

Fill in this information to identify the case:

Debtor name Calrissian LP
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Check if this is an amended filing

Official Form 207

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

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date: From <u>1/1/2017</u> to Filing date <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ 0
For prior year: From <u>1/1/2016</u> to <u>12/31/2016</u> <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ 0
For the year before that: From <u>1/1/2015</u> to <u>12/31/2015</u> <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ 0

2. Non-business revenue

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

None

	Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date: From <u>1/1/2017</u> to Filing date <small>MM / DD / YYYY</small>	_____	\$ 0
For prior year: From <u>1/1/2016</u> to <u>12/31/2016</u> <small>MM / DD / YYYY</small>	_____	\$ 0
For the year before that: From <u>1/1/2015</u> to <u>12/31/2015</u> <small>MM / DD / YYYY</small>	<u>Interest Income</u>	\$ 85,479.46

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Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

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

None

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

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

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ Insider's name _____ Street _____ City State ZIP Code	_____	\$ _____	_____
Relationship to debtor _____			
4.2. _____ Insider's name _____ Street _____ City State ZIP Code	_____	\$ _____	_____
Relationship to debtor _____			

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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. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
5.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

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
Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
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. <u>Nu Image, Inc. v. Calrissian LP, et al.</u> Case number _____ Ref. No. <u>1210033079</u>	<u>Arbitration regarding Contractual Obligations and Breaches</u>	<u>JAMS c/o Jason Feaszell, Case Manager</u> Name <u>1601 Cloverfield Boulevard</u> Street <u>Suite 370-S</u> <u>Santa Monica CA 90404</u> City State ZIP Code	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. <u>SunTrust Bank v. Calrissian LP</u> Case number _____ Index No. <u>654148/2016</u>	<u>Civil suit regarding Guaranty of Debt of Our Alchemy, LLC</u>	<u>Supreme Court of the State of New York</u> Name <u>Commercial Division</u> <u>60 Centre Street</u> Street <u>New York NY 10007</u> City State ZIP Code	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

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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
Custodian's name				\$ _____
Street				
City State ZIP Code				
Case title		Court name and address		
		Name		
		Street		
		City State ZIP Code		
Date of order or assignment				
		City State ZIP Code		

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 name			\$ _____
Street			
City State ZIP Code			
Recipient's relationship to debtor			
9.2. Recipient's name			\$ _____
Street			
City State ZIP Code			
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	Date of loss	Value of property lost
	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).		\$ _____

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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. <u>Baker Botts LLP</u>	_____	<u>2/15/2017</u>	\$ <u>65,000</u>
Address			
<u>30 Rockefeller Plaza</u> Street			
<u>New York</u>	<u>NY</u>	<u>10112</u>	
City	State	ZIP Code	
Email or website address			
<u>emanuel.grillo@bakerbotts.com</u>			
Who made the payment, if not debtor?			
<u>Virgo Societas Partnership III (Onshore) LP and Virgo Societas Partnership III (Offshore) LP</u>			

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2. <u>Morris, Nichols, Arsht & Tunnell LLP</u>	_____	<u>2/9/2017</u>	\$ <u>25,000</u>
Address			
<u>1201 Market Street, PO Box 1347</u> Street			
<u>Wilmington</u>	<u>DE</u>	<u>19899</u>	
City	State	ZIP Code	
Email or website address			
<u>rdehney@mnat.com</u>			
Who made the payment, if not debtor?			
<u>Virgo Societas Partnership III (Onshore) LP and Virgo Societas Partnership III (Offshore) LP</u>			

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
_____	_____	_____	\$ _____
Trustee			

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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
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13.1. _____ \$ _____

Address

Street

City State ZIP Code

Relationship to debtor

Who received transfer?

13.2. _____ \$ _____

Address

Street

City State ZIP Code

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	
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14.1. 555 Twin Dolphin Drive, Suite 615 From 9/13 To 9/16
Street

Redwood Shores CA 94065
City State ZIP Code

14.2. _____ From _____ To _____
Street

City State ZIP Code

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Part 8: Health Care Bankruptcies

15. Health Care 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. _____
Facility name _____

Street _____

City _____ State _____ ZIP Code _____

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:

Electronically

Paper

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
---------------------------	--	---

15.2. _____
Facility name _____

Street _____

City _____ State _____ ZIP Code _____

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:

Electronically

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?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

 - No. Go to Part 10.
 - Yes. Fill in below:

Name of plan	Employer identification number of the plan
_____	EIN: _____ - _____

- Has the plan been terminated?
- No
 - Yes

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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.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<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	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____	_____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
Address		_____ _____	

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

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____	_____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
Address		_____ _____	

Debtor Calrissian LP
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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
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	_____ _____ _____	\$ _____

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
_____ Case number _____	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	<input type="checkbox"/> Pending <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
Name _____ Street _____ City _____ State _____ ZIP Code _____	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	_____

Debtor Calrissian LP
Name

Case number (if known) _____

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
Name _____ Street _____ City _____ State _____ ZIP Code _____	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____

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. <u>OA Investment Holdings, LLC</u> Name <u>1201 Howard Avenue, 3rd Floor</u> Street <u>Burlingame CA 94010</u> City State ZIP Code	<u>Owner of Bentonville Film Festival</u>	EIN: _____ Dates business existed From _____ To <u>Present</u>

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.2. <u>Our Alchemy, LLC</u> Name <u>5900 Wilshire Boulevard, Floor 27</u> Street <u>Los Angeles CA 90036</u> City State ZIP Code	<u>Distributor of Film and Television Content</u>	EIN: <u>27-2190708</u> Dates business existed From <u>9/2014</u> To <u>7/2016</u>

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.3. _____ Name _____ Street _____ City State ZIP Code	_____ _____ _____	EIN: _____ Dates business existed From _____ To _____

Debtor Calrissian LP
Name

Case number (if known) _____

Name and address

If any books of account and records are unavailable, explain why

26c.2.

Name

Street

City State ZIP Code

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.

Name

Street

City State ZIP Code

Name and address

26d.2.

Name

Street

City State ZIP Code

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

_____ \$ _____

Name and address of the person who has possession of inventory records

27.1.

Name

Street

City State ZIP Code

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Case number (if known) _____

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

\$ _____

Name and address of the person who has possession of inventory records

27.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

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	Address	Position and nature of any interest	% of interest, if any
<u>Virgo Services Company, LLC</u>	<u>1201 Howard Ave., 3rd Fl, Burlingame, CA 94010</u>	<u>General Partner/Manager</u>	<u>59.59%</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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	Address	Position and nature of any interest	Period during which position or interest was held
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____

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 description and value of property	Dates	Reason for providing the value
30.1. Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	_____
Relationship to debtor _____	_____	_____	_____

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Name and address of recipient

30.2

Name

Street

City State ZIP Code

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**
EIN: ____ - ____ - ____

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

- No
- Yes. Identify below.

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

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.

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

X /s/ Jesse Watson _____ Printed name Jesse Watson _____

Signature of individual signing on behalf of the debtor

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

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

- No
- Yes