

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

4/19

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 **SpineGuard, Inc.**

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) **26-4333465**

4. Debtor's address

<p>Principal place of business</p> <p>1434 Spruce Street, Suite 100 Boulder, CO 80302 Number, Street, City, State & ZIP Code</p> <p>Boulder County</p>	<p>Mailing address, if different from principal place of business</p> <p>P.O. Box, Number, Street, City, State & ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>HealthLink International 4049 Willow Lake Blvd., Suite 100 Memphis, TN 38118 Number, Street, City, State & ZIP Code</p>
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5. Debtor's website (URL) **www.spineguard.com**

6. Type of debtor

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

Debtor SpineGuard, Inc.
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>.

4461

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 \$2,725,625 (amount subject to adjustment on 4/01/22 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 SpineGuard, Inc.
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 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 checked="" 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 checked="" 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 type="checkbox"/> \$0 - \$50,000 | <input checked="" 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 SpineGuard, Inc.
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.

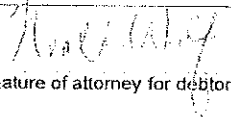
Executed on 02 / 13 / 2020
MM / DD / YYYY

X 
Signature of authorized representative of debtor

Steve McAdoo
Printed name

Title General Manager USA

18. Signature of attorney

X 
Signature of attorney for debtor

Date 02 / 13 / 2020
MM / DD / YYYY

Neal L. Wolf
Printed name

Hanson Bridgett LLP
Firm name

1676 No. California Blvd.
Suite 620
Walnut Creek, CA 94596
Number, Street, City, State & ZIP Code

Contact phone (415) 995-5015 Email address nwolf@hansonbridgett.com

202129 CA
Bar number and State

SPINEGUARD, INC.

**Action by Written Consent
In Lieu of a Meeting of the Board of Directors**

February 11, 2020

The undersigned, being all of the members of the Board of Directors (the "Board") of SpineGuard, Inc., a Delaware corporation (the "Company"), and acting by written consent in lieu of a meeting in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to the adoption of the following resolutions as of the date hereof as though adopted at a meeting of the Board duly called and held with a quorum being present and acting throughout:

WHEREAS, the Board has reviewed and analyzed information and advice presented by the management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, short term and long term prospects of the Company and the restructuring and other strategic alternatives available to it, and the impact of the foregoing on the business of the Company; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company and its creditors, employees and other parties in interest, that the Company file or cause to be filed a voluntary petition (collectively, the "Chapter 11 Case") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

NOW THEREFORE BE IT RESOLVED, that filing of the Chapter 11 Case by the Company, and the seeking of relief by the Company under chapter 11 of the Bankruptcy Code in the Bankruptcy Court be, and each hereby is, authorized and approved for all purposes and in all respects; and it is further

RESOLVED, that Steve McAdoo, Secretary of the Company, and any other person designated and so authorized to act by the aforementioned officer (each such officer or designee being an "Authorized Person"), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Board, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the

Board, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain (i) Hanson Bridgett LLP as co-general bankruptcy counsel; (ii) Buchanan Ingersoll & Rooney PC as co-general bankruptcy counsel; and (iii) such other professionals as the Authorized Persons deem necessary, appropriate or desirable in connection with the Chapter 11 Case, in each case on such terms as the Authorized Persons shall deem necessary, appropriate or desirable and subject to any required approvals of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company, including under one or more plans of reorganization, and, subject to further approval of the Board, to enter into such plan of reorganization and all other documents, agreements or instruments to effectuate the foregoing; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate, execute, deliver and/or file or cause to be filed any and all agreements, amendments, instruments, consents, certificates, letters, documents or other writings, and to take all such other actions (including the payment of expense) deemed by such Authorized Person to be necessary, appropriate or desirable to carry out the purposes and intents of each and all of the foregoing resolutions; and it is further

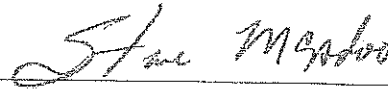
RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation to the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

This document may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. This document shall be filed with the minutes of the proceedings of the Board.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have signed these resolutions as of the date first written above.

DIRECTORS

A handwritten signature in cursive script, appearing to read "Steve McAdoo", written over a horizontal line.

Steve McAdoo

Stéphane Bette

IN WITNESS WHEREOF, the undersigned have signed these resolutions as of the date first written above.

DIRECTORS

Steve McAdoo

Handwritten signature of Steve McAdoo, consisting of the letters 'SB' followed by a stylized 'McAdoo'.

Stéphane Bette

Fill in this information to identify the case:

Debtor name **SpineGuard, Inc.**
 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
4Spine 1328 DeKalb Ave NE Atlanta, GA 30307	David DeFrancis ddefrancis@4spine.com (404) 606-0902	Sales Commission				\$5,685.00
Bank of America Corp Card PO Box 15796 Wilmington, DE 19886		Revolving Credit				\$2,384.24
Black Diamond Medical Inc. 801 Rivers Court Orlando, FL 32828	Ellen Adamowicz Eadamowicz@blackdiamondmed.com (407) 960-1885	Sales Commission				\$7,995.90
California State Board of Equalization 455 Golden Gate Ave Suite 10500 San Francisco, CA 94102		Sales Tax				\$1,355.00
Eastern Spine 20 Mountain View Ave Suffern, NY 10901	easternspine@aol.com (914) 672-3529	Sales Commission				\$2,308.50
Harbert Europ. Specialty Lending Co. II 5 rue Guillaume Kroll L-1882 Luxembourg BP 2501, L-1025 Luxembourg GRAND-DUCHY OF LUXEMBOURG	Attn: The Directors 5, rue Guillaume Kroll L-1882 Luxembourg BP 2501 L-1025 Luxembourg Grandy Duchy of Luxembourg	Guarantee	Disputed	\$2,272,000.00	Unknown	Unknown

Debtor **SpineGuard, Inc.**
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
HealthLink International, Inc. 211 E. Six Forks Road Suite 209 A Raleigh, NC 27609	Terika Foster (800) 781-8926 Terika.foster@healthli	Professional Services				\$8,000.00
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346		Taxes				\$1,640.00
Intuitive Medical 9007 Hollybrook Ln North Germantown, TN 38138	Cary Fenton cary_fenton@yahoo.com (901) 218-3171	Sales Commission				\$1,767.48
James Palmer 5896 Fairview Drive Park City, UT 84098	James Palmer jamespalmer1@me.com (435) 901-4646	Sales Commission				\$2,511.25
John Locker 570 Aspen Rd Birmingham, MI 48009	John Locker John@jlmedicalsolutions.com	Sales Commission				\$6,236.10
Keri George 1434 Spruce Street, Suite 100 Boulder, CO 80302	Keri George k.george@spineguard.com	Professional Services				\$6,987.00
Logical Therapies 309 Tasvo Trl Lafayette, LA 70508	scottyka70601@yahoo.com (318) 834-3450	Sales Commission				\$3,580.50
Louisiana Department of Revenue P.O. Box 3138 Baton Rouge, LA 70821-3138		Sales Tax				\$11,051.63
New Jersey Division of Taxation PO Box 245 Trenton, NJ 08695-0245	(888) 459-9544 ex 20757	Sales Tax				\$2,328.69
Norgine Ventures Fund I S.C.A., SICAR 5 rue Guillaume Kroll L-1882 Luxembourg BP 2501, L-1025 Luxembourg GRAND-DUCHY OF LUXEMBOURG	Shiela Hopkins shopkins@norgine.com +441895826639	Guarantee	Disputed	\$2,272,000.00	Unknown	Unknown

Debtor **SpineGuard, Inc.**
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
RMA & Associates 9539 Mazant Lane Shreveport, LA 71115	Ronald Ainsworth ronald_m_ainsworth@yahoo.com (318) 773-3764	Sales Commission				\$5,445.00
Tennessee Department of Revenue 7175 Strawberry Plains Pike #300 Knoxville, TN 37914		Sales Tax				\$1,748.86
Tony Nichols 1434 Spruce Street, Suite 100 Boulder, CO 80302	Tony Nichols t.nichols@spineguard.com	Professional Services				\$5,431.00
Utah State Tax Commission 210 N 1950 W Salt Lake City, UT 84134		Sales Tax				\$2,309.14

Fill in this information to identify the case:

Debtor name SpineGuard, Inc.

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

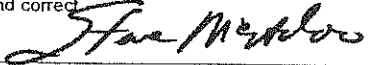
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

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 List of creditors.

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

Executed on 02/13/2020

x 

Signature of individual signing on behalf of debtor

Steve McAdoo

Printed name

General Manager USA

Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re SpineGuard, Inc. Debtor(s) Case No. _____ Chapter 11

LIST OF EQUITY SECURITY HOLDERS


Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
SpineGuard, S.A. 10 Cours Louis Lumiere 94300 Vincennes FRANCE	Common	1000	Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the General Manager USA of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 02 / 13 / 2020

Signature 
Steve McAdoo

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Delaware

In re SpineGuard, Inc.

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

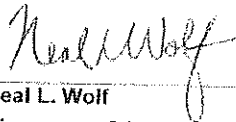
Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for SpineGuard, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental 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:

SpineGuard, S.A.
10 Cours Louis Lumiere
94300 Vincennes
FRANCE

None [Check if applicable]

02 / 13 / 2020

Date



Neal L. Wolf

Signature of Attorney or Litigant

Counsel for SpineGuard, Inc.

Hanson Bridgett LLP

1676 No. California Blvd.

Suite 620

Walnut Creek, CA 94596

(415) 995-5015 Fax:(415) 995-3411

nwolf@hansonbridgett.com