

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

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 the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Zohar III, Corp.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 82-4629612

4. Debtor's address
Principal place of business: 350 Fifth Avenue, c/o Goldin Associates, LLC, New York, NY 10118
Mailing address, if different from principal place of business: 1209 Orange Street, Wilmington, Delaware 19801

Location of principal assets, if different from principal place of business
County
Number Street
City State ZIP Code

5. Debtor's website (URL)

6. Type of debtor
[X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
[] Partnership (excluding LLP)
[] Other. Specify:

Debtor Name Zohar III, Corp.

Case number(if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5259

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/16 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Attachment A Relationship _____

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Zohar III, Corp.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49
- 50-99
- 100-199
- 200-999
- 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- More than 100,000

15. Estimated assets

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion**
- \$10,000,000,001-\$50 billion
- More than \$50 billion

Debtor Zohar III, Corp.
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion** |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

**Debtor Zohar III, Corp. is a wholly owned subsidiary of Zohar III, Limited, and is the express co-issuer of notes issued and giving rise to the liabilities estimated herein.



Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 03/11/2018
MM / DD / YYYY

[Handwritten Signature]

Signature of authorized representative of debtor

Lynn Tilton
Printed name

Title Director

18. Signature of attorney

[Handwritten Signature]

Signature of attorney for debtor

Date 03/11/2018
MM / DD / YYYY

Michael R. Nestor
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

1000 North King Street
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 571-6600 mnestor@ycst.com
Contact phone Email address

3526 Delaware
Bar number State

ATTACHMENT A TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below (collectively, the “Debtors”), including the debtor in this Chapter 11 case, will file or have filed a petition in the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court consolidate their Chapter 11 cases for administrative purposes only.

- Zohar III, Corp. (82-4629612)
- Zohar II 2005-1, Corp. (82-4704059)
- Zohar CDO 2003-1, Corp. (84-4703724)
- Zohar III, Limited (98-0469261)
- Zohar II 2005-1, Limited (98-0438297)
- Zohar CDO 2003-1, Limited (98-0405119)

On February 24, 2016, each of the entities listed below, which are affiliates of the Debtors as that term is defined in § 101(2) of the Bankruptcy Code, filed a voluntary Chapter 7 petition in the United States Bankruptcy Court for the Southern District of New York. These Chapter 7 cases are being jointly administered under the case of *In re TransCare Corporation*, Case No. 16-10407 (SMB) (Bankr. S.D.N.Y. Feb. 24, 2016).

- TransCare Corporation
- TransCare New York, Inc.
- TransCare ML, Inc.
- TC Ambulance Group, Inc.
- TransCare Management Services, Inc.
- TCBA Ambulance, Inc.
- TC Billing and Services Corp.
- TransCare Westchester, Inc.
- TransCare Maryland, Inc.
- TransCare Harford County, Inc.
- TC Ambulance North, Inc.

On June 30, 2016, an involuntary Chapter 7 petition was filed against Netversant Solutions III, LLC, which is an affiliate of the Debtors as that term is defined in § 101(2) of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Massachusetts. This Chapter 7 case is being administered at *In re Netversant Solutions III, LLC*, Case No. 16-12479-JNF (Bankr. D. Mass. June 30, 2016).

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
ZOHAR III, CORP.**

THE UNDERSIGNED, being the sole director of ZOHAR III, CORP., a Delaware corporation (the "Company"), hereby consents that the actions recited herein shall be deemed the actions of the Board of Directors of the Company (the "Board") with the same effect as if taken at a duly noticed and called meeting of the Board, and direct that this writing be filed with the minutes of proceedings of that Board--all pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Board has reviewed and considered, among other things, the financial condition, capital structure, liquidity position, short term and long term prospects of the Company, the restructuring and other strategic alternatives available to the Company, and the impact of the foregoing on the Company's business; and

WHEREAS, the Board has received, reviewed, and considered the advice of the Company's legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and stockholders, and other interested parties that a voluntary petition (the "Petition") be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Chief Restructuring Officer (named below), Lynn Tilton, as Authorized Signatory, and the other duly appointed officers of the Company, if any (collectively, the "Designated Persons") be, and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition and all documents ancillary thereto, to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware, and to make or cause to be made prior to the execution thereof any modifications to the Petition or such ancillary documents that, in the judgment of such Designated Person, may be necessary, appropriate, or desirable, and (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents that, in the judgment of such Designated Person, may be necessary, appropriate, or desirable in connection with the foregoing; and it is further

RESOLVED, that the Chief Restructuring Officer be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to obtain post-petition financing, negotiate cash collateral usage with the Company's prepetition secured lenders, or both, and to enter into any loan agreement or amended or supplemental indenture and to pledge and grant liens on its assets as may be contemplated by or required under the terms of any such post-petition financing or cash collateral agreements; and in connection therewith, the Chief Restructuring Officer be, and hereby is, authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that Marc S. Kirschner of Goldin Associates, LLC be, and hereby is, authorized, empowered, and directed to serve as the Chief Restructuring Officer (the "CRO") of the Company on the terms set forth in that certain engagement agreement by and between the Company, its affiliated entities and Goldin Associates, LLC effective March 7, 2018, with power and authority to pursue on behalf of the Company such bankruptcy or other restructuring as the CRO may deem appropriate and to represent the Company and act on behalf of the Company in any case commenced by the Company under the Bankruptcy Code, and such other power and authority granted to the officers of the Company under these resolutions; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and it hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including without limitation the preparation of pleadings and filings in the bankruptcy case; and in connection therewith, the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed, and empowered from time to time, in the name and on behalf of the Company, to take such actions and execute and deliver such documents as may be required or as such Designated Person may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including, without limitation, the execution and delivery of any petitions, schedules, lists, security agreements, pledges, financing statements, certificates, instruments, guaranties, and notices, with all such actions to be taken in such manner, and all such petitions, schedules, lists, security agreements, pledges, financing statements, certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the Designated Person taking or executing the same shall approve, the taking or execution thereof by such Designated Person being conclusive evidence of the approval thereof by such Designated Person and by the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent effective as of March 11, 2018.



Lynn Tilton

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
Zohar III, Corp., <i>et al.</i> , ¹)	Chapter 11
)	
Debtors.)	Case No. 18-_____ ()
)	Joint Administration Pending

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”) hereby state as follows:

1. Lynn Tilton indirectly owns and controls at least ninety-nine percent (99%) of the ownership interests in non-debtors Octaluna III, LLC (“Octaluna III”), Octaluna II, LLC (“Octaluna II”), and Octaluna, LLC (“Octaluna I” and, together with Octaluna III and Octaluna II, the “Octaluna Entities”).²

2. Octaluna III holds 100% of the preference shares of Debtor Zohar III, Limited (“Zohar III”). Zohar III is the sole shareholder of Debtor Zohar III, Corp.

3. Octaluna II holds 100% of the preference shares of Debtor Zohar II 2005-1, Limited (“Zohar II”). Zohar II is the sole shareholder of Debtor Zohar II 2005-1, Corp.

4. Octaluna I holds 100% of the preference shares of Debtor Zohar CDO 2003-1, Limited (“Zohar I”). Zohar I is the sole shareholder of Debtor Zohar CDO 2003-1, Corp.

¹ The Debtors, and, where applicable, the last four digits of their taxpayer identification number are as follows: Zohar III, Corp. (9612), Zohar II 2005-1, Corp. (4059), Zohar CDO 2003-1, Corp. (3724), Zohar III, Limited (9261), Zohar II 2005-1, Limited (8297), and Zohar CDO 2003-1, Limited (5119). The Debtors’ address is 350 Fifth Avenue, c/o Goldin Associates, LLC, New York, NY 10118.

² The address of the Octaluna Entities is One Liberty Plaza, 35th Floor, New York, NY 10006.

Fill in this information to identify the case:

Debtor name Zohar III, Corp., et al.
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Unknown, subject to amendment.						

Fill in this information to identify the case and this filing:

Debtor Name Zohar III, Corp., et al.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

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

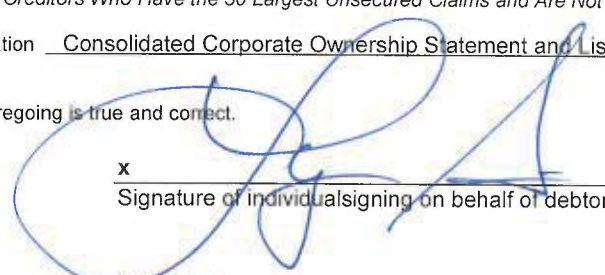
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Interest Holders

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

Executed on 03/11/2018
 MM / DD / YYYY

x


 Signature of individual signing on behalf of debtor

Lynn Tilton
 Printed name

Director
 Position or relationship to debtor