

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number *(if known)*: _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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 SC SJ HOLDINGS LLC

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) 82-3175141

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>3223 Crow Canyon Road</u> <small>Number Street</small> <u>Suite 300</u> <u>San Ramon CA 94583</u> <small>City State ZIP Code</small> <u>Contra Coasta</u> <small>County</small>	 <u>_____</u> <small>Number Street</small> <u>_____</u> <small>P.O. Box</small> <u>_____</u> <small>City State ZIP Code</small> Location of principal assets, if different from principal place of business <u>170 S Market St</u> <small>Number Street</small> <u>San Jose CA 95133</u> <small>City State ZIP Code</small>

5. Debtor's website (URL) _____

Debtor SC SJ HOLDINGS LLC
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

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>.

7211 _ _ _ _

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

Check one:

- Chapter 7
 Chapter 9
 Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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

Debtor SC SJ HOLDINGS LLC Case number (if known) _____
Name

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 FMT SJ LLC Relationship Affiliate
 District Delaware When 03/05/2021
MM / DD / YYYY
 List all cases. If more than 1, attach a separate list. Case number, if known 21-10521

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 name _____
 Phone _____

Statistical and administrative information

Debtor SC SJ HOLDINGS LLC
Name

Case number (if known) _____

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

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

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

16. Estimated liabilities

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

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/ 10/ 2021
MM / DD / YYYY

X /s/ Neil Demchick

Signature of authorized representative of debtor

Neil Demchick

Printed name

Title Chief Restructuring Officer

Debtor SC SJ HOLDINGS LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Justin R. Alberto
Signature of attorney for debtor

Date 03 /10/ 2021
MM / DD / YYYY

Justin R. Alberto
Printed name

Cole Schotz P.C.
Firm name

500 Delaware Avenue, Suite 1410
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 652-3131 jalberto@coleschotz.com
Contact phone Email address

5126 DE
Bar number State

**RESOLUTIONS OF
SC SJ HOLDINGS LLC AND FMT SJ LLC**

FMT SJ Holdings LLC, as sole member (“**Member**”), and the Managers (defined below), of SC SJ HOLDINGS LLC and FMT SJ LLC (the “**Companies**”), each Delaware limited liability companies, adopt the following resolutions (the “**Resolutions**”).

WHEREAS, C. Anthony Shippam and Candace R. Corra, with Stewart Management Company (located and headquartered at 301 N. Market Street, Wilmington, Delaware), serve as independent managers (“**Managers**”) of the Companies.

WHEREAS, the Member and Managers are familiar with the facts and information relating to, among other things: (i) the Companies’ hotel management agreement, assets, liabilities, and liquidity; (ii) the strategic alternatives available to the Companies; and (iii) the potential impacts of the foregoing on the Companies’ businesses.

WHEREAS, the Member and Managers, in consultation with the Companies’ management and their professional advisors, have, among other things, evaluated the business alternatives available to the Companies, including, but not limited to: (i) potential equity, debt and other financing, and sale; (ii) out-of-court and in-court options; and (iii) options available under chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) (collectively, the “**Options**”).

WHEREAS, the Member and Managers have the power and authority to approve any of the Options or any other strategic alternatives available to the Companies.

WHEREAS, the Member and Managers have determined, in their judgment, that the Companies’ filing voluntary chapter 11 petitions in order to avail themselves of applicable law, including the bankruptcy laws, is in the best interests of the Companies, their creditors, and other interested parties; and that the choice of venue (i.e., the District of Delaware), reflects the preferred venue choice of the Member, the Managers, and the Companies.

NOW, THEREFORE, BE IT:

RESOLVED, that the Companies shall be and hereby are authorized to file or cause to be filed, for each Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (when filed, the “**Chapter 11 Case**”); and it is

FURTHER RESOLVED that any officer (or legally authorized individual duly acting on behalf) of the Companies, including the Chief Restructuring Officer authorized hereunder (each, an “**Authorized Officer**”), acting alone or with one or more other Authorized Officers (though in consultation with the Member), is hereby authorized, empowered and directed to execute and file on behalf of the Companies all petitions, motions, pleadings, applications, exhibits, schedules, lists, and other papers, instruments, or documents, and take and perform any and all further actions and steps that they deem necessary, desirable, and proper to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain or improve the operation of

the Companies' business, and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware, at such time as the Authorized Officers shall determine; and it is

FURTHER RESOLVED that, in the interest of clarity, the Authorized Officers are authorized to reject and terminate any or all contracts with non-debtor parties to which the Companies are or would allegedly be subject to, including the Amended and Restated Hotel Management Agreement, dated December 2, 2005, as amended or otherwise modified from time to time; and it is

FURTHER RESOLVED, that the retention by the Companies of the law firm of Pillsbury Winthrop Shaw Pittman LLP ("**Pillsbury**") as bankruptcy counsel to represent and assist the Companies in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions necessary to advance the Companies' rights in connection therewith, including filing any pleadings, is approved and ratified, and each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Pillsbury; and it is

FURTHER RESOLVED, that the retention by the Companies of the law firm of Cole Schotz P.C. ("**Cole Schotz**") as local counsel to represent and assist the Companies in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions necessary to advance the Companies' rights in connection therewith, including filing any pleadings, is approved and ratified, and each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Cole Schotz; and it is

FURTHER RESOLVED, that the hiring and engagement of Neil Demchick and Verity LLC ("**Verity**"), located in Baltimore, Maryland, as Chief Restructuring Officer ("**CRO**") to provide CRO, financial advisory, and related services to the Companies is approved, and that the CRO (in consultation with the Member) is authorized to retain additional personnel to assist the CRO, in connection with the Chapter 11 Case; and it is

FURTHER RESOLVED, that in consultation with the Member, each of the Authorized Officers is authorized and empowered to employ on the Companies' behalf other professionals necessary to assist the Companies in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers is, in consultation with the Member and with power of delegation, hereby authorized and directed to execute appropriate retention agreements and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable, and proper; and it is

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) hereby is authorized and empowered (in consultation with the Member), in the name of and on behalf of the Companies, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates,

instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer or Authorized Officers' judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and it is

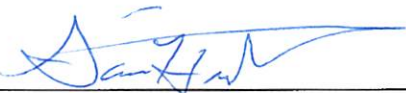
FURTHER RESOLVED, that any and all actions heretofore taken by any of the Authorized Officers or the Member and Managers in the name and on behalf of the Companies in furtherance of the purpose and intent of any or all of the foregoing Resolutions are hereby ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned, being all the Member and Managers of the Companies, hereby execute these Resolutions.

MEMBER:

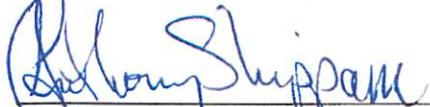
FMT SJ HOLDINGS LLC,
a Delaware limited liability company

By: Eagle Canyon Capital, LLC
a Delaware limited liability company
its sole member

By: 

Sam Hirbod
President

INDEPENDENT MANAGERS



C. Anthony Shippam



Candace R. Corra

Fill in this information to identify the case:

Debtor name SC SJ Holdings

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): 21- _____

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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Accor/Fairmont Hotel Resorts 155 Wellington Street West Suite 3300 Toronto, ON M5V 0C3 Canada	Barbara Kilner P: 416-874-2859 Barbara.Kilner@accor.com	Contract	Unliquidated, Disputed			\$1,979,070
2	Accor/Fairmont Hotel Resorts 155 Wellington Street West Suite 3300 Toronto, ON M5V 0C3 Canada	Barbara Kilner P: 416-874-2859 Barbara.Kilner@accor.com	Contract	Contingent, Unliquidated, Disputed			\$1,500,000
3	City of San Jose 200 E Santa Clara St San Jose, CA 95113	Nora Frimann, City Attorney P: 408-535-1900 cao.main@sanjoseca.gov	Government				\$1,063,305

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

In re

SC SJ Holdings LLC,

Debtor.

Chapter 11

Case No. 21-_____

**CORPORATE OWNERSHIP STATEMENT AND
LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, set forth below are the corporate entities that (i) directly or indirectly own 10% or more of any class of SC SJ Holdings LLC’s equity interests, as of March 7, 2021; and (ii) their addresses and nature of equity interests:

Shareholder	Address	Membership Interests Percentage
FMT SJ Holdings LLC	3223 Crow Canyon Road, Suite 300 Ran Ramon, CA 94583	100%

Fill in this information to identify the case:

Debtor name SJ SC Holdings LLC

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

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 Ownership Statement and List of Equity Holders

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

Executed on 3/10/2021

X /s/ Neil Demchick

Signature of individual signing on behalf of debtor

Neil Demchick

Printed name

Chief Restructuring Officer

Position or relationship to debtor