J. Vessenes			, Authorized	Agent	of the	Corporation	named
as debtor in this case, declare und	er penalty of perjury	that I have read the forego	oing List of Creditors H	lolding Twenty	- Largest	Unsecured Claims and th	at
they are true and correct to the bes	st of my knowledge,	information and belief.					
			•				
Deta: 11/1/2012	Ciamatum	/ /5 / -					
Date: 11/1/2013	Signature	/s/Peter J.	<u>vessenes</u>				
	Name:	Peter J. Vessene	es				
	Titlo	Authorized Agent	Director				

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF WASHINGTON WESTERN DIVISION

a) For legal services rendered or to be rendered in contemplation of and in connection with this case. b) Prior to the filling of this statement, debtor(s) have paid. c) The unpaid balance due and payable is. 10,000.00 The unpaid balance due and payable is. 1,213.00 of the filling fee in this case has been paid. The Services rendered or to be rendered include the following: a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code. b) Preparation and filing of the petition, schedules, statement of financial affairs and other documents required by the court. c) Representation of the debtor(s) at the meeting of creditors. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and None other The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and None other The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated: None	n	CLI Holdings, Inc. dba Alydian, Inc., a Corporation	Case No. Chapter <i>11</i>
STATEMENT PURSUANT TO RULE 2016(B) The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that: 1. The undersigned is the attorney for the debtor(s) in this case. 2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is: a) For legal services rendered or to be rendered in contemplation of and in connection with this case. b) Prior to the filling of this statement, debtor(s) have paid c) The unpaid balance due and payable is. 10,000.00 c) The unpaid balance due and payable is. 1,213.00 of the filling fee in this case has been paid. The Services rendered or to be rendered include the following: a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code. b) Preparation and filling of the petition, schedules, statement of financial affairs and other documents required by the court. c) Representation of the debtor(s) at the meeting of creditors. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and None other The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and None other The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated: None The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows: None			
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The undersigned is the attorney for the debtor(s) in this case. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is: a) For legal services rendered or to be rendered in contemplation of and in connection with this case		STATEMENT PURSUANT TO RULE 20	16(B)
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is: a) For legal services rendered or to be rendered in contemplation of and in connection with this case	Γh	e undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:	
a) For legal services rendered or to be rendered in contemplation of and in connection with this case . \$ hourly b) Prior to the filling of this statement, debtor(s) have paid . \$ 10,000.00 c) The unpaid balance due and payable is . \$ 0.00 3. \$ 1,213.00 of the filling fee in this case has been paid. 4. The Services rendered or to be rendered include the following: a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code. b) Preparation and filling of the petition, schedules, statement of financial affairs and other documents required by the court. c) Representation of the debtor(s) at the meeting of creditors. 5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and None other 6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and None other 7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated: None 3. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows: None	1.	The undersigned is the attorney for the debtor(s) in this case.	
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law firm, any compensation paid or to be paid except as follows: None	7.	the value stated:	debtor(s) except the following for
Dated: 11/ 1/2013 Respectfully submitted,	3.	law firm, any compensation paid or to be paid except as follows:	an with members of undersigned's
	Эα	ated: 11/ 1/2013 Respectfully submitted,	·

 χ /s/Deirdre Glynn Levin

Attorney for Petitioner Deirdre Glynn Levin Keller Rohrback LLP

1201 Third Avenue #3200 Seattle WA 98101

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(206) 623-1900

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF WASHINGTON WESTERN DIVISION

In re CLI Holdings, Inc. dba Alydian, Inc.,	Case No).
a Corporation	Chapter	11
	/ Debtor	•
Attorney for Debtor: Deirdre Glynn Levin		
	•	
VERIFICATION OF CREE	ITOR MATRIX	
VERNI IO NOTICE	<u> </u>	
The above named Debtor(s) hereby verify that the a	ttached list of creditors is tru	ue and correct to the
hand of any learned dec		
best of our knowledge.		•
	•	•
Date: 11/01/2013 /s	/Peter J. Vessen	es
Dot	tor Authorized Acous	Dimantan

Bitcoin Opportunity Fund LLC 5 East 22 Street, PH4 New York, NY 10010

Bitvestment Partners LLC c/o Reyhani Nemirovsky LLP 200 Park Ave. 17th Floor New York, NY 10116

BTC Holdings LLC 3350 Scott Blvd. Suite 32 Santa Clara, CA 95054

Christopher Koss 3614 Hunts Point Road Bellevue, WA 98004

Coinlab, Inc. 900 Winslow Way East Suite 100 Bainbridge Islan, WA 98110

Dalsa Barbour LLC 315 West 36th Street, Apt. 18B New York, NY 10018

Department of Revenue Bankruptcy Claims Unit 2101 Fourth Avenue, Suite 1400 Seattle, WA 98121

Internal Revenue Service Centeralized Insolvency PO Box 21126 Philadelphia, PA 19114

Joel Yarmon 2882 Sandhill Park Menlo Park, CA 94025 Peter Vessenes 7561 Emerald Way Bainbridge Islan, WA 98110

Robert F. Seidensticker III 909 Fifth Avenue, Suite 1901 Seattle, WA 98104

Securities & Exchange Commissi Attn: Bankruptcy Counsel 5670 Wilshire Blvd. 11th Fl. Los Angeles, CA 90006

Soule Investments 5220 S Kimbark Avenue, Apt. 1 Chicago, IL 60615

Timothy C. Draper LT 2882 Sandhill Park Menlo Park, CA 94025

XRay Holdings LLC 188 Quay Street, Level 27 Auckland CBD, New Zealand 101

XRay Holdings LLC 188 Quay Streetm Level 27 Auckland CBD, New Zealand 101