

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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

1. Debtor's name California Proton Treatment Center, 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) 27-0469073

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>9730 Summers Ridge Road</u> <u>Attn: Jette Campbell, Chief Restructuring Officer.</u> <u>San Diego, CA 92121</u> <small>Number, Street, City, State & ZIP Code</small>	_____
	<u>San Diego</u> <small>County</small>	Location of principal assets, if different from principal place of business _____ <small>Number, Street, City, State & ZIP Code</small>

5. Debtor's website (URL) _____

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor **California Proton Treatment Center, LLC**
 Name _____

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>.

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 4/01/19 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.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

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

- No
- Yes.

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

Debtor _____ Relationship _____
 District _____ When _____ Case number, if known _____

Debtor **California Proton Treatment Center, LLC**
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 name _____
 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 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"/> 5001-10,000	<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

Debtor California Proton Treatment Center, LLC
Name

Case number (if known) _____

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 March 1, 2017
MM / DD / YYYY

X /s/ Jette Campbell
Signature of authorized representative of debtor

Title Chief Restructuring Officer

Jette Campbell
Printed name

18. Signature of attorney

X /s/ Christopher A. Ward
Signature of attorney for debtor

Date March 1, 2017
MM / DD / YYYY

Christopher A. Ward
Printed name

POLSINELLI PC
Firm name

222 Delaware Avenue, Suite 110
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone (302) 252-0920 Email address cward@polsinelli.com

3877
Bar number and State

CALIFORNIA PROTON TREATMENT CENTER, LLC

---oOo---

**WRITTEN CONSENT OF
SOLE MANAGER IN LIEU OF SPECIAL MEETING**

As of February 28, 2017

---oOo---

Pursuant to the applicable provisions of the Delaware Limited Liability Company Act, as amended, and the Amended and Restated Limited Liability Company Agreement, as amended (the "LLC Agreement") of California Proton Treatment Center, LLC, a Delaware limited liability company (the "Company"), the undersigned, constituting the Company's sole Manager (individually, the "Manager," and acting in such capacity, the "Board"), hereby waives notice of meeting and consents to the taking of each action set forth below as if an actual special meeting of the Board had been held on the date hereof. The following actions, including without limitation the following resolutions (the "Resolutions"), shall constitute the valid action of the Board, and shall have the same force and effect as if such actions had been authorized and taken at a formal special meeting of the Board duly convened and held on the above date.

Restructuring

A. The Board reviewed the materials presented by the representatives and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's business;

B. The Company is unable to obtain adequate secured or unsecured credit from sources other than the DIP Lenders (as defined below) or on terms more favorable than the terms of the DIP Loan Documents (as defined below). The only available source of credit available to the Company is the facility provided by the DIP Lenders under the DIP Loan Documents (as defined below); and

C. The Board has had the opportunity to consult with representatives and advisors of the Company and fully consider each of the strategic alternatives available to the Company.

Appointment of Chief Restructuring Officer

RESOLVED, that Jette Campbell of Carl Marks Advisory Group LLC, who has been appointed and is currently serving as the Company's Chief Restructuring Officer ("CRO"), shall be, and hereby is, empowered with all decision-making authority relating to the Company and shall be, and hereby is, authorized to take all actions necessary or appropriate to carry out the intent and to accomplish the purposes of the Resolutions set forth herein (the "Resolutions"), including, but not limited to, preparing the Company for a chapter 11 bankruptcy filing and serving as an Authorized Officer (as defined below).

Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other parties in interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code");

FURTHER RESOLVED, that in accordance with the LLC Agreement, the CRO and any other person expressly authorized by the Board from time to time (collectively, the “Authorized Officers”), acting alone or in concert with any other Authorized Officer, be, and each hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor and to obtain debtor in possession financing (as provided for below), and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to employ the law firm of Locke Lord LLP as general bankruptcy counsel 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 and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Locke Lord LLP;

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to employ the law firm of Polsinelli PC as co-counsel 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 and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of Polsinelli PC;

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to employ the firm of Cain Brothers & Company, LLC as investment banker (the “Investment Bank”) 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 and obligations; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of the Investment Bank;

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to employ the firm of Carl Marks Advisory Group LLC (the “Financial Advisor”) as financial advisor 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 and obligations; and in connection therewith the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed appropriate applications for authority to retain the services of the Financial Advisor; and

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, including, without limitation, a liquidator; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers to and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

Debtor in Possession Financing

RESOLVED, that the form, terms and provisions of the proposed first priority and priming postpetition financing in the form of a multiple-draw term loan facility (the “DIP Term Sheet,” and together with such additional documentation consistent with the terms of (or as may be required by) the DIP Term Sheet, the “DIP Loan Documents”), with the DIP Lenders (as defined in the DIP Term Sheet), in substantially the form submitted to the Board, be, and the same hereby are in all respects approved, and that any Authorized Officer or other officer of the Company is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver each of the DIP Loan Documents to which the Company is a party, each in the form or substantially in the form thereof submitted to the Board, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer’s execution and delivery thereof;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code shall be, and hereby is, authorized to incur the obligations under the DIP Loan Documents and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions”);

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Loan Documents (including, without limitation, any amendments, supplements or modifications to the DIP Loan Documents and such other documents, agreements (including, without limitation, security agreements, mortgages and guarantees), certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the DIP Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery thereof to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and his or her approval thereof;

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized, and each of them hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver (i) the DIP Loan Documents and such agreements (including, without limitation, security agreements, mortgages and guarantees), certificates, instruments, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the “Financing Documents”); (ii) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by DIP Lender; and (iii) such forms of deposit and securities account control agreements, officer’s certificates and compliance certificates as may be required by the DIP Loan Documents or any other Financing Document;

FURTHER RESOLVED, that the Authorized Officers and each other officer of the Company be, and each hereby is, authorized and empowered to authorize the DIP Lenders to file any Uniform Commercial Code (“UCC”) financing statements and any necessary assignments for security or other documents in the name of the Company that the DIP Lenders deems necessary or convenient to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a super-generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record

or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Lenders may reasonably request to perfect the security interests of the DIP Lenders under the DIP Loan Documents;

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Loan Documents or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing Resolutions; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Loan Documents or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable.

Bank Accounts

RESOLVED, that any Authorized Officer be, and each hereby is, authorized to designate as depositories for the funds of the Company such banks or other financial institutions as he or she, in his or her discretion, may from time to time deem advisable;

FURTHER RESOLVED, that any Authorized Officer be, and each hereby is, authorized to designate or appoint signatories for any such accounts and authorize withdrawals by any one or more persons as he or she, in his or her discretion, may deem advisable;

FURTHER RESOLVED, that any bank, banking association or other financial institution, when designated as a depository by any Authorized Officer of the Company, is hereby authorized and directed to pay checks and other orders for the payment of money, including those drawn to the individual order of a signer, when signed by any person authorized, appointed or designated as a signatory of such account by such Authorized Officer; and

FURTHER RESOLVED, that any Authorized Officer be, and each hereby is, authorized and directed to certify to appropriate resolutions as required by any such depositories to designate such bank or other financial institution as a depository of the Company and the persons who are authorized signatories on the accounts at such bank, such certification by any Authorized Officer be, and each hereby is, to be conclusive against the Company that an Authorized Officer of the Company designated such bank or other financial institution as a depository of funds of the Company and the signatories named in such certificate have been designated by an Authorized Officer of the Company as persons authorized to sign checks and withdraw funds of the Company on the accounts at such bank or other financial institution.

Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, the Authorized Officers and their designees shall be, and each hereby is, authorized, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Authorized Officer or Authorized Officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned Manager has subscribed his name as of the date first written above in attestation to the accuracy of the foregoing written consent and of his approval of all actions taken as recited therein.



Wilson Williams, Manager

Fill in this information to identify the case:

Debtor name **California Proton Treatment Center, LLC**
 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
MMBC Proton, Inc. 2509 Pascoli Place Lexington, KY 40509	Greg Pope gpope@mmbcradiation.com 859-351-1615	Billing Services				\$275,000.00
San Diego Gas & Electric P.O. Box 25111 Santa Ana, CA 92799	Jennifer Yates jyates@semprautilities.com 858-650-4173	Utilities				\$194,960.00
SCG Capital Corporation 74 West Park Place Stamford, CT 06901	Latsany Kongsynonh lkongsynonh@scglease.com 203-324-9495	Equipment Lease				\$95,000.00
GE Healthcare P.O. Box 96483 Chicago, IL 60693	Scott Golay scott.golay@ge.com 949-407-8501	Service Contract on Equipment				\$48,125.00
Varian Medical Systems, Inc. 3103 Hansen Way Palo Alto, CA 94304	Magnus Momsen magnus.momsen@varian.com 650-424-6164	Secondment Agreement				\$33,153.00
CompuOne Corporation 9888 Carroll Centre Road Suite 201 San Diego, CA 92126	Tera Eftekhari tera@compuone.com 858-404-7000	Service Agreements				\$26,611.00
Cardon Capital Partners P.O. Box 824 Rancho Santa Fe, CA 92067	Ross Cardon wcardon@cardoncapitalpartners.com 646-460-9708	Service Agreements				\$18,055.00

Debtor **California Proton Treatment Center, LLC**
Name _____

Case number (if known) _____

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,	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
San Diego Water & Wastewater Services 1200 Third Avenue Suite 100 San Diego, CA 92101	Customer Service Representative customer@san diego.gov 619-515-3500	Utilities				\$4,189.00
ACC Business P.O. Box 105306 Atlanta, GA 30348	RM-accfinance@ac cbusiness.com 888-286-2686	Utilities (Data/Internet)				\$3,595.00
DownStream Services Inc. 2855 Progress Place, Escondido, CA 92029 Escondido, CA 92029	Roxann Iglesias roxyi@downstream services.com 760-746-2544	Utilities (Storm Drain Services)				\$1,200.00

Fill in this information to identify the case:

Debtor name California Proton Treatment Center, 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 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 March 1, 2017

X /s/ Jette Campbell
Signature of individual signing on behalf of debtor

Jette Campbell
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re: CALIFORNIA PROTON TREATMENT CENTER, LLC, ¹ <div style="text-align: right;">Debtor.</div>	Chapter 11 Reorganization Case No. 17-_____ Hon. _____
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LIST OF EQUITY SECURITY HOLDERS

California Proton Treatment Center, LLC (the “*Debtor*”), as debtor and debtor in possession in the above-captioned case, has filed a motion (the “*Motion*”) requesting the entry of an order extending the deadline to file the list of its equity security holders (the “*Equity Holder List*”), among other requests for relief. Accordingly, the Debtor plans to supplement this Petition once the Equity Holder List becomes available.

¹ Pursuant to 11 U.S.C. § 342(c)(1), the last four digits of the Debtor’s federal tax identification number are: 9073. The location of the Debtor’s place of business is 9730 Summers Ridge Rd. San Diego, CA 92121.

**United States Bankruptcy Court
District of Delaware**

In re California Proton Treatment Center, LLC
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for California Proton Treatment Center, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Advanced Particle Therapy, LLC

California Proton Equity, LLC

CPTC Institutional Investments, LP

Oncology Partners, LLC

Williams Financial Group, Inc.

None [*Check if applicable*]

March 1, 2017

Date

/s/ Christopher A. Ward

Christopher A. Ward
Signature of Attorney or Litigant
Counsel for California Proton Treatment Center, LLC
POLSINELLI PC
222 Delaware Avenue, Suite 110
Wilmington, DE 19801
(302) 252-0920 Fax:(302) 252-0921
cward@polsinelli.com

Fill in this information to identify the case:

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United States Bankruptcy Court for the: DISTRICT OF DELAWARE
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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 **Corporate Ownership Statement**

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

Executed on March 1, 2017

X /s/ Jette Cambell
Signature of individual signing on behalf of debtor

Jette Campbell
Printed name

Chief Restructuring Officer
Position or relationship to debtor