

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE BIG APPLE CIRCUS, LTD.

Debtor.

Chapter 11

Case No. 16-13297 (SHL)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES
OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

On November 20, 2016 (the “**Petition Date**”), The Big Apple Circus, Ltd, the above-captioned debtor and debtor in possession (the “**Debtor**”) filed a voluntary petition for relief under chapter 11 of title 11 of United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Debtor is currently operating its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

The Debtor, with the assistance of its advisors, has prepared its Schedules of Assets and Liabilities (the “**Schedules**”) and Statement of Financial Affairs (the “**SOFA**”) pursuant to section 521 of the Bankruptcy Code and rule 1007 of the Federal Rules of Bankruptcy Procedure. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor’s Schedules of Assets and Liabilities and Statement of Financial Affairs (the “**Global Notes**”) pertain to all of the Schedules and the SOFA. While the Debtor’s management has made reasonable efforts to ensure that the Schedules and the SOFA are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to the Schedules and the SOFA, and inadvertent errors or omissions may exist in the Schedules and the SOFA. Moreover, the Schedules and the SOFA contain unaudited information that is subject to further review and potential adjustment. Nothing contained in the Schedules or the SOFA shall constitute a waiver of any of the Debtor’s rights or an admission with respect to the Debtor’s chapter 11 case including, without limitation, any issues involving objections to claims, equitable subordination, assumption or rejection of contracts or leases, or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other applicable laws to recover assets or avoid transfers. These Global Notes are incorporated by reference in, and comprise an integral part of, the Schedules and the SOFA, and should be referred to and reviewed in connection with any review of the Schedules and the SOFA. These Global Notes are in addition to any specific notes contained in the Schedules or the SOFA.

These Schedules and the SOFA and these Global Notes should not be relied upon by any persons for information relating to current or future financial conditions, events or performance of the Debtor.

Amendment. While reasonable efforts were made to file complete and accurate Schedules and a complete and accurate SOFA, inadvertent errors or omissions may exist. The Debtor thus reserves the right to amend and/or supplement its Schedules and the SOFA from time to time as may be necessary or appropriate.

Dates. All asset and liability information, except where otherwise noted, is provided as of the Petition Date.

Basis of Presentation. The Schedules and the SOFA do not purport to represent financial information or data prepared in accordance with U.S. Generally Accepted Accounting Principles. The Schedules and the SOFA are unaudited and reflect the Debtor's reasonable efforts to report certain financial information. Unless otherwise noted, each asset is shown on the basis of the book value of the asset in the Debtor's accounting books and records, rather than the current market values of such interest in property. The Debtor reserves all rights with respect to the values, amounts and characterizations of the assets and liabilities listed in its Schedules and the SOFA.

Causes of Action and Contingent Assets. The Debtor believes that it may possess certain claims and causes of action against various parties, including contingent claims in the form of various avoidance actions it could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtor, despite commercially reasonable efforts, may not have identified or set forth all of its causes of action (filed or potential) against third parties as assets in the Schedules and the SOFA. The Debtor reserves all of its rights with respect to any claims and causes of action, including avoidance actions, it may have and nothing contained in these Global Notes or the Schedules and the SOFA shall be deemed a waiver of any such claims, avoidance actions or causes of action or in any way prejudice or impair the assertion of such claims.

Totals. All totals that are included in the Schedules and the SOFA represent totals of all of the known amounts included on the Schedules and the SOFA, including disputed or contingent amounts. To the extent that there are unknown or undetermined amounts, the actual total may be different than the listed total, at times materially.

Excluded Assets and Liabilities and Effect of "First Day" Orders on Scheduled Claim Amounts. The Debtor has excluded certain categories of assets and liabilities from the Schedules and the SOFA, such as customer relationships, accrued liabilities, and assets with a net book value of zero. Other immaterial assets and liabilities may also have been excluded. Furthermore, the Bankruptcy Court has entered orders in the Debtor's chapter 11 case that authorize the Debtor to honor and/or pay certain prepetition claims. Consequently, certain prepetition fixed, liquidated and undisputed priority, general unsecured, or secured claims may have been paid under this authority. The Debtor reserves the right to amend the Schedules and the SOFA to reflect payments made pursuant to such authority.

Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms or have been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual

property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. Accordingly, the Debtor reserves all of its rights with respect to the legal status of any and all such intellectual property rights.

Current Values. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtor to obtain current market valuations of all of its assets. Accordingly, unless otherwise indicated, the assets and liabilities of the Debtor are listed on the basis of the book value of the asset or liability in the Debtor's accounting books and records, and the Schedules and the SOFA reflect the carrying value, rather than the current market value, of the Debtor's assets and liabilities. For this reason, amounts ultimately realized may vary from net book value and such variance may be material. Exceptions to this include operating cash, which is presented as bank balances as of the Petition Date. Certain other assets are listed as "Unknown" amounts because the net book values may materially differ from fair market value. Thus, the amounts shown for liabilities exclude items identified as "Unknown" and the Debtor's ultimate liabilities may differ materially from those stated in the Schedules and the SOFA. Furthermore, the description of an amount as "Unknown" is not intended to reflect upon the materiality of such amount.

Claims Descriptions. Any failure to designate a claim on the Debtor's Schedules and the SOFA as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." Listing a claim does not constitute an admission of liability by the Debtor. The Debtor reserves the right to dispute any claims reflected on its Schedules or the SOFA on any grounds, including to assert an offset or any defense to any claim reflected on the Schedules and/or the SOFA with respect to, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated." The Debtor reserves the right to amend these Schedules and the SOFA accordingly.

Classifications. Listing a claim on (i) Schedule D as "secured" or (ii) Schedule E/F as "priority" or "unsecured nonpriority," or listing a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtor of the legal rights of the claimant, or a waiver of the Debtor's right to recharacterize or reclassify such claim or contract. In particular, the Debtor reserves the right to amend the Schedules and the SOFA to recharacterize or reclassify any such contract or claim.

Currency. All amounts shown in the Schedules and the SOFA are in U.S. Dollars.

Insiders. The Debtor has included in the SOFA all payments made during the one year period preceding the Petition Date to any individual deemed an "insider," as that term is defined in section 101(31) of the Bankruptcy Code. Persons listed as "insiders" have been included for informational purposes only. The Debtor does not take any position with respect to (a) such person's influence over the control of the Debtor, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law.

Recharacterization. The Debtor has made reasonable efforts to characterize, classify, categorize or designate the claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and the SOFA correctly. However, the Debtor may have improperly characterized, classified, categorized or designated certain items. Thus, the Debtor reserves its rights to recharacterize, reclassify, recategorize or redesignate items reported in the Schedules and the SOFA at a later time as necessary or appropriate as additional information becomes available, including, but not limited to, whether contracts listed herein were executory as of the Petition Date or remain executory postpetition.

Schedule A/B - Real and Personal Property.

Part 1, question 3. Bank account balances are reflective of the opening book balances as of the Petition Date, which may differ from the bank balances due to common reconciling items. Certain funds listed on Schedule A/B are subject to donor restrictions, and may only be used in accordance with the terms of their respective gift instruments.

Part 4. Investment information is provided by the Debtor as of November 30, 2016.

Schedule D - Creditors Who Have Claims Secured by Property. The Debtors reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens.

Schedule E/F - Creditors Who Have Unsecured Claims.

Priority Unsecured Claims. The listing of any claim on Schedule E/F, Parts 1 and 4 does not constitute an admission by the Debtor that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtor reserves its rights to dispute or challenge whether such claims are entitled to priority.

Nonpriority Unsecured Claims. Schedule E/F, Parts 2 and 4 do not include certain deferred charges, deferred liabilities, or general reserves. Such amounts are general estimates of liabilities based upon the Debtor's books and records and do not represent specific claims as of the Petition Date.

The claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtor does not list a date for each claim listed on Schedule E/F. Schedule E/F contains information regarding potential, pending and closed litigation involving the Debtor.

The descriptions provided in Schedule E/F are intended only to be a summary. Nothing in the Global Notes or the Schedules and the SOFA shall be deemed to be a modification or interpretation of the terms of such agreements. The claims of individual creditors for, among other things, merchandise, goods, services or taxes are listed at the amounts listed on the

Debtor's books and records and may not reflect credits or allowances due from such creditor. The Debtor reserves all of its rights respecting such credits or allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts. The Debtor expressly incorporates by reference into Schedule E/F all parties to pending and potential pending litigation listed in the Debtor's SOFA as contingent, unliquidated and disputed claims to the extent not already listed on Schedule E/F.

Schedule G - Executory Contracts and Unexpired Leases. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusions may have occurred. The Debtor reserves all of its rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary.

The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed herein. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights that are embedded in the Debtor's agreements. Such rights, powers, duties and obligations are not set forth on Schedule G.

Listing a contract, agreement or lease on Schedule G does not constitute an admission that such contract, agreement or lease is an executory contract or unexpired lease or that such contract, agreement or lease was in effect on the Petition Date or is valid or enforceable. Conversely, the omission of a contract, agreement or lease from Schedule G is not intended and shall not be construed as an admission that such omitted contract, agreement or lease is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to its contracts, agreements or leases shall not be construed as and are not impaired by the omission or inclusion on Schedule G. The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to a creditor's claim.

In the ordinary course of business, the Debtor may have entered into confidentiality agreements, non-disclosure agreements, non-compete agreements and non-access agreements, which, to the extent that such agreements constitute executory contracts, are not listed individually on Schedule G.

SOFA 1. The income stated in the Debtor's response to SOFA 1 reflects gross operating support and revenue.

SOFA 26(d). The Debtor provided financial statements in the ordinary course of business to certain donor foundations.

Global Notes Control. In the event the Schedules and the SOFA differ from the foregoing Global Notes, the Global Notes shall control.

[Schedules and the SOFA begin on the following page]

Fill in this information to identify the case:

Debtor name: The Big Apple Circus, Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 16-13297

☒ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. 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 case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue (Check all that apply)	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 8/1/2016 to 11/20/2016	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$594,623.20
For prior year:	From 8/1/2015 to 7/31/2016	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$16,873,353.47
For the year before that:	From 8/1/2014 to 7/31/2015	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$19,952,468.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 8/1/2016 to 11/20/2016	INTEREST & DIVIDENDS	\$56.00
For prior year:	From 8/1/2015 to 7/31/2016	INTEREST & DIVIDENDS	\$85,471.95
For the year before that:	From 8/1/2014 to 7/31/2015	INTERESTS AND DIVIDENDS	\$67,816.00

Debtor **The Big Apple Circus, Ltd.**Case number (if known) **16-13297****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. SEE EXHIBIT A	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425.00. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. SEE EXHIBIT B	_____	\$ _____	_____
Relationship to debtor			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. _____	_____	_____	\$ _____

Debtor **The Big Apple Circus, Ltd.**Case number (if known) **16-13297****6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ _____ _____ _____	_____ _____ Last 4 digits of account number: XXXX-_____	_____	\$ _____

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	BILLUPS, INC. V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	CIRCUIT COURT FOR THE STATE OF OREGON COUNTY OF MULTNOMAH 1021 SW 4TH AVENUE PORTLAND OR 97204	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number 16CV37919			
7.2.	OHIO CAT V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	CIVIL COURT OF THE CITY OF NEW YORK COUNTY OF KINGS 141 LIVINGSTON STREET BROOKLYN NY 11201	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number 255241			
7.3.	PERFORMANCE FOOD GROUP, INC. D/B/A PERFORMANCE FOODSERVICE METRO NY V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	SUPERIOR COURT OF NEW JERSEY, LAW DIVISION SPECIAL CIVIL PART, UNION COUNTY 2 BROAD STREET ELIZABETH NJ 07201	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number DC-007123-16			
7.4.	SB NEW YORK, INC. D/B/A METRO V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	COUNTY OF NEW YORK CIVIL COURT 111 CENTRE STREET NEW YORK NY 10013	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number 016927			
7.5.	SUNBELT RENTALS, INC. V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NASSAU 100 SUPREME COURT DRIVE MINEOLA NY 11501	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number 608463/2016			
7.6.	THE WHELAN GROUP INCORPORATED V. THE BIG APPLE CIRCUS, LTD.	DISPUTE OVER PAYMENT FOR SERVICES	KINGS COUNTY SUPREME COURT 360 ADAMS STREET, #4 BROOKLYN NY 11201	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number 501085/2013			

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____ _____ _____ _____	_____ Case title _____ Case number _____ Date of order or assignment _____	\$ _____ Court name and address _____ _____ _____ _____

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

	Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1.	<hr/> <hr/> <hr/>	<hr/>	<hr/>	\$ <hr/>
	Recipient's relationship to debtor <hr/>			

Debtor **The Big Apple Circus, Ltd.**Case number (if known) **16-13297****Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Date of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p>		
10.1. _____	\$ _____	_____	\$ _____

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1. _____	_____	_____	\$ _____
Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Relationship to debtor			

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
14.1.	<hr/>	From <hr/> To <hr/>
	<hr/>	
	<hr/>	
	<hr/>	

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 8: Healthcare Bankruptcies

15. Healthcare bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
— diagnosing or treating injury, deformity, or disease, or
— providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____ _____	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☐ No

☒ Yes. State the nature of the information collected and retained. NAMES, ADDRESSES, PHONE NUMBERS, AND EMAIL ADDRESSES FROM TICKET BUYERS, DONORS, AND PEOPLE WHO ASKED TO BE ADDED TO THE CIRCUS' MAILING LIST.

Does the debtor have a privacy policy about that information?

☒ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

☒ Yes. Does the debtor serve as plan administrator?

☒ No. Go to Part 10

☐ Yes. Fill in below:

Name of plan

Employer identification number of the plan

EIN: ____ - ____ - ____

Has the plan been terminated?

☐ No

☐ Yes

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	BANK OF AMERICA BAC MAIN ACCOUNT 1185 AVENUE OF THE AMERICAS NEW YORK NY 10036	XXX-6887	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	11/2016	\$ _____
18.2.	BANK OF AMERICA BAC BOX OFFICE 1185 AVENUE OF THE AMERICAS NEW YORK NY 10036	XXX-8085	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	11/2016	\$ _____
18.3.	BANK OF AMERICA BIG APPLE CIRCUS, LTD. - CREDIT CARD 1185 AVENUE OF THE AMERICAS NEW YORK NY 10036	XXX-4957	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	11/2016	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1.	_____	_____	_____	<input type="checkbox"/> No
	_____	_____		<input type="checkbox"/> Yes
	_____	_____		

Debtor **The Big Apple Circus, Ltd.**

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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1.				<input type="checkbox"/> No
				<input type="checkbox"/> Yes

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	<hr/> <hr/> <hr/> <hr/>	<hr/>	<hr/>	\$ <hr/>

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1. _____	_____	_____	<input type="checkbox"/> Pending
Case number	_____		<input type="checkbox"/> On appeal
_____	_____		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1. _____	_____	_____	_____
_____	_____		
_____	_____		

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1. _____	_____	_____	_____
_____	_____		
_____	_____		

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ _____ _____ _____	_____	EIN: ____ - ____ - ____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. ED REYNOSO CONTROLLER 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	From 2005 To 02/2015
26a.2. JONATHAN ELKS CFO 236 LIVINGSTON STREET BROOKLYN NY 11201	From 08/2016 To Present
26a.3. MARIA GOODING ACCOUNTS RECEIVABLE 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	From 2012 To 08/2016
26a.4. ¹ PAUL BELANGER CFO 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	From 2011 To 05/2016
26a.5. TANYA SANTIAGO PAYROLL/HR 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	From 1995 To Present

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

	Name and address	Dates of service
26a.6.	VALARIE JONES ACCOUNTS PAYABLE 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	From 2006 To Present

¹RETAINED AGAIN IN 09/2016.

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

	Name and address	Dates of service
26b.1.	PKF O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK NY 10022	From 2009 To 2016

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

	Name and address	If any books of account and records are unavailable, explain why
26c.1.	JONATHAN ELKS 236 LIVINGSTON STREET BROOKLYN NY 11201	
	Name and address	If any books of account and records are unavailable, explain why
26c.2.	TANYA SANTIAGO 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	
	Name and address	If any books of account and records are unavailable, explain why
26c.3.	VALARIE JONES 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	
	Name and address	If any books of account and records are unavailable, explain why
26c.4.	WILL MAITLAND WEISS 1 METROTECH CENTER NORTH 3RD FLOOR BROOKLYN NY 11201	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

	Name and address
26d.1.	SEE EXHIBIT C

Debtor **The Big Apple Circus, Ltd.**Case number (if known) **16-13297****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1. _____	_____	\$ _____
Name and address of the person who has possession of inventory records		

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name and address	Position	Nature of any interest	% of interest, if any
28.1. SEE EXHIBIT D	_____	_____	_____

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?☐ No☒ Yes. Identify below.

Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1. JONATHAN SCHULTZ	FORMER BOARD MEMBER	_____	From 04/2016 To 07/2016
Name and address			
Position			
Nature of any interest			
Period during which position or interest was held			
29.2. PETER GRAUER	FORMER BOARD MEMBER	_____	From 1990 To 05/2016

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1. _____	\$ _____	_____	_____	_____
Relationship to debtor				
SEE EXHIBIT B				

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below

Name of the parent corporation	Employer Identification number of the parent corporation
31.1. _____	EIN: ____-____-____-____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below

Name of the pension fund	Employer Identification number of the pension fund
32.1. _____	EIN: ____-____-____-____

Debtor **The Big Apple Circus, Ltd.**

Case number (if known) **16-13297**

Part 14: Signature and Declaration

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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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.

3/07/17
MM/DD/YYYY

x *William Nassano Wass* Printed name *William Nassano Wass*
Signature of individual signing on behalf of the debtor

Position or relationship to debtor *Executive Director*

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No
☒ Yes

Exhibit A

BIG APPLE CIRCUS

The following lists certain payments or transfers made to vendors or creditors within 90 days before filing this case:

<u>Payment Date</u>	<u>Vendor/Creditor Name</u>	<u>Amount</u>	<u>Reason for Payment</u>
08/09/16	HOYT & BOND CONSULTING LLC	\$1,800.00	Professional Consulting
08/15/16	HOYT & BOND CONSULTING LLC	\$5,150.00	Professional Consulting
08/15/16	TRANSITCHEK	\$964.25	Transit Checks Employees
08/16/16	COWNA, JANOI	\$543.40	Clown Care
08/16/16	DEMASCO, SENA & JAHELKA LLP	\$2,400.00	Professional Consulting
08/16/16	HOYT & BOND CONSULTING LLC	\$1,800.00	Professional Consulting
08/16/16	HOYT & BOND CONSULTING LLC	\$1,800.00	Professional Consulting
08/23/16	BARTON, LAINE	\$680.00	Health Insurance
08/23/16	CHASE CARDMEMBER SERVICE	\$300.49	Chase Credit Card
08/23/16	MCFANCY, NATALIE	\$1,150.00	Circus to Go Event
08/23/16	TRIBECA CLOUD	\$450.00	E-Mail Marketing
08/25/16	BELANGER, PAUL	\$2,000.00	Professional Consulting
08/26/16	BIG APPLE CIRCUS	\$300.49	Overdrawn Chase Bank
08/29/16	BELANGER, PAUL	\$2,000.00	Professional Consulting
08/29/16	GARDINER, VIVECA	\$97.24	Clown Care
08/29/16	ROCK CUT FENCE CO. INC.	\$520.00	Walden Site Prep
08/30/16	HOYT & BOND CONSULTING LLC	\$4,275.00	Professional Consulting
09/07/16	RISK STRATEGIES COMPANY	\$15,295.78	Property Insurance Brokerage
09/12/16	ROSEASP.COM	\$1,810.00	Great Plains Cloud
09/14/16	PAYLOCITY PAYROLL	\$2,408.21	Payroll Fees
09/14/16	TRANSITCHEK	\$527.96	Transit Checks Employees
09/14/16	UNITED STATES TREASURY	\$1,760.62	IRS
09/15/16	WEISS, WILL MAITLAND	\$1,506.84	Vector Security/Walden
09/15/16	WEISS, WILL MAITLAND	\$1,586.65	Frontier Alarm System/Walden
09/16/16	HOYT & BOND CONSULTING LLC	\$3,850.00	Professional Consulting
09/20/16	BELANGER, PAUL	\$1,000.00	Professional Consulting
09/20/16	JONES, CHERYL	\$300.00	Walden Disposal Sludge
09/20/16	WEISS, WILL MAITLAND	\$12,916.37	Windstream Company Telephone/Internet
09/22/16	JONES, CHERYL	\$3,764.00	Walden Freedom Fire Protection
09/30/16	HOYT & BOND CONSULTING LLC	\$3,850.00	Professional Consulting
09/30/16	TURGEON, TANYA	\$83.30	Circus to Go Event
09/30/16	WEISS, WILL MAITLAND	\$2,902.00	Haight Fire Equipment Walden
10/13/16	BELANGER, PAUL	\$1,000.00	Professional Consulting
10/13/16	CAREY, BETH	\$100.00	Circus to Go Event
10/13/16	GILLEY, JOEL	\$100.00	Circus to Go Event

10/13/16	HOYT & BOND CONSULTING LLC	\$4,600.00	Professional Consulting
10/13/16	LEWIS, LISA B	\$700.00	Circus to Go Event
10/13/16	RISK STRATEGIES COMPANY	\$13,045.52	Property Insurance Brokerage
10/13/16	SPIDERMUSE PRODUCTIONS	\$225.00	Rental space Circus to Go
10/13/16	STEINGRAEBER, ELLEN	\$700.00	Circus to Go Event
10/13/16	WEISS, WILL MAITLAND	\$20.00	Constant Contact
10/17/16	PBA ENGINEERING/PAUL BECK	\$800.00	Engineers for Walden
10/19/16	VILLAGE OF WALDEN/SPRINKLERS	\$600.00	Water & Sprinklers
10/27/16	AETNA	\$304.70	Balance Dental Insurance
10/27/16	MARRERO, KIANAIRY	\$420.00	Circus to Go Event
10/28/16	HOYT & BOND CONSULTING LLC	\$5,796.39	Professional Consulting
11/01/16	BELANGER, PAUL	\$1,000.00	Professional Consulting
11/01/16	HOYT & BOND CONSULTING LLC	\$4,600.00	Professional Consulting
11/01/16	ROSEASP.COM	\$600.00	Great Plains Cloud
11/07/16	COMMISSIOR OF MOTOR VEHICLES	\$20.00	Lien Release Motor Vehicles
11/07/16	COMMISSIOR OF MOTOR VEHICLES	\$20.00	Lien Release Motor Vehicles
11/16/16	LEWIS, LISA B	\$50.00	Circus to Go Event
	Total	\$114,494.21	

Exhibit B

BIG APPLE CIRCUS

The following lists certain payments, transfers of property, distributions or withdrawals credited or given to any insider within 1 year before filing this case:

Insider	Amount	Reason
BINDER, PAUL	\$ 62,710.00	Contracted Services Loan Repayment
CHRISTENSEN, ROBERT MICHAEL	\$ 42,307.76	Contracted Services
DUFRESNOY, GUILLAUME	\$ 53,867.74	Payroll
GROSS, RONNIE	\$ 17,085.38	Loan Repayment
KAPLAN, LINDA VOGEL	\$ 82,390.20	Loan Repayment
WEISS, WILL MAITLAND	\$ 175,003.98	Loan Repayment Overpaid Social Security Interest Due Payroll Utility Expenses
Total	\$ 433,365.06	

Exhibit C

BIG APPLE CIRCUS

The following is a list of parties to whom the Debtor may have issued a financial statement within 2 years before filing:

Auchincloss Foundation, Lily
AXA Foundation
Badgeley Residuary Charitable Trust, Rose M.
Bank of America - NYC
Barth Foundation, Theodore H.
Burke Foundation, James E. and Diane W.
CIBC (Michael Higgins)
Clark-Winchcole Foundation
Con Edison
Cowles Charitable Trust
Deutsche Bank Americas Foundation
Dimick Foundation
Edouard Foundation, The
Ferro Foundation, Charles P.
Haas Foundation, Inc., Marc
Hagedorn Fund, The
Hasbro Children's Fund
Holman Foundation, Inc., Libby
Krumholz Foundation, Elroy and Terry
Lee Foundation, James T.
Mars Foundation, Virginia Cretella
National Endowment for the Arts
New York City Department of Cultural Affairs
New York City Department of Youth & Community Development
New York City Health and Hospitals Corporation
Newman's Own Foundation
Pfizer Inc.
Prince Charitable Trusts
Rudin Family Foundation, May and Samuel
Rudin Foundation, The
Samuels Foundation, Inc., Fan Fox and Leslie R.
Schweckendieck Trusts, Edith M.
Shubert Foundation, Inc.
Taft Foundation
TJX Foundation, Inc.
van Ameringen Foundation, Inc.

Exhibit D

BIG APPLE CIRCUS

The following is a list of the Debtor's officers, directors, managing members, general partners, members of control, controlling shareholders or other people in control of the Debtor at the time of the filing of this case.

Rick Mayberry
Ron Gross
Mary Jane Brock
Robin Henry
Jimmy Zankel
Joe Bogdan
Kim-Ladota Bozzella
Samantha Rudin Earls
Paul D. Goldenheim
Matt Hiltzik
Linda Vogel Kaplan
Virgina Chambers Keim
Mark Locks
Ursula Lowerre
Susan May-McLean
Phil Renshaw-Lewis
Wendy Siegel
Daniel Stern
Patricia Vance
Chris Wearing
Paul Binder
Michael Christensen
Guillaume Dufresnoy
Will Maitland Weiss
Mitchell Silver
The Very Rev. James Parks Morton