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*Proposed Attorneys for Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:)	Case No. 20-50682 (MEH)
)	Chapter 11 (Jointly Administered)
WAVE COMPUTING, INC., <i>et al.</i> ,)	
)	Assigned to the Hon. M. Elaine Hammond
Debtors. ¹)	
)	STATEMENT OF FINANCIAL AFFAIRS
)	FOR MIPS TECH, INC.
)	(CASE NO. 20-50683 (MEH))
)	
)	
)	
)	

¹ The Debtors in these chapter 11 cases are Wave Computing, Inc., MIPS Tech, Inc., Hellosoft, Inc., Wave Computing (UK) Limited, Imagination Technologies, Inc. (6967), Caustic Graphics, Inc., and MIPS Tech, LLC. The Debtors' mailing address is 3201 Scott Blvd, Santa Clara, CA 95054.

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Wave Computing, Inc. *et al.*, the above-referenced debtors and debtors in possession (collectively, the “Debtors”), as debtors in possession in the above-captioned chapter 11 cases, with the assistance of their advisors and attorneys, are filing their Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements” or “SOFAs”) in the Bankruptcy Court for the Northern District of California, San Jose Division (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statements of Limitations, Methodology, and Disclaimers regarding the Debtors’ Schedules and Statements (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors’ Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Statements and Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Statements and Schedules contain unaudited information that is subject to further review, potential adjustment, and reflect the Debtors’ commercially reasonable efforts to report the assets and liabilities of each of the Debtors.

The information continued in the Statements and Schedules was prepared based on the best information available and to our knowledge and belief. The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly does not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against any Debtor or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Chief Restructuring Officer Lawrence Perkins has signed each of the Statements and Schedules. Mr. Perkins is an authorized signatory for the Debtors. In reviewing and signing the Statements and Schedules, Mr. Perkins has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. Perkins

has not (and could not have) personally verified the accuracy of each statement and representation contained in the Statements and Schedules, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses. Additionally, the Chief Restructuring Officer and his support team was unable to access the physical offices and interact in person with the Debtor's employees leading up to and including the petition date due to the global pandemic of COVID-19. As such, access to physical records was not possible and we relied upon information provided by Company employees and others.

Global Notes and Overview of Methodology

Reservation of Rights. Reasonable efforts have been made to prepare and file complete and accurate Statements and Schedules; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Statements and Schedules from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Statements and Schedules with respect to claim ("Claim") description or designation; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Statements and Schedules as to amount, liability, priority, status or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Statements and Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by Debtor that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed. Furthermore, nothing contained in the Statements and Schedules shall constitute a waiver of rights with respect to each Debtor's chapter 11 case, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Statements and Schedules except as may be required by applicable law.

2. Description of the Case and "As Of" Information Date. On April 27, 2020 (the "Petition Date"), each Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Unless otherwise indicated, the asset information provided herein represents the asset data as of the close of business on April 27, 2020. Unless otherwise indicated, the liability information represents the liability data of the Debtors as of the close of business on April 27, 2020, except as otherwise noted.

3. Estimated Value of Assets. Unless otherwise indicated, the asset data contained in the Statements and Schedules reflect estimates of value as of April 27, 2020. Book values of assets prepared in accordance with GAAP generally do not reflect the current market value of the assets and may differ materially from the actual value of the underlying assets.

4. Recharacterization. Notwithstanding the Debtors' commercially reasonable efforts to

properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Statements and Schedules, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and the Debtors' financial statements and recent turnover in management. Accordingly, the Debtors reserve all their rights to re-characterize, reclassify, recategorize, re-designate, add, or delete items reported in the Statements and Schedules at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired post petition. Disclosure of information in one or more Schedules, one or more Statement question, or one or more exhibits or attachments to the Statements and Schedules, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

5. Liabilities. The Debtors have sought to allocate liabilities between the prepetition and post-petition periods and between Debtor entities based on the information and research conducted in connection with the preparation of the Statements and Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change. Accordingly, each Debtor reserves all its rights to amend, supplement, or otherwise modify its Statements and Schedules as is necessary or appropriate. The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

6. Excluded Assets and Liabilities. The Debtors may have inadvertently excluded certain categories of assets, tax accruals, and liabilities from the Statements and Schedules, including, without limitation, NOLs, accrued salaries, employee benefit accruals, and accrued accounts payable. The Debtors have also excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage Claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

7. Insiders. For purposes of the Statements and Schedules, the Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers or persons in control of the Debtors; and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as "insiders" have been included for informational purposes only and the inclusion of them in the Statements and Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law or with respect to any theories of liability or for any other purpose.

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

9. Classifications. Listing (a) a Claim on Schedule D as “secured,” (b) a Claim on Schedule E/F as “priority,” (c) a Claim on Schedule E/F as “unsecured,” or (d) a contract on Schedule G as “executory” or “unexpired,” does not constitute an admission by any Debtor of the legal rights of the claimant or a waiver of any Debtor’s rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.

10. Claims Description. Schedules D and E/F permit the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on the Statements and Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by any Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all their rights to dispute, or assert offsets or defenses to, any Claim reflected on their Statement and Schedules on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all their rights to subsequently designate such Claims as “disputed,” “contingent” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtor.

11. Causes of Action. Despite making commercially reasonable efforts to identify all known assets, the Debtors may not have listed all their causes of action or potential causes of action against third-parties as assets in the Statements and Schedules, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertible directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) it may have, and neither these Global Notes nor the Statements and Schedules shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.

12. Summary of Significant Reporting Policies. The following is a summary of significant reporting policies

- **Undetermined Amounts.** The description of an amount as “unknown,” “unknown, investigating,” “cannot allocate,” “cannot value,” “N/A,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
- **Totals.** All totals that are included in the Statements and Schedules represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total maybe different than the listed total.

- Liens. Property and equipment listed in the Statements and Schedules are presented with our best knowledge of any liens that may attach (or have attached) to such property and equipment.

13. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars. The amounts listed in SOAL AB.01.03, the conversion from British Pounds and New Taiwan Dollars to U.S. dollars is as of the date of the filing, April 20, 2020.

14. Intercompany Payables and Receivables. Intercompany receivables/payables are set forth on Schedules A/B and E/F, respectively. The listing by each Debtor of any account between a Debtor and another affiliate is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of any Debtor regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Statements and Schedules as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

15. Employee Addresses. Current employee and director addresses have been reported as the Debtors' business address throughout the Statements and Schedules, where applicable.

16. Debtors' Addresses. For the purposes of the Statements and Schedules, all addresses for all Debtors have been reported as the Debtors' headquarters address in Santa Clara, California.

17. Global Notes Control. In the event that the Schedules or Statements differ from any of the foregoing Global Notes, the Global Notes shall control.

Specific Notes with Respect to the Debtors' Schedules of Assets and Liabilities. The Schedules neither purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor. Moreover, given, among other things, questions about the characterization of certain assets and the valuation and nature of certain liabilities, to the extent that any Debtor shows more assets than liabilities, this is not an admission that such Debtor was solvent as of the Petition Date or at any time before the Petition Date.

1. Schedule A/B, Part 2, Question 8 – Prepayments

Includes software license & subscriptions, annual fees, maintenance contracts, technical support agreements, insurance premiums, membership dues, and other advance payments or deposits. Debtor is working on updating, correcting, re-classifying and re-calculating the prepayments' schedule.

2. Schedule A/B, Part 3, Question 11 – Accounts Receivable

Generally all customer receivables come through MIPS Tech, LLC. Receivables for all other entities are intercompany receivables only. Doubtful or uncollectible amounts relate to projects the Debtor believes were cancelled but not recorded appropriately.

3. Schedule A/B, Part 5 – Inventory, excluding agriculture assets

The Debtors are not currently aware of any but are investigating and will amend the Statements and Schedules if and when new information becomes available.

4. Schedule A/B, Part 7 – Office furniture, fixtures, and equipment; and collectibles

Current value is based on the last available Fixed Assets list dated October 31, 2019.

5. Schedule A/B, Part 8, Question 50 – Other machinery, fixtures, and equipment (including farm machinery and equipment).

Current value is based on the last available Fixed Assets list dated October 31, 2019.

6. Schedule A/B, Part 9, Question 55 – Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest.

Current value of leasehold improvements is unknown as the debtor moved since the last Fixed Assets report was run. Some assets were left behind and some were taken into the new location.

7. Schedule A/B, Part 10 – Intangibles and intellectual property.

Current value is based on book value as of March, 31 2020. Although Schedules and Statements show most of the IP is held by MIPS Tech, Inc., based on information and belief, this IP is legally held at MIPS Tech, LLC.

8. Schedule A/B, Part 11, Question 72 – Tax refunds and unused net operating losses (NOLs).

Debtors believe there are material NOLs and potential tax refunds at foreign subsidiaries. The Debtors are currently investigating the potential value and recovery of these NOLs and tax refunds for each debtor entity.

9. Schedule A/B, Part 11, Question 74 – Causes of action against third parties (whether or not a lawsuit has been filed).

The Debtors may have other causes of action and are not waiving any rights to pursue such causes of action in the future.

10. Schedule A/B, Part 11, Question 76 – Trusts, equitable or future interests in property

The Debtors are not currently aware of any but are investigating and will amend the Statements and Schedules if and when new information becomes available.

11. Schedule A/B, Part 11, Question 77 – Other property of any kind not already listed

The only ‘other property’ listed is related to intercompany receivables. The Debtors do not prepare financial statements on an entity level but rather on a consolidated basis. As such, intercompany receivable accounts were used to record allocations of income and expenses paid by one entity on behalf of the other entities. These amounts are eliminated in the consolidation. The listing by each Debtor of any account between a Debtor and another affiliate is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of any Debtor regarding the allowance, classification, characterization, validity, or priority of such account.

12. Schedule D: Creditors Who Have Claims Secured by Property

The landlord of Wave Computing Inc. is secured by a standby letter of credit in the amount of \$1.3M. On January 3, 2020, Tallwood Technology Partners LLC filed a UCC-1 securing their note in the aggregate amount of \$13.4M (including principal and accrued but unpaid interest) secured by all assets of the Debtors.

13. Schedule E/F: Creditors Who Have Secured Claims, Part 1 – Creditors with PRIORITY Unsecured Claims

Priority unsecured claims include tax claims and employee accrued PTO as of April 27, 2020.

14. Schedule E/F: Creditors Who Have Unsecured Claims, Part 2 – Creditors with NONPRIORITY Unsecured Claims

Nonpriority unsecured claims include regular accounts payable, intercompany accounts payable, property lease related claims and potential claims related to two unsecured convertible notes issued in relation to the Debtors’ Series E repurchase. As with the intercompany receivables, intercompany payable accounts are used for the main purposes of moving funds amongst entities and recording expenses paid by one entity on behalf of the others.

15. Schedule G: Executory Contracts and Unexpired Leases

The Executory Contracts and Unexpired Leases disclosed are based on the best information available and to our knowledge and belief. We do not purport to claim this is a comprehensive listing.

Specific Notes with Respect to the Debtors' Statements of Financial Affairs. The Statements neither purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Statements contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the financial affairs of each Debtor.

Part 1: Number 1: Gross revenue from business

Unless otherwise noted, the primary source of revenue of the Debtors is derived from licensing IP cores to customers. Such customers are all under debtor entity MIPS tech, LLC.

Part 1: Number 2: Non-business revenue

Current value reflects book value as of April 30, 2020.

Part 2: Number 6: Setoffs

The Debtors are not currently aware of any but will amend the Statements and Schedules if and when new information becomes available.

Part 3: Number 7: Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

The Debtors are not currently aware of any additional legal actions but will amend the Statements and Schedules if and when new information becomes available.

Part 5: Number 2: Certain Losses

The Debtors are not currently aware of any but will amend the Statements and Schedules if and when new information becomes available.

Part 12: Numbers 12: Self-settled trust of which the debtor is a beneficiary

The Debtors are not currently aware of any but are investigating and will amend the Statements and Schedules if and when new information becomes available.

Part 12: Numbers 22 – 24: Details About Environmental Information.

The Debtors are not aware of any environmental violations or risks.

Part 13: Question 31: Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

Members of affiliated tax group consist of Wave Computing, Inc., MIPS Tech, Inc., Hellosoft, Inc., Imagination Technologies, Inc., and Caustic Graphics, Inc.

Additional material transactions not otherwise disclosed. On July 1, 2019 Wave Computing, Inc. and Windtree Drive, LLC executed a settlement agreement and general release which included the repurchase of Windtree's Series E Preferred Shares by Wave.

On July 5, 2019, Tallwood Technology Partners LLC, as lender and Wave Computing Inc. as maker, executed a secured promissory note with \$19,400,000 available and an initial draw of \$5,000,000. As of the petition date, \$12,849,992 had been drawn on the note. The total outstanding principal and accrued but unpaid interest as of the petition date was \$13,409,440.

On or around August 2019, investors in the Series E financing were offered the option to sell their shares for cash or exchange them for a note. The former involved a transaction wherein Tallwood Technology Partners LLC would purchase the Series E Preferred Stock from the shareholder at a price equal to the original purchase price. The latter involved the sale by Wave Computing, Inc. of unsecured convertible promissory notes in exchange for Series E Preferred Stock.

Fill in this information to identify the case:

Debtor name: MIPS Tech, Inc.

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 20-50683

☐ Check if this is an amended filingOfficial Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/19

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 _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

From the beginning of the
fiscal year to filing date:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

From the beginning of the
fiscal year to filing date:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

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.

☒ NoneDescription of sources of
revenueGross revenue from
each source
(before deductions and
exclusions)From the beginning of the
fiscal year to filing date:

From _____ to _____

_____ \$ _____

From _____ to _____

_____ \$ _____

From _____ to _____

_____ \$ _____

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 \$6,825. (This amount may be adjusted on 04/01/2022 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. _____ _____ _____	_____	\$ _____	<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 \$6,825. (This amount may be adjusted on 04/01/2022 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. TALLWOOD TECHNOLOGY PARTNERS LLC 2420 SAND HILL ROAD SUITE 201 MENLO PARK CA 94025	1/3/2020	\$ _____	SECURED PROMISSORY NOTE - UCC FINANCING STATEMENT FILED ON JANUARY 3, 2020 WITH THE DELAWARE SECRETARY OF STATE. FILING # 2020005244S & FILING # 20200065468
Relationship to debtor			
SHAREHOLDER			

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. _____ _____ _____	_____	_____	\$ _____

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-_____	_____	\$ _____

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.	NYC DEPARTMENT OF FINANCE	STATE TAX LIABILITY	NYC DEPARTMENT OF FINANCE 59 MAIDEN LANE NEW YORK NY 10038	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
	20-50692 MEH / 20-50683 MEH			

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

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

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.	_____	_____	_____	\$ _____

	Recipient's relationship to debtor			

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

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

	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			

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/>	

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

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. _____

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?**☐ None. Go to Part 10.☒ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☒ No☐ Yes. Fill in below.**Name of plan****Employer identification number of the plan**

EIN: ____-____-____

Has the plan been terminated?

☐ No☐ No

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. _____ _____ _____	XXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

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

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

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/>

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. _____	_____	_____	_____
_____	_____		
_____	_____		

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. ¹	HELLOSOFT, INC 3201 SCOTT BLVD SANTA CLARA CA 95054	TECHNOLOGY	EIN: 54-2068640
			Dates business existed
			From 8/20/2002 To Present

¹DATE OF INCORPORATION

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.	BENCALA, DENNIS 2760 DUMBARTON AVE SAN JOSE CA 95124	From 7/5/2017 To 10/3/2019
	Name and address	Dates of service
26a.2.	HO, AMY 126 SERRA LN DALY CITY CA 94015	From 8/16/2018 To 2/8/2019
	Name and address	Dates of service
26a.3.	HO, RAE 2138 PSO DEL ORO SAN JOSE CA 95124	From 1/21/2019 To 3/20/2020
	Name and address	Dates of service
26a.4.	LIU, SHENG 2503 BORAX DR SANTA CLARA CA 95051	From 2/6/2019 To 11/27/2019
	Name and address	Dates of service
26a.5.	LU, TIAN 2038 FINLEY PL SANTA CLARA CA 95050	From 1/21/2019 To 8/1/2019
	Name and address	Dates of service
26a.6.	PHILLIPS, DARALI 260 HOFFMAN AVE AUBURN CA 95603	From 2/1/2018 To 8/1/2019

	Name and address	Dates of service
26a.7.	RARIDEN, DAVID 6427 MONTEGO CT SAN JOSE CA 95120	From 11/6/2018 To 2/9/2019
	Name and address	Dates of service
26a.8.	WANG, CHRISTINE 913 CAROLA AVE SAN JOSE CA 95130	From 12/17/2018 To 12/6/2019
	Name and address	Dates of service
26a.9.	WU, ETHAN 4251 BOLINA DR UNION CITY CA 94587	From 1/8/2018 To 3/15/2019
	Name and address	Dates of service
26a.10.	YANG, LIFANG ROOM 402 BUILDING 7/23 NO888LUOJINROAD SHANGHAI MINHANG DISTRICT CHINA	From 3/14/2017 To Present

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.	ERNST & YOUNG LLP PO BOX 846793 LOS ANGELES CA 90084-6793	From 6/2018 To 2/2020
	Name and address	Dates of service
26b.2.	FRANK, RIMERMAN & CO LLP DEPT #2626 PO BOX 39290 LOS ANGELES CA 90039-0290	From UNKNOWN To Present
	Name and address	Dates of service
26b.3.	SEE, GLOBAL NOTES	From _____ To _____

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.	WAVE COMPUTING, INC. 3201 SCOTT BLVD. SANTA CLARA CA 95054	_____

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, GLOBAL NOTES

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.	FITZGERALD, TOM 3201 SCOTT BLVD SANTA CLARA CA 95054	DIRECTOR	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	KOHLI, SANJAI 3201 SCOTT BLVD. SANTA CLARA CA 95054	PRESIDENT	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	PERKINS, LAWRENCE 355 S GRAND AVE STE 1450 LOS ANGELES CA 90071	CHIEF RESTRUCTURING OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	WAVE COMPUTING, INC. 3201 SCOTT BLVD. SANTA CLARA CA 95054	SOLE SHAREHOLDER	SHAREHOLDER INTEREST	100.00%

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. ¹	BENCALA, DENNIS 2760 DUMBARTON AVE SAN JOSE CA 95124	FORMER CFO & OFFICER	COMMON STOCK/OPTIONS	From 6/13/2018 To 09-2019
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2. ¹	SWIFT, ARTHUR 146 ALTA AVE SANTA CRUZ CA 95060	FORMER DIRECTOR & OFFICER	COMMON STOCK/OPTIONS	From 6/1/2019 To 09/2019

¹OFFICER DATES**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

	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				

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.	WAVE COMPUTING, INC.	EIN: 26-3864264

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.	IMAGINATION TECHNOLOGIES, LLC DEFERRED COMPENSATION PLAN	EIN: 82-3278247

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.

6/3/2020
MM/DD/YYYY

✕ /s/ Lawrence R. Perkins
Signature of individual signing on behalf of the debtor

Printed name Lawrence R. Perkins

Position or relationship to debtor Chief Restructuring Officer

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

☒ No
☐ Yes