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8 *Proposed Attorneys for Debtors and*
9 *Debtors in Possession*

10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN JOSE DIVISION**

13 In re:

14 STORCENTRIC, INC., *et al.*,

15 Debtors.¹

Case No. 22-50515

Chapter 11 (Jointly Administered)

16 **GLOBAL NOTES, METHODOLOGY AND**
17 **SPECIFIC DISCLOSURES REGARDING**
18 **THE DEBTORS' SCHEDULES OF**
19 **ASSETS AND LIABILITIES AND**
20 **STATEMENT OF FINANCIAL AFFAIRS**

21 **Introduction**

22 StorCentric, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned
23 chapter 11 cases (collectively, the “**Debtors**”) with the assistance of their advisors, have filed
24 their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statement of
25 Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and**
26 **Statements**”) with the United States Bankruptcy Court for the Northern District of California
(the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the

27 ¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are:
28 StorCentric, Inc. (6210); Nexsan Technologies Incorporated (5244); Nexsan Corporation (9778); Connected Data, Inc.
(5504); Drobo, Inc. (2545); Retrospect, Inc. (0638); VS Acquisition Company, LLC. The Debtors’ business address
is 1289 Anvilwood Avenue, Sunnyvale, CA 94089.

1 “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the
2 “**Bankruptcy Rules**”).

3 These Global Notes, Methodology, and Specific Disclosures Regarding the
4 Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (the
5 “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part
6 of each Debtor’s Schedules and Statements. The Global Notes should be referred to,
7 considered, and reviewed in connection with any review of the Schedules and Statements.

8 In preparing the Schedules and Statements, the Debtors relied upon information derived
9 from their books and records that was available at the time of such preparation. Although
10 the Debtors have made reasonable efforts to ensure the accuracy and completeness of such
11 financial information, inadvertent errors or omissions, as well as the discovery of conflicting,
12 revised, or subsequent information, may cause a material change to the Schedules and
13 Statements.

14 The Debtors and their officers, employees, agents, attorneys, and financial advisors do
15 not guarantee or warrant the accuracy or completeness of the data that is provided in the
16 Schedules and Statements and shall not be liable for any loss or injury arising out of or caused
17 in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring,
18 compiling, collecting, interpreting, reporting, communicating or delivering the information
19 contained in the Schedules and Statements. Except as expressly required by the Bankruptcy
20 Code, the Debtors and their officers, employees, agents, attorneys and financial advisors
21 expressly do not undertake any obligation to update, modify, revise, or re-categorize the
22 information provided in the Schedules and Statements or to notify any third party should the
23 information be updated, modified, revised, or re-categorized. The Debtors, on behalf of
24 themselves, their officers, employees, agents and advisors disclaim any liability to any third
25 party arising out of or related to the information contained in the Schedules and Statements
26 and reserve all rights with respect thereto.

27 The Schedules and Statements have been signed by an authorized representative of
28 each of the Debtors. In reviewing and signing the Schedules and Statements, this representative
relied upon the efforts, statements and representations of the Debtors’ other personnel and
professionals. The representative has not (and could not have) personally verified the accuracy
of each such statement and representation, including, for example, statements and
representations concerning amounts owed to creditors and their addresses.

21 **Global Notes and Overview of Methodology**

- 22 1. **Basis of Presentation.** The Schedules and Statements do not purport to represent
23 financial statements prepared in accordance with Generally Accepted Accounting
24 Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with
25 the financial statements of the Debtors (whether publicly filed or otherwise). Additionally,
the Schedules and Statements contain unaudited information that is subject to further
review and potential adjustment.
- 26 2. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete
27 and accurate Schedules and Statements; however, inadvertent errors or omissions may exist.
28 The Debtors reserve all rights to amend or supplement the Schedules and Statements from
time to time, in all respects, as may be necessary or appropriate, including, without
limitation, the right to amend the Schedules and Statements with respect to any claim

1 (“Claim”) description, designation, or Debtor against which the Claim is asserted; dispute
2 or otherwise assert offsets or defenses to any Claim reflected in the Schedules and
3 Statements as to amount, liability, priority, status, or classification; subsequently designate
4 any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity,
5 enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in
6 the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not
7 constitute an admission by the Debtors that such Claim or amount is not “disputed,”
8 “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of
9 liability by the Debtor against which the Claim is listed or against any of the Debtors.
10 Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver
11 of rights with respect to the Debtors’ chapter 11 cases, including, without limitation,
12 issues involving Claims, substantive consolidation, defenses, equitable subordination,
13 recharacterization, and/or causes of action arising under the provisions of chapter 5 of the
14 Bankruptcy Code, and any other relevant non-bankruptcy laws to recover assets or avoid
15 transfers. Any specific reservation of rights contained elsewhere in the Global Notes does
16 not limit in any respect the general reservation of rights contained in this paragraph.
17 Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules
18 and Statements.

19 The listing in the Schedules or Statements (including, without limitation, Schedule
20 A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and
21 another Debtor is a statement of what appears in the Debtors’ books and records and does
22 not reflect any admission or conclusion of the Debtors regarding whether such amount
23 would be allowed as a Claim or how such obligations may be classified and/or
24 characterized in a plan of reorganization or by the Bankruptcy Court.

25 **3. Global Notes.** These Global Notes are in addition to any specific notes set forth in the
26 Schedules and Statement. The fact that the Debtors have prepared a Global Note with respect
27 to a particular Schedule or Statement and not as to others does not reflect and should not be
28 interpreted as a decision by the Debtors to exclude the applicability of such Global Note to
any or all of the Debtors’ remaining Schedules or Statements, as appropriate. Disclosure of
information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or
Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct
Schedule, Statement, exhibit, or attachment.

4. Description of Cases and “as of” Information Date. On June 20, 2022 (the “**Petition
Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the
Bankruptcy Code. The Debtors are operating their businesses and managing their properties
as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
On June 23, 2022, the Bankruptcy Court entered an order directing procedural
consolidation and joint administration of the Debtors’ chapter 11 cases under case number
22-50515 [Docket No. 31].

The asset information provided in the Schedules and Statements, except as otherwise
noted, represents the asset data of the Debtors as of June 20, 2022, and the liability
information provided herein, except as otherwise noted, represents the liability data of the
Debtors as of June 20, 2022.

5. Net Book Value of Assets. Except as otherwise noted, each asset and liability of each
Debtor is shown on the basis of net book value of the asset or liability in accordance with

1 such Debtor's accounting books and records. Therefore, unless otherwise noted, the
2 Schedules and Statements are not based upon any estimate of the current market values of
3 the Debtors' assets and liabilities, which may not correspond to book values. It would be
4 cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors'
5 property interests. Additionally, because the book values of certain assets may materially
6 differ from their fair market values, they may be listed as undetermined amounts as of the
7 Petition Date. Furthermore, as applicable, assets that have fully depreciated or were
8 expensed for accounting purposes may not appear in the Schedules and Statements if they
9 have no net book value.

6 **6. Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly
7 characterize, classify, categorize, or designate certain Claims, assets, executory
8 contracts, unexpired leases, and other items reported in the Schedules and Statements, the
9 Debtors may, nevertheless, have improperly characterized, classified, categorized,
10 designated, or omitted certain items due to the complexity and size of the Debtors'
11 businesses. Accordingly, the Debtors reserve all of their rights to recharacterize,
12 reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and
13 Statements at a later time as is necessary or appropriate as additional information
14 becomes available, including, without limitation, whether contracts or leases listed
15 herein were deemed executory or unexpired as of the Petition Date and remain
16 executory and unexpired postpetition.

13 One of the Debtor entities, Nexsan Corporation, is a Delaware holding corporation. It owns
14 certain non-debtor affiliates which operate in other locations including Canada and the
15 United Kingdom. These Global Notes and the Schedules and Statements have been prepared
16 to show consolidated assets and liabilities for all such non-debtor affiliates as if they are
17 those of Nexsan Corporation.

16 **7. Real Property and Personal Property—Leased.** In the ordinary course of their
17 businesses, the Debtors leased real property and various articles of personal property,
18 including, fixtures, and equipment, from certain third-party lessors. The Debtors have
19 made reasonable efforts to list all such leases in the Schedules and Statements. The
20 Debtors have made reasonable efforts to include lease obligations on Schedule D (secured
21 debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing
22 in the Schedules or Statements is or shall be construed as an admission or determination
23 as to the legal status of any lease (including whether to assume and assign or reject such
24 lease or whether it is a true lease or a financing arrangement).

22 **8. Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between
23 the prepetition and postpetition periods based on the information and research
24 conducted in connection with the preparation of the Schedules and Statements. As
25 additional information becomes available and further research is conducted, the allocation
26 of liabilities between the prepetition and postpetition periods may change.

25 The liabilities listed on the Schedules do not reflect any analysis of Claims under
26 section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their
27 rights to dispute or challenge the validity of any asserted Claims under section
28 503(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.

1 The Debtors have excluded certain categories of assets, tax accruals, and liabilities from
2 the Schedules and Statements, including, without limitation, goodwill, accrued salaries,
3 employee benefit accruals, and deferred gains. In addition, certain immaterial assets and
4 liabilities may have been excluded.

5 The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain
6 outstanding Claims on a postpetition basis. Prepetition liabilities which have been paid or
7 will be paid postpetition have been excluded from the Schedules and Statements. To the
8 extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to
9 any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and
10 supplement the Schedules and Statements and take other action, such as filing objections to
11 Claims, as is necessary and appropriate to avoid overpayment or duplicate payment for such
12 liabilities.

13 **9. Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define
14 “insiders” to include the following: (a) directors; (b) senior level officers; (c) equity
15 holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor
16 affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors).
17 Entities listed as “insiders” have been included for informational purposes and their
18 inclusion shall not constitute an admission that those entities are insiders for purposes of
19 section 101(31) of the Bankruptcy Code.

20 **10. Intellectual Property Rights.** The exclusion of any intellectual property shall not be
21 construed as an admission that such intellectual property rights have been abandoned,
22 terminated, assigned, expired by their terms, or otherwise transferred pursuant to a
23 sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property
24 shall not be construed to be an admission that such intellectual property rights have
25 not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred
26 pursuant to a sale, acquisition, or other transaction.

27 In addition, although the Debtors have made diligent efforts to attribute intellectual
28 property to the rightful Debtor entity, in certain instances, intellectual property owned by
one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve
all of their rights with respect to the legal status of any and all such intellectual property
rights.

1 **11. Intercompany and Other Transactions.** For certain reporting and internal accounting
2 purposes, the Debtors record certain intercompany receivables and payables. Receivables
3 and payables among the Debtors are reported as assets on Schedule A/B or liabilities on
4 Schedule E/F part 2, as appropriate (collectively, the “*Intercompany Claims*”). Although
5 separate Schedules and Statements have been prepared and filed for each of the Debtors,
6 certain of the intercompany information set forth in the Schedules and Statements has been
7 prepared on a consolidated basis. While the Debtors have used commercially reasonable
8 efforts to ensure that the proper intercompany balance is attributed to each legal entity, the
9 Debtors and their estates reserve all rights to amend the Intercompany Claims in the
10 Schedules and Statements, including, without limitation, to change the characterization,
11 classification, categorization or designation of such claims, including, but not limited to, the
12 right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise
13 properly assets or liabilities of a different Debtor entity.

1 The listing in the Schedules or Statements (including, without limitation, Schedule A/B
2 or Schedule E/F) by the Debtors of any Intercompany Claims is a statement of what
3 appears in the Debtors' books and records and does not reflect any admission or conclusion
4 of the Debtors regarding whether such amount would be allowed as a Claim or how such
obligations may be classified and/or characterized in a plan of reorganization or by the
Bankruptcy Court.

5 **12. Executory Contracts and Unexpired Leases.** Although the Debtors made diligent
6 attempts to attribute executory contracts and unexpired leases to their rightful Debtors,
7 in certain instances, the Debtors may have inadvertently failed to do so due to the
complexity and size of the Debtors' businesses.

8 Moreover, other than real property leases reported in Schedule A/B 55, the Debtors have
9 not necessarily set forth executory contracts and unexpired leases as assets in the
Schedules and Statements, even though these contracts and leases may have some value
10 to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been
set forth in Schedule G.

11 **13. Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are
12 presented without consideration of any materialman's or mechanic's liens.

13 **14. Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule
14 E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as
15 "executory" or "unexpired," does not constitute an admission by the Debtors of the
legal rights of the claimant, or a waiver of the Debtors' rights to recharacterize or
reclassify such Claims or contracts or leases or to exercise their rights to setoff against such
Claims.

16 **15. Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim
17 as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a
given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated"
18 does not constitute an admission by that Debtor that such amount is not "disputed,"
"contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover,
19 listing a Claim does not constitute an admission of liability by the Debtors.

20 **16. Causes of Action.** Despite their reasonable efforts to identify all known assets, the
21 Debtors may not have listed all of their causes of action or potential causes of action against
third-parties as assets in the Schedules and Statements, including, without limitation,
22 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
23 reserve all of their rights with respect to any cause of action (including avoidance
actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any
24 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,
25 account, defense, power, privilege, license, and franchise of any kind or character
whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or
26 unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured,
assertable directly or derivatively, whether arising before, on, or after the Petition Date,
27 in contract or in tort, in law, or in equity, or pursuant to any other theory of law
28 (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the

Schedules and Statements 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.

17. Litigation. Certain litigation actions (collectively, the “**Litigation Actions**”) reflected as claims against a particular Debtor may relate to one or more of the other Debtors. The Debtors made reasonable efforts to accurately record the Litigation Actions in the Schedules and Statements of the Debtor that is the party to the Litigation Action. The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action or the amount of any potential claim that may result from any claims with respect to any Litigation Action, or the amount and treatment of any potential claim resulting from any Litigation Action currently pending or that may arise in the future.

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

- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

19. Estimates and Assumptions. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

20. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

21. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors’ Schedules and Statements.

22. Employee Addresses. Employee home addresses have been removed from entries listed on Schedules E/F and G and the Statements, as applicable. These addresses are available upon request of the Office of the United States Trustee and the Bankruptcy Court.

1 **23. Global Notes Control.** If the Schedules and Statements differ from these Global Notes,
2 the Global Notes shall control.

3 **Specific Disclosures with Respect to the Debtors' Schedules**

4 **Schedule A/B.** All values set forth in Schedule A/B reflect the book value of the Debtors'
5 assets as of June 20, 2022, unless otherwise noted below. Other than real property leases
6 reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule
7 A/B. Leases and contracts are listed on Schedule G.

8 **Schedule A/B 3.** Cash values held in financial accounts are listed on Schedule A/B 3
9 as of June 20, 2022. Details with respect to the Debtors' cash management
10 system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and*
11 *Final Orders (I) Authorizing Maintenance of Existing Bank Accounts; (II) Authorizing*
12 *Continuance of Existing Cash Management System; (III) Granting Limited Waiver of*
13 *Section 345(b) Deposit Requirements; and (iv) Granting Related Relief* [Docket No.
14 14] (the "**Cash Management Motion**").

15 **Schedule A/B 11.** Accounts receivable do not include intercompany receivables.
16 Intercompany receivables are reported on Schedule A/B 77.

17 **Schedule A/B 15.** Ownership interests in subsidiaries have been listed in Schedules
18 A/B 15 as an undetermined amount because the fair market value of such ownership
19 is dependent on numerous variables and factors and likely differs significantly from
20 their net book value.

21 **Schedule A/B 55.** The Debtors do not own any real property. The Debtors have
22 listed their real property leases in Schedule A/B 55. The leasehold property
23 interests listed on Schedule A/B 55 are not capitalized, but the leasehold
24 improvements listed on Schedule A/B 55 are capitalized.

25 **Schedule A/B 60.** The Debtors hold patents and trademarks. The amount is listed as
26 undetermined because the fair market value of such ownership cannot be determined,
27 as there have been no recent appraisals performed on these assets.

28 **Schedule A/B 63.** The Debtors maintain customer lists. The amount is listed as
undetermined because the fair market value of such ownership cannot be determined,
as there have been no recent appraisals performed on these assets.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may
have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs,
refunds, or warranty Claims. Additionally, certain of the Debtors may be a party to
pending litigation in which the Debtors have asserted, or may assert, Claims as a
plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the
Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B
74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held
by the Debtors in response to these questions shall not constitute a waiver, release,
relinquishment, or forfeiture of such claim.

Schedule A/B 77. As discussed above, the Debtors incur intercompany receivables and
payables in the normal course of their operations. Some of these assets and liabilities,
including assets presented on Schedule A/B 77, are presented in a consolidated fashion,
in keeping with the Debtors' current accounting records.

1 **Schedule D.** The Claims listed on Schedule D arose or were incurred on various dates;
2 a determination of the date upon which each Claim arose or was incurred would be
3 unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All
Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

4 Reference to the applicable loan agreements and related documents is necessary for a
5 complete description of the collateral and the nature, extent, and priority of liens. Nothing in
6 the Global Notes or the Schedules and Statements shall be deemed a modification or
7 interpretation of the terms of such agreements. Except as specifically stated on Schedule D,
8 real property lessors, utility companies, and other parties that may hold security deposits
have not been listed on Schedule D. Nothing herein shall be construed as an admission by the
Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize
or reclassify such Claim or contract.

9 Moreover, the Debtors have not included on Schedule D parties that may believe their Claims
are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

10 Finally, any description of any lien or of the Debtors' property that is subject to a lien that is
11 included in Schedule D is not an admission by the Debtors of the validity or the enforceability of
the lien. The descriptions included in Schedule D are derived from the various filings that record
12 a creditor's alleged interest in the Debtors' property. The Debtors reserve all rights to challenge
these interests in connection with the Chapter 11 Cases.

13
14 **Schedule E/F part 2.** The Debtors have used reasonable efforts to report all general unsecured
15 Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and
records as of the Petition Date.

16 Determining the date upon which each Claim on Schedule E/F part 2 was incurred or
17 arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list
a date for each Claim listed on Schedule E/F part 2. Furthermore, Claims listed on Schedule
E/F part 2 may have been aggregated by unique creditor name and remit to address and may
18 include several dates of incurrence for the aggregate balance listed.

19 Schedule E/F part 2 contains information regarding pending litigation involving the Debtors.
The dollar amount of potential Claims associated with any such pending litigation is listed as
20 "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules
and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to
21 subordination pursuant to section 510 of the Bankruptcy Code. Further, the incidents underlying
the litigation Claims listed on Schedule E/F may have given rise to related obligations that the
22 Debtors may be responsible for. Inclusion of these related obligations on Schedule E/F is not
intended to suggest that the litigation counterparty is entitled to multiple or duplicative
23 recoveries. Schedule E/F part 2 also includes potential or threatened litigation claims. Any
information contained in Schedule E/F part 2 with respect to such potential litigation shall not
24 be a binding representation of the Debtors' liabilities with respect to any of the potential suits
and proceedings included therein. The Debtors expressly incorporate by reference into
25 Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as
contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F
26 part 2.
27
28

1 Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory
2 contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection
3 with the assumption, or assumption and assignment, of executory contracts or unexpired leases.
4 Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of
5 the counterparties to executory contracts and unexpired leases that may be rejected.

6 As discussed above, the Debtors incur intercompany receivables and payables in the normal
7 course of their operations. Some of these assets and liabilities, including liabilities presented on
8 Schedule E/F part 2, are presented in a consolidated fashion, in keeping with the Debtors'
9 current accounting records.

10 In addition, any warrant holder and SAFE holder liabilities reported in Schedule E/F, part 2 are
11 reported as of March 2022.

12 **Schedule G.** The businesses of the Debtors are complex and, while every effort has been
13 made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred.
14 The Debtors hereby reserve all of their rights to (i) dispute the validity, status or enforceability
15 of any contracts, agreements or leases set forth in Schedule G and (ii) amend or supplement
16 such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims and
17 causes of action with respect to the contracts and agreements listed on the Schedules, including
18 the right to dispute or challenge the characterization or the structure of any transaction,
19 document or instrument. The presence of a contract or agreement on Schedule G does not
20 constitute an admission that such contract or agreement is an executory contract or an unexpired
21 lease.

22 Certain information, such as the contact information of the counter-party, may not be included
23 where such information could not be obtained using the Debtors' reasonable efforts. Listing or
24 omitting a contract or agreement on Schedule G does not constitute an admission that such
25 contract or agreement is or is not an executory contract or unexpired lease, was in effect on the
26 Petition Date, or is valid or enforceable. Certain of the leases and contracts listed on Schedule
27 G may contain certain renewal options, guarantees of payment, indemnifications, options to
28 purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and
obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements, as well as employee invention
agreements are not listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several
parts, including, purchase orders, amendments, restatements, waivers, letters, and other
documents that may not be listed on Schedule G or that may be listed as a single entry. In some
cases, the same supplier or provider appears multiple times on Schedule G. This multiple
listing is intended to reflect distinct agreements between the applicable Debtor and such
supplier or provider. The Debtors expressly reserve their rights to challenge whether such
related materials constitute an executory contract, a single contract or agreement, or multiple,
severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have
been modified, amended, or supplemented from time to time by various amendments,
restatements, waivers, estoppel certificates, letters, memoranda and other documents,
instruments, and agreements that may not be listed therein despite the Debtors' use of

1 reasonable efforts to identify such documents. Further, unless otherwise specified on
2 Schedule G, each executory contract or unexpired lease listed thereon shall include all
3 exhibits, schedules, riders, modifications, declarations, amendments, supplements,
4 attachments, restatements, or other agreements made directly or indirectly by any agreement,
instrument, or other document that in any manner affects such executory contract or unexpired
lease, without respect to whether such agreement, instrument, or other document is listed
thereon.

5 In addition, the Debtors may have entered into various other types of agreements in the
6 ordinary course of their businesses, such as subordination, nondisturbance, and attornment
7 agreements, supplemental agreements, settlement agreements, amendments/letter agreements,
8 title agreements and confidentiality agreements. Such documents may not be set forth on
Schedule G. Certain of the executory agreements may not have been memorialized and could be
subject to dispute. Executory agreements that are oral in nature have not been included on the
Schedule G.

9 **Schedule H.** For purposes of Schedule H, the Debtors that are either the principal obligors or
10 guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The
11 Debtors may not have identified certain guarantees associated with the Debtors' executory
contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

12 In the ordinary course of their businesses, the Debtors may be involved in pending or
13 threatened litigation. These matters may involve multiple plaintiffs and defendants, some or
14 all of whom may assert cross-Claims and counter-Claims against other parties. Because the
15 Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims
have not been set forth individually on Schedule H. Litigation matters can be found on each
Debtor's Schedule E/F part 2 and Statement 7, as applicable.

16 **Specific Disclosures with Respect to the Debtors' Statements**

17 **Statement 3.** Statement 3 includes any disbursement or other transfer made by the Debtors
18 within 90 days before the Petition Date except for those made to insiders (which
19 payments appear in response to Statement question 4), employees, and bankruptcy
20 professionals (which payments appear in Statement 11 and include any retainers paid to
bankruptcy professionals). The amounts listed in Statement 3 reflect the Debtors'
disbursements netted against any check level detail; thus, to the extent a disbursement was
made to pay for multiple invoices, only one entry has been listed on Statement 3.

21 **Statement 4.** Statement 4 accounts for a respective Debtor's intercompany transactions, as
22 well as other transfers to insiders as applicable. With respect to individuals, the amounts listed
23 reflect the universe of payments and transfers to such individuals including compensation,
24 bonus (if any), expense reimbursement, relocation reimbursement, and/or severance.
Amounts paid on behalf of such employee for certain life and disability coverage, which
coverage is provided to all of the Debtors' employees, has not been included.

25 The Debtors have included all consulting and payroll distributions and aggregate travel,
26 entertainment, and other expense reimbursements, aggregated by date, made over the
twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

27 The listing of a party as an Insider in the Schedules and Statements is not intended to be, nor
28 shall be, construed as a legal characterization or determination of such party as an actual insider

1 and does not act as an admission of any fact, claim, right or defense, and all such rights, claims,
2 and defenses are hereby expressly reserved.

3 **Statement 7.** Any information contained in Statement 7 shall not be a binding representation
4 of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

5 The Debtors used reasonable efforts to identify all pending litigation and assign appropriate
6 descriptions thereto. In the event that the Debtors discover additional information pertaining to
7 these legal actions identified in response to Question 7, the Debtors will use reasonable efforts
8 to supplement the Statements in light thereof.

9 **Statement 11.** Out of an abundance of caution, the Debtors have included payments
10 to all professionals who have rendered any advice related the Debtors' bankruptcy
11 proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other,
12 non-bankruptcy related services, and may include services rendered to other parties.

13 **Statement 26d.** The Debtors have provided financial statements in the ordinary course of their
14 businesses to numerous financial institutions, creditors, and other parties within two years
15 immediately before the Petition Date. Considering the number of such recipients and the
16 possibility that such information may have been shared with parties without the Debtors'
17 knowledge or consent or subject to confidentiality agreements, the Debtors have not
18 disclosed any parties that may have received such financial statements for the purposes of
19 Statement 26d.

20 **Statements 28 & 29.** The ownership percentages listed by the Debtors in response to
21 Statements 28 and 29 are listed as a fully diluted percentage and are reported only for those
22 holding 5% or more of the equity securities of the Debtor entities. Further details relating to
23 the equity holders and ownership percentages are provided in the *List of Equity Security*
24 *Holders* [Docket No. 77].

25 **Statement 30.** Unless otherwise indicated in a Debtor's specific response to Statement 30,
26 the Debtors have included a comprehensive response to Statement 30 in Statement 4.

27 **Statement 31.** Due to acquisitions, the Debtors only have certain tax records for a period of 4
28 years prior to the Petition Date. Accordingly, certain responses on Statement 31 are limited to a
reporting period of 4 years prior to the Petition Date in connection with the Debtors having been
a member of any consolidated group for tax purposes.

Fill in this information to identify the case:

Debtor name: VS Acquisition Company, LLC

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 22-50519

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B

\$0.00

1b. Total personal property:

Copy line 91A from Schedule A/B

UNDETERMINED

1c. Total of all property:

Copy line 92 from Schedule A/B

UNDETERMINED

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D

\$0.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F

\$0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F

+ \$0.00

4. Total liabilities

Lines 2 + 3a + 3b

\$0.00

Fill in this information to identify the case:

Debtor name: VS Acquisition Company, LLC

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 22-50519

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**☒ No. Go to Part 2.☐ Yes. Fill in the information below**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand**

2.1. _____ \$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
--	-----------------	---------------------------------	------------------------------------

3.1. _____ \$ _____

4. Other cash equivalents (Identify all)

Description	Name of institution	Type of account	Last 4 digits of account number	Current value of debtor's interest
-------------	---------------------	-----------------	---------------------------------	------------------------------------

4.1. _____ \$ _____

5. Total of part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**☒ No. Go to Part 3.☐ Yes. Fill in the information below**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit	Current value of debtor's interest
--	------------------------------------

7.1. _____ \$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

Current value of
debtor's interest

8.1. _____ \$ _____

9. Total of part 2

Add lines 7 through 8. Copy the total to line 81.

\$0.00

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.Current value of
debtor's interest**11. Accounts receivable**

Face amount

Doubtful or uncollectible
accounts

11a. 90 days old or less: \$ _____ - \$ _____ = → \$ _____

Face amount

Doubtful or uncollectible
accounts

11b. Over 90 days old: \$ _____ - \$ _____ = → \$ _____

12. Total of part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: Investments**13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.Valuation method used
for current valueCurrent value of
debtor's interest**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock

14.1. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity

% of ownership

15.1. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe

16.1. _____ \$ _____

17. Total of part 4

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
19.1.			\$		\$
20.	Work in progress				
20.1.			\$		\$
21.	Finished goods, including goods held for resale				
21.1.			\$		\$
22.	Other inventory or supplies				
22.1.			\$		\$

23. Total of part 5

Add lines 19 through 22. Copy the total to line 84.

\$0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes Book value: \$ Valuation method: Current value: \$

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28.	Crops—either planted or harvested			
28.1.		\$		\$
29.	Farm animals. Examples: Livestock, poultry, farm-raised fish			
29.1.		\$		\$
30.	Farm machinery and equipment (Other than titled motor vehicles)			
30.1.		\$		\$
31.	Farm and fishing supplies, chemicals, and feed			
31.1.		\$		\$

32. Other farming and fishing-related property not already listed in Part 6

32.1. _____ \$ _____ \$ _____

33. Total of part 6

Add lines 28 through 32. Copy the total to line 85.

\$0.00

34. Is the debtor a member of an agricultural cooperative?

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes Book value: \$ _____ Valuation method: _____ Current value: \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
39.1. _____	\$ _____	_____	\$ _____
40. Office fixtures			
40.1. _____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. _____	\$ _____	_____	\$ _____
42. Collectibles. Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1. _____	\$ _____	_____	\$ _____
43. Total of part 7			
Add lines 39 through 42. Copy the total to line 86.			\$0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available) (Where available)	Valuation method used for current value	Current value of debtor's interest
--	---	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1. _____ \$ _____

48. Watercraft, trailers, motors, and related accessories. Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1. _____ \$ _____

49. Aircraft and accessories

49.1. _____ \$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

50.1. _____ \$ _____

51. Total of part 8

Add lines 47 through 50. Copy the total to line 87.

\$0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes. Fill in the information below.

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	--	---	------------------------------------

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

55.1. _____ \$ _____

56. Total of part 9

Add the current value on lines 55. Copy the total to line 88.

\$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
60.1. _____	\$ _____	_____	\$ _____
61. Internet domain names and websites			
	Net book value of debtor's interest	Valuation method	Current value of debtor's interest
61.1. _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties			
62.1. _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations			
63.1. _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property			
64.1. _____	\$ _____	_____	\$ _____
65. Goodwill			
65.1. _____	\$ _____	_____	\$ _____

66. Total of part 10

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?☐ No☐ Yes**68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☐ No☐ Yes**69. Has any of the property listed in Part 10 been appraised by a professional within the last year?**☐ No☐ Yes

Part 11: All other assets**70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes. Fill in the information below.**Current value of debtor's interest****71. Notes receivable**

	Description (include name of obligor)	Total face amount	Doubtful or uncollectible amount		Current value of debtor's interest
71.1.	_____	\$ _____	- \$ _____	= →	\$ _____

72. Tax refunds and unused net operating losses (NOLs)

	Description (for example, federal, state, local)	Tax refund amount	NOL amount	Tax year	Current value of debtor's interest
72.1.	_____	\$ _____	\$ _____	_____	\$ _____

73. Interests in insurance policies or annuities

	Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1.	ARCH INSURANCE COMPANY	DIRECTORS & OFFICERS LIABILITY INSURANCE - POLICY NO. PCD100476-00	_____	_____	_____	UNDETERMINED
73.2.	BERKLEY NATIONAL INSURANCE COMPANY -	GLOBAL PACKAGE INCLUDING COMMERCIAL OUTPUT COVERAGE, COMMERCIAL GENERAL LIABILITY, COMMERCIAL AUTO COVERAGE, COMMERCIAL CRIME AND FIDELITY, INTERNATIONAL LIABILITY, COMMERCIAL UMBRELLA, AND EMPLOYEE BENEFITS LIABILITY - POLICY NO. TCP7013848-13	_____	_____	_____	UNDETERMINED
73.3.	FALVEY CARGO/LLOYDS OF LONDON	CARGO INSURANCE - POLICY NO. MC-10000370	_____	_____	_____	UNDETERMINED
73.4.	AT-BAY/HSB SPECIALTY INSURANCE CO.	CYBER LIABILITY INSURANCE - POLICY NO. 6612666-01	_____	_____	_____	UNDETERMINED

74. Causes of action against third parties (whether or not a lawsuit has been filed)

	Nature of claim	Amount requested	Current value of debtor's interest
74.1.	_____	\$ _____	\$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

	Nature of claim	Amount requested	Current value of debtor's interest
75.1.	_____	\$ _____	\$ _____

76. Trusts, equitable or future interests in property

76.1.	_____		\$ _____
-------	-------	--	----------

77. Other property of any kind not already listed

Examples: Season tickets, country club membership

77.1.	_____		\$ _____
-------	-------	--	----------

78. Total of part 11

Add lines 71 through 77. Copy the total to line 90.

UNDETERMINED

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?☒ No☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ UNDETERMINED	
91. Total. Add lines 80 through 90 for each column.91a.	UNDETERMINED	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		UNDETERMINED

Fill in this information to identify the case:

Debtor name: VS Acquisition Company, LLC

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 22-50519

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

**Column A
Amount of
Claim**

Do not deduct
the value of
collateral.

**Column B
Value of
collateral that
supports this
claim**

2.1. Creditor's name and address

Creditor's email address, if known

Date debt was incurred: _____

Last 4 digits of account number: ____ _
____ _

Do multiple creditors have an interest in the same property?

☐ No

☐ Yes. Have you already specified the relative priority?

☐ No. Specify each creditor, including this creditor, and its relative priority.

☐ Yes. The relative priority of creditors is specified on lines: _____

Describe debtor's property that is subject to a lien

Describe the lien

Is the creditor an insider or related party?

☐ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

\$ _____ \$ _____

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** **\$0.00**

Fill in this information to identify the case:**Debtor name:** VS Acquisition Company, LLC**United States Bankruptcy Court for the:** Northern District of California**Case number (if known):** 22-50519☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☒ No. Go to Part 2.☐ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1.	Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Total claim	Priority amount
		<input type="checkbox"/> Contingent	\$ _____	\$ _____
		<input type="checkbox"/> Unliquidated		Nonpriority amount
		<input type="checkbox"/> Disputed		\$ _____
	Date or dates debt was incurred	Basis for the claim:		
	Last 4 digits of account number: _____	Is the claim subject to offset?		
		<input type="checkbox"/> No		
	Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	<input type="checkbox"/> Yes		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

- 3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1.	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Amount of claim
	_____	<input type="checkbox"/> Contingent	\$ _____
	_____	<input type="checkbox"/> Unliquidated	
	_____	<input type="checkbox"/> Disputed	
	Date or dates debt was incurred _____	Basis for the claim: _____	
	Last 4 digits of account number: _ _ _ _	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.**Total of claim amounts****5a.** Total claims from Part 1

5a. \$0.00

5b. Total claims from Part 2

5b. + \$0.00

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

5c. \$0.00

Fill in this information to identify the case:**Debtor name:** VS Acquisition Company, LLC**United States Bankruptcy Court for the:** Northern District of California**Case number (if known):** 22-50519☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2.	List all contracts and unexpired leases	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease										
2.1.	<table border="1"><tr><td>Title of contract</td><td>BUSINESS INSURANCE</td></tr><tr><td>State what the contract or lease is for</td><td>DIRECTORS & OFFICERS LIABILITY INSURANCE - POLICY NO. PCD100476-00</td></tr><tr><td>Nature of debtor's interest</td><td>INSURED</td></tr><tr><td>State the term remaining</td><td>4/14/2023</td></tr><tr><td>List the contract number of any government contract</td><td></td></tr></table>	Title of contract	BUSINESS INSURANCE	State what the contract or lease is for	DIRECTORS & OFFICERS LIABILITY INSURANCE - POLICY NO. PCD100476-00	Nature of debtor's interest	INSURED	State the term remaining	4/14/2023	List the contract number of any government contract		ARCH INSURANCE COMPANY 1299 FARNAM ST STE 500 OMAHA NE 68102
Title of contract	BUSINESS INSURANCE											
State what the contract or lease is for	DIRECTORS & OFFICERS LIABILITY INSURANCE - POLICY NO. PCD100476-00											
Nature of debtor's interest	INSURED											
State the term remaining	4/14/2023											
List the contract number of any government contract												
2.2.	<table border="1"><tr><td>Title of contract</td><td>BUSINESS INSURANCE</td></tr><tr><td>State what the contract or lease is for</td><td>CYBER LIABILITY INSURANCE - POLICY NO. 6612666-01</td></tr><tr><td>Nature of debtor's interest</td><td>INSURED</td></tr><tr><td>State the term remaining</td><td>12/15/2022</td></tr><tr><td>List the contract number of any government contract</td><td></td></tr></table>	Title of contract	BUSINESS INSURANCE	State what the contract or lease is for	CYBER LIABILITY INSURANCE - POLICY NO. 6612666-01	Nature of debtor's interest	INSURED	State the term remaining	12/15/2022	List the contract number of any government contract		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease AT-BAY/HSB SPECIALTY INSURANCE CO LEGAL DEPT 1 POST STREET 14TH FLOOR SAN FRANCISCO CA 94104
Title of contract	BUSINESS INSURANCE											
State what the contract or lease is for	CYBER LIABILITY INSURANCE - POLICY NO. 6612666-01											
Nature of debtor's interest	INSURED											
State the term remaining	12/15/2022											
List the contract number of any government contract												
2.3.	<table border="1"><tr><td>Title of contract</td><td>BUSINESS INSURANCE</td></tr><tr><td>State what the contract or lease is for</td><td>GLOBAL PACKAGE INCLUDING COMMERCIAL OUTPUT COVERAGE, COMMERCIAL GENERAL LIABILITY, COMMERCIAL AUTO COVERAGE, COMMERCIAL CRIME AND FIDELITY, INTERNATIONAL LIABILITY, COMMERCIAL UMBRELLA, AND EMPLOYEE BENEFITS LIABILITY - POLICY NO. TCP7013848-13</td></tr><tr><td>Nature of debtor's interest</td><td>INSURED</td></tr><tr><td>State the term remaining</td><td>12/15/2022</td></tr><tr><td>List the contract number of any government contract</td><td></td></tr></table>	Title of contract	BUSINESS INSURANCE	State what the contract or lease is for	GLOBAL PACKAGE INCLUDING COMMERCIAL OUTPUT COVERAGE, COMMERCIAL GENERAL LIABILITY, COMMERCIAL AUTO COVERAGE, COMMERCIAL CRIME AND FIDELITY, INTERNATIONAL LIABILITY, COMMERCIAL UMBRELLA, AND EMPLOYEE BENEFITS LIABILITY - POLICY NO. TCP7013848-13	Nature of debtor's interest	INSURED	State the term remaining	12/15/2022	List the contract number of any government contract		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease BERKLEY NATIONAL INSURANCE COMPANY LEGAL DEPT 11201 DOUGLAS AVE URBAN DALE IA 50322
Title of contract	BUSINESS INSURANCE											
State what the contract or lease is for	GLOBAL PACKAGE INCLUDING COMMERCIAL OUTPUT COVERAGE, COMMERCIAL GENERAL LIABILITY, COMMERCIAL AUTO COVERAGE, COMMERCIAL CRIME AND FIDELITY, INTERNATIONAL LIABILITY, COMMERCIAL UMBRELLA, AND EMPLOYEE BENEFITS LIABILITY - POLICY NO. TCP7013848-13											
Nature of debtor's interest	INSURED											
State the term remaining	12/15/2022											
List the contract number of any government contract												

Debtor **VS Acquisition Company, LLC**

Case number (if known) **22-50519**

2.4. **Title of contract** BUSINESS INSURANCE

State what the contract or CARGO INSURANCE - POLICY NO. MC-10000370
 lease is for

Nature of debtor's interest INSURED

State the term remaining 12/15/2022

List the contract number of _____
 any government contract

**State the name and mailing address
for all other parties with whom the
debtor has an executory contract or
unexpired lease**

FALVEY CARGO/LLOYDS OF
LONDON
66 WHITECAP DR
NORTH KINSTOWN RI 02852

Fill in this information to identify the case:

Debtor name: VS Acquisition Company, LLC

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 22-50519

☐ Check if this is an
amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively.
Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:

2.1. _____

- ☐ D
☐ E/F
☐ G

Fill in this information to identify the case:

Debtor name: VS Acquisition Company, LLC

United States Bankruptcy Court for the: Northern District of California

Case number (if known): 22-50519

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 7/20/2022
MM/DD/YYYY

x

/s/ John Coughlan

Signature of individual signing on behalf of debtor

John Coughlan
Printed name

Chief Financial Officer
Position or relationship to debtor