

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 interTouch Topco 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) 47-5146381

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>480 Olde Worthington Road Ste 350</u> <u>Westerville, OH 43082</u> Number, Street, City, State & ZIP Code <u>Delaware</u> County	_____ P.O. Box, Number, Street, City, State & ZIP Code _____ Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code

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 interTouch Topco 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 <u>interTouch Holdings LLC</u> | Relationship _____ |
| District <u>Delaware</u> | When _____ Case number, if known _____ |

Debtor **interTouch Topco 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 checked="" 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 type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

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

Debtor **interTouch Topco 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 December 10, 2018
MM/DD/YYYY

X /s/ Seale A. Moorer, Jr.
Signature of authorized representative of debtor

Title Sole Member

Seale A. Moorer, Jr.
Printed name

18. Signature of attorney

X /s/ Julia Bettina Klein
Signature of attorney for debtor

Date **December 10, 2018**
MM/DD/YYYY

Julia Bettina Klein
Printed name

Klein LLC
Firm name

**919 N. Market Street
Suite 600
Wilmington, DE 19801**
Number, Street, City, State & ZIP Code

Contact phone **(302) 438-0456** Email address **klein@kleinllc.com**

5198 (DE)
Bar number and State

**UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER
OF interTOUCH TOPCO LLC**

December 10, 2018

The undersigned sole member ("Member") of interTouch Topco LLC, a Delaware limited liability company (the "Company"), does hereby consent to the taking of the following actions and does hereby adopt the following resolutions (collectively, this "Consent"), pursuant to the Limited Liability Company Agreement of interTouch Topco LLC (the "LLC Agreement") and the Limited Liability Company Act of the State of Delaware:

WHEREAS, the Member has reviewed and considered the materials presented by the management and legal advisors of the Company regarding the Company's liabilities and liquidity situation;

WHEREAS, the Member has consulted with the Company's management and legal advisors and has considered fully each of the strategic alternatives available to the Company;

WHEREAS, the Member has been briefed on the proposed voluntary petition to be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED, that the Company file a petition in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code, and the filing of such petition is authorized hereby;

RESOLVED, FURTHER, that Seale A. Moorer, Jr. (the "Authorized Officer") be, and hereby is, authorized, empowered and directed in the name and on behalf of the Company to execute and verify a voluntary petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer shall determine it to be in the best interest of the Company;

RESOLVED, FURTHER, that the Authorized Officer hereby is, authorized and directed to employ the law firm of Klein LLC as general bankruptcy counsel to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code and related matters, 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 Officer hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of Klein LLC;

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and related matters; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under

chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

RESOLVED FURTHER, that the Authorized Officer hereby is, authorized and directed, in the name and on behalf of the Company, to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which such Authorized Officer or the Company's legal counsel may deem necessary, proper, or desirable in connection with the case under chapter 11 of the Bankruptcy Code, with a view to the successful prosecution of such case;

RESOLVED FURTHER, that the Authorized Officer hereby is, authorized and directed, in the name and on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

RESOLVED FURTHER, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by the Authorized Officer on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

This Consent may be executed either by manual or electronic signature or a facsimile version of a manual or electronic signature

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the day and year first written above.

SOLE MEMBER OF interTOUCH TOPCO LLC

By:


Name: Seale A. Moorer, Jr.

Fill in this information to identify the case:

Debtor name interTouch Topco 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 December 10, 2018

X /s/ Seale A. Moorer, Jr.
Signature of individual signing on behalf of debtor

Seale A. Moorer, Jr.
Printed name

Sole Member
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name InterTouch Topco LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 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 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	CMS Cameron McKenna Nabarro Olswang LLP Attn: Helen Johnson Cannon Place 78 Cannon Street London EC4N 6AF United Kingdom	Helen Johnson Helen.Johnson@cms-cmno.com +44 20 7367 3339	Professional services				\$152,576.58
2	Buchalter, A Professional Corporation Attn: Jeffery Ekbohm 16435 North Scottsdale Road Suite 440 Scottsdale, AZ 85254-1754	Jeffery Ekbohm jekbohm@buchalter.com (480) 383-1821	Professional services				\$33,646.00
3	Morris, Nichols, Arsht & Tunnell LLP Attn: Patricia Vella, Esq. 1201 North Market Street P.O. Box 1347 Wilmington, DE 19899-1347	Patricia Vella, Esq. pvella@mna1.com (302) 351-9303	Professional services				\$69,356.90
4	Tonkon Torp LLP Attn: Mark LeRoux 888 SW Fifth Ave., Suite 1600 Portland, OR 97204	Mark LeRoux mark.leroux@tonkon.com (503) 802-2022	Professional services				\$336,097.34
5	RAJAH & TANN SINGAPORE LLP Attn: Nigel Pereira, Esq. 9 Battery Road #25-01 Singapore 049910	Nigel Pereira, Esq. nigel.pereira@rajahtann.com +65 62320629	Professional services				\$67,027.85
6	SKLAR WILLIAMS PLLC LAW OFFICES Attn: Bryan M. Williams, Esq. 410 South Rampart Boulevard Suite 350 Las Vegas, Nevada 89145	Bryan M. Williams, Esq. bwilliams@sklar-law.com (702) 360-6000	Professional services				\$9,952.75
7	Fenwick & West LLP Attn: David Forst 801 California St. Mountain View, CA 94041	David Forst dfrost@fenwick.com (650) 335-7254	Professional services				\$112,035.70
8	Landis Rath & Cobb LLP Attn: Richard Cobb, Esq. 919 Market Street, Suite 1800 PO Box 2087 Wilmington, DE 19899	Richard Cobb, Esq. Cobb@lrclaw.com (302) 467-4400	Professional services				\$3,295.35

Debtor interTouch Holdings 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 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
9	Corporation Service Company Attn: Morgan Dailey 251 Little Falls Drive Wilmington, DE 19808	Morgan Dailey Morgan.Dailey@cscglobal.com (800) 927-9801 Ext. 62808	Professional services				\$912.00
10	CMS Derks Star Busmann N.V. Attn: Eduard Sxheenstra Atrium-Parnassusweg 737 1077 DG Amsterdam PO Box 94700 1090 GS Amsterdam Netherlands	Eduard Scheenstra eduard.scheenstra@cms-dsb.com +31 20 3016 447	Professional services				\$4,513.53
11	Ganfer Shore, Leeds & Zauderer LLP 360 Lexington Avenue New York, New York 10017	Craig S. Kesch ckesch@ganfershore.com (212) 922-9250	Professional services				\$32,735.40
12	Weil, Gotshal & Manges LLP Attn: Gary Holtzer 767 Fifth Avenue New York, NY 10153-0119	Gary Holtzer gary.holtzer@weil.com (212) 310-8463	Professional services				\$542,395.66
13	interTouch Pte. Ltd Attn: Toni Weber 30A Kallang Place #12-06 Singapore 339203	Toni Webber T +65-6221-2012 Ext 2017	Intercompany loans				\$22,881,194.36
14	Nomadix, Inc. 30851 Agoura Hills Road, Suite 102 Agoura Hills, CA 91301	Kelly Hughes Kelly.hughes@nomadix.com (503) 804-8575	Intercompany loans				\$14,901,200.48
15	interTouch (USA) Inc. 30851 Agoura Hills Road, Suite 102 Agoura Hills, CA 91301	Kelly Hughes Kelly.hughes@intertouch.com (503) 804-8575	Intercompany loans				\$2,277,433.80
16	ST Holdings LLC 450 Olde Worthington Road, Suite 350 Westerville, OH 43082	Seale A. Moorer smoorer@exceptionalinnovation.com (614) 806-4919	Intercompany loans				\$500,000.00

**United States Bankruptcy Court
District of Delaware**

In re interTouch Topco LLC

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Sole Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: December 10, 2018

/s/ Seale A. Moorer, Jr.

Seale A. Moorer, Jr./Sole Member
Signer/Title