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10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
SAN FERNANDO VALLEY DIVISION

12 In re

13 SYNAPSE FINANCIAL TECHNOLOGIES,
14 INC.,

15 Debtor.
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19

Case No. 1:24-bk-10646-MB

Chapter 11

**CHAPTER 11 TRUSTEE'S TENTH
STATUS REPORT**

DATE: September 27, 2024

TIME: 10:00 a.m. PT

PLACE: 303

21041 Burbank Boulevard

Woodland Hills, CA 91367 and

Via ZoomGov
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1 TO THE HONORABLE MARTIN BARASH, UNITED STATES BANKRUPTCY JUDGE,
2 THE OFFICE OF THE UNITED STATES TRUSTEE AND INTERESTED PARTIES:

3 I, Jelena McWilliams (the “Trustee”), the duly appointed, qualified and acting chapter 11
4 trustee for the estate of Debtor Synapse Financial Technologies, Inc. (“Synapse” or the “Debtor”),
5 hereby submit my tenth “Chapter 11 Trustee’s Status Report” (the “Report”) and represent as follows:

6 **I.**

7 **TIMELINE OF EVENTS**

8 **A. Filing of the Chapter 11 Case and Appointment of Chapter 11 Trustee**

9 On April 22, 2024, the Debtor filed a voluntary chapter 11 petition, schedules and statement
10 of financial affairs.

11 On May 24, 2024, following a hearing, the Court entered an order appointing a chapter 11
12 trustee (the “Appointment Order”), and Jelena McWilliams was appointed by the U.S. Trustee as the
13 Chapter 11 Trustee in this Chapter 11 Case (the “Case”). [Dkt. No. 196].

14 On June 6, 2024, the Trustee filed the “Chapter 11 Trustee’s Initial Status Report” (the “Initial
15 Report”), and, on June 7, 2024, the Trustee presented the Initial Report at a Status Conference before
16 the Court. On June 13, 2024, the Trustee filed the “Chapter 11 Trustee’s Second Status Report” (the
17 “Second Report”), and, on June 14, 2024, the Trustee presented the Second Report at a Status
18 Conference before the Court. On June 20, 2024, the Trustee filed the “Chapter 11 Trustee’s Third
19 Status Report” (the “Third Report”), and, on June 21, 2024, the Trustee presented the Third Report at
20 a Status Conference before the Court. On July 2, 2024, the Trustee filed the “Chapter 11 Trustee’s
21 Fourth Status Report” (the “Fourth Report”), and, on July 3, 2024, the Trustee presented the Fourth
22 Report at a Status Conference before the Court. On July 16, 2024, the Trustee filed the “Chapter 11
23 Trustee’s Fifth Status Report” (the “Fifth Report”), and, on July 17, 2024, the Trustee presented the
24 Fifth Report at a Status Conference before the Court. On July 31, 2024, the Trustee filed the “Chapter
25 11 Trustee’s Sixth Status Report” (the “Sixth Report”), and, on August 1, 2024, the Trustee presented
26 the Sixth Report at a Status Conference before the Court. On August 13, 2024, the Trustee filed the
27 “Chapter 11 Trustee’s Seventh Status Report” (the “Seventh Report”), and, on August 14, 2024, the
28 Trustee presented the Seventh Report at a Status Conference before the Court. On August 29, 2024,

1 the Trustee filed the “Chapter 11 Trustee’s Eighth Status Report” (the “Eighth Report”), and, on
2 August 30, 2024, the Trustee presented the Eighth Report at a Status Conference before the Court. On
3 September 12, 2024, the Trustee filed the “Chapter 11 Trustee’s Ninth Status Report” (the “Ninth
4 Report”), and, on September 13, 2024, the Trustee presented the Ninth Report at a Status Conference
5 before the Court. Additional information about the timeline of events in this Case and the Debtor’s
6 historical business operations can be found in these previous reports.

7 **B. Update on Ledger Reconciliation and Release of End User Funds**

8 The schedules below summarize the partial distributions made by Partner Banks to Synapse-
9 related end users since May 24, 2024. Since the Ninth Report, dated September 12, 2024:

- 10 • AMG and Lineage have made new distributions and have distributed the great majority
11 of the funds they hold for end users. In addition,
- 12 • Evolve reports that it is progressing its reconciliation efforts and continues to expect to
13 make distributions based on such reconciliation within 8 weeks from August 23rd, i.e.,
14 approximately October 18th.

15 At the time of this Report, Partner Banks are continuing reconciliation efforts and information
16 outreach with the objective of making additional distributions of reconciled funds to end users as soon
17 as possible. Experience to date suggests that a relatively small percentage of end user funds at Partner
18 Bank may be subject to additional delays in distribution due to matters unrelated to reconciliation
19 efforts, such as delays in obtaining current payment instructions for end users and returned payments.

20 Additionally, Evolve and Lineage have voluntarily provided their own reports with additional
21 details of their reconciliation efforts and distributions to date, which are attached to this Report as
22 **Exhibit A** and **Exhibit B**, respectively. The inclusion of these reports as appendices is not an
23 endorsement by the Trustee of positions taken by any particular Partner Bank and is solely for
24 informational purposes.

25 ***1. DDA Reconciliation and Distributions***

26 Since the Ninth Report, no additional DDA funds have been distributed, as detailed below.
27 Lineage has reported the total amount of DDA funds held and distributed since May 24, 2024 based
28 on additional reconciliation efforts. As reported previously, of the \$6,401,769 aggregate DDA Funds

held by Evolve and Lineage on the date of the Trustee’s appointment, \$5,714,613, or approximately 91%, have been distributed to date, with \$575,235, or approximately 9%, remaining to be distributed.

<u>DDA Funds Summary</u>¹					
	American Bank	AMG National Trust	Evolve Bank and Trust	Lineage Bank	Total Funds
Funds Held on May 24, 2024	N/A	N/A	\$6,013,000	\$276,849	\$6,289,849
Funds Distributed as of June 21, 2024	N/A	N/A	\$5,369,000	\$198,601	\$5,567,601
Funds Distributed as of September 26, 2024	N/A	N/A	\$5,492,857	\$221,756	\$5,714,613
Remaining Funds on September 26, 2024	N/A	N/A	\$520,143	\$55,092	\$575,235

Partner Banks have reported that the status and issues related to distributions of DDA funds remains the same from the Ninth Report, as detailed below.

<u>DDA Funds Distributions Progress</u>			
	Funds Held on May 24, 2024	Total Funds Distributed as of September 26, 2024	Percentage of Funds Distributed
American Bank	N/A	N/A	N/A
AMG National Trust	N/A	N/A	N/A
Evolve Bank and Trust	\$6,013,000	\$5,492,857	91%
Lineage Bank	\$276,849	\$221,756	80%
Total DDA Funds	\$6,289,849	\$5,714,613	91%

- Evolve reports that it continues to work to distribute additional DDA funds, but progress continues to be slow because 4 Fintech Partners have not responded to outreach for balance verification and payment instructions: Namebase, Trim, Unest and SeedFi. Evolve reports that it is in communication with Fintech Partners Donut, Grabr and Homebase to investigate if any DDA funds associated with these platforms are held

¹ Partner Banks have reported to the Trustee certain numbers in approximations.

1 at Evolve. Evolve is also awaiting payment instructions to reprocess approximately
 2 \$900 in returned payments.

3 • Lineage has DDA distributions to date of \$221,277 to end users, representing 80% of
 4 the DDA funds held at Lineage as of May 24, 2024. The remaining 20%
 5 (approximately \$55,000) are not end user funds but rather funds held for the platforms
 6 themselves.

7 • Neither American Bank nor AMG holds any DDA funds for Synapse end users.

8 The Trustee is not aware of any reported shortfall between cash held in DDAs at the Partner
 9 Banks and the amounts owed to DDA end users as shown on the Synapse trial balances. The Trustee
 10 believes that Partner Banks should be able to successfully repay the remaining DDA funds in the near
 11 future.

12 **2. FBO Account Reconciliation and Distributions**

13 Since the Ninth Report, an additional \$97,810 in FBO funds has been distributed by AMG and
 14 an additional \$9,825 in FBO funds has been distributed by Lineage. Lineage has also reported updated
 15 total FBO funds held and distributed since May 24, 2024 as a result of additional reconciliation efforts.
 16 No other FBO funds have been distributed by other Partner Banks, as detailed below. Overall, of the
 17 \$219,077,467 aggregate FBO Funds held by AMG, American Bank, Evolve and Lineage on the date
 18 of the Trustee’s appointment, \$165,343,349, or approximately 75%, have been distributed to date,
 19 with \$53,734,118, or approximately 25%, remaining to be distributed.

20 **FBO Funds Summary²**

	American Bank	AMG National Trust	Evolve Bank and Trust	Lineage Bank	Total Funds
Funds Held on May 24, 2024	\$43,339	\$110,290,040	\$46,926,558	\$61,817,530	\$219,077,467
Funds Distributed as of May 24, 2024	\$0	\$55,000,000	\$0	\$0	\$55,000,000

28 ² Partner Banks have reported to the Trustee certain numbers in approximations.

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Funds Distributed as of July 2, 2024	\$0	\$100,769,819	\$0	\$0	\$100,769,819
Funds Distributed as of July 16, 2024	\$0	\$104,025,366	\$0	\$0	\$104,025,366
Funds Distributed as of July 31, 2024	\$0	\$105,026,528	\$0	\$0	\$105,026,528
Funds Distributed as of August 14, 2024	\$0	\$106,070,956	\$0	\$0	\$106,070,956
Funds Distributed as of August 29, 2024	\$0	\$109,270,681	\$0	\$49,200,617	\$158,471,298
Funds Distributed as of September 12, 2024	\$0	\$109,448,277	\$0	\$55,787,437	\$55,787,437
Funds Distributed as of September 26, 2024	\$0	\$109,546,087	\$0	\$55,797,262	\$165,343,349
Remaining Funds on September 26, 2024	\$43,339	\$743,953	\$46,926,558	\$6,020,268	\$53,734,118

Partner Banks have reported the status and issues related to distributions of FBO funds as detailed below.

FBO Funds Distributions Progress			
	Funds Held on May 24, 2024	Total Funds Distributed as of September 12, 2024	Percentage of Funds Distributed
American Bank	\$43,339	\$0	0%
AMG National Trust	\$110,290,040	\$109,546,087	99%
Evolve Bank and Trust	\$46,926,558	\$0	0%
Lineage Bank	\$61,817,530	\$55,797,262	90%
Total Funds	\$219,049,826	\$165,031,397	75%

- As of September 26, 2024, American Bank holds approximately \$42,339.67 of potential commercial end user funds. American Bank has informed the Trustee that it is investigating the status of these funds and hopes to work with Partner Banks to verify the funds in the near future.
- As of September 26, 2024, AMG has paid out \$109,546,087 (99% of total FBO funds held by AMG) for the benefit of over 90,000 end users, either paid directly to end users or to custodial banks for user check payments or operating Fintech Partners' credit to end users. Of the total payments, AMG has paid out 100% of balances (~\$89.1 million) for 12 Fintech Partners and their over 85,000 users and has made partial payments (~\$20.4 million) for an additional 10 Fintech Partners and their over 5,000 users. AMG has \$743,953 in FBO funds left to distribute on behalf of 10 Fintech Partners and their over 9,600 end users (includes Fintech Partners where only partial payments were made and where issues with distributions exist). AMG also is working on reprocessing return payments of approximately \$89,000. AMG will continue to work with fintech platforms to process distributions and is awaiting payment instructions for all remaining balances. AMG holds funds of \$1.00 or less without current payment information for approximately 5,200 (53%) remaining end users. End users are encouraged to make sure their fintech platform provider has current payment information regardless of the size of the balance. Yotta and MainVest end users who have received emails or phone calls from AMG are encouraged to contact AMG promptly. AMG also holds approximately \$72,000 for unidentified Synapse Brokerage FBO customers and \$150,845.19 in unallocated interest associated with Synapse

1 Brokerage sweep network deposits, which was transferred into AMG FBO Accounts
2 on June 7, 2024.

- 3 • As of September 26, Lineage has paid out \$55,797,262 for the benefit of 6,006 end
4 users, which represents 90% of the total FBO funds held at Lineage on May 24, 2024.
5 For the remaining funds, Lineage is working diligently to complete reconciliation and
6 obtain payment instructions to make distributions.
- 7 • Evolve reports that it is continuing its reconciliation efforts before it will be able to
8 make distributions of FBO funds. Evolve estimates they will be able to begin making
9 distributions of FBO funds 8 weeks after August 23, 2024 (the date its data collection
10 efforts were complete), i.e., approximately October 18th. Since the last report, the
11 Trustee and her Advisors are continuing to work diligently with Evolve and its
12 consultants, including Ankura, to provide data and other support in order to accelerate
13 Evolve's data collection and reconciliation.
- 14 • There is no update to the aggregate \$65 million to \$95 million estimated shortfall since
15 the Ninth Status Report.

16 **C. Further Reconciliation Efforts**

17 **1. *Analysis of Synapse Data Provided to Partner Banks***

18 The Trustee and her advisors have collected and made available to the Partner Banks all
19 Synapse's ledger records, data and systems on a confidential and read-only basis to facilitate
20 reconciliation to the Partner Banks. The Trustee and her advisors are working continuously and closely
21 with the Partner Banks to facilitate additional data sharing and navigating Synapse systems.

22 Since the Ninth Report, the Trustee and her advisors have extensively investigated and
23 evaluated the Synapse data and services on the Amazon Web Service (AWS) platform and are working
24 with parties in interest to preserve the level of services required to complete the reconciliation process
25 while concurrently eliminating unnecessary AWS services to reduce the accumulation of
26 administrative expense.

27 **2. *Communications among Partner Banks and with End Users and Fintech***
28 ***Platforms***

1 The Trustee is continuing to facilitate communication among the Partner Banks and Fintech
2 Partners and other parties in interest to reconcile individual end user accounts, obtain payment
3 instructions, establish workarounds and resolve other reconciliation and distribution questions.

4 **D. Estate Expenses**

5 The Trustee and her advisors are continuing to identify and implement administrative operating
6 cost reductions while preserving data key to reconciliation efforts and value for the estate in light of a
7 potential asset sale. The Trustee and her advisors continue to dedicate substantial efforts towards
8 developing a plan to descale and either have obligations to such service providers assumed in
9 connection with a sale of Debtor assets or terminate the systems, in either case seeking to minimize
10 disruption to the reconciliation and distributions process.

11 **E. Meetings with Parties in Interest**

12 Since September 13, 2024, the Trustee and her advisors have had follow-up meetings and
13 communications with known parties in interest as well as initial meetings and communications with
14 additional constituents.

15 **1. *Bank Partners***

16 The Trustee and her advisors continue to have open lines of communication with the Partner
17 Banks and their respective counsel, individually and collectively. The purpose of these
18 communications has been to discuss progress and issues that have arisen in the reconciliation process
19 and to identify Synapse systems that are necessary to conclude the reconciliation process so that non-
20 essential systems can be scaled back or terminated to reduce expenses.

21 **2. *Debtor's Former Officers, Key Employees and Contractors***

22 The Trustee and her advisors have continued to have an open line of communication with
23 former Synapse officers regarding historical operations of Synapse and its relationship with Partner
24 Banks, technical matters relating to the operations of the Synapse system.

25 **3. *End Users***

26 The Trustee continues to have meetings and communications with affected end users, the
27 purpose of which has been to connect end users with Partner Banks and to respond to inquiries about
28 reconciliation progress.

1 Trustee and her advisors are working with Partner Banks and key vendors to collect and preserve
2 Synapse records across platforms used by Synapse. These efforts will facilitate further reconciliation.
3 B. Riley is preparing to execute the sale process strategy and information materials to facilitate a
4 potential asset sale.

5 The Trustee will present the foregoing at the Status Conference scheduled for September 13,
6 2024, at 10:00 a.m. Pacific Time. Taking into account the estimated reconciliation timelines and
7 subject to the preference of the Court, the Trustee respectfully proposes to hold the next Status
8 Conference shortly after Evolve’s anticipated completion of reconciliation, early in the week of
9 October 21, 2024.

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DATED: September 26, 2024

JELENA MCWILLIAMS
CHAPTER 11 TRUSTEE

By: /s/ Jelena McWilliams

Jelena McWilliams
Chapter 11 Trustee

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Exhibit A

Evolve Bank & Trust: Update on Ledger Reconciliation and Release of End User Funds

Evolve Bank & Trust (“Evolve” or “Bank”) is providing this update to the Trustee and parties in interest documenting the Bank’s progress in performing a reconciliation that, once completed, will enable Evolve to distribute end user funds in its possession in a safe and sound manner, and in compliance with applicable law.

The Bank continues to engage Ankura Consulting Group (“Ankura”) to perform a reconciliation that will inform the Bank’s distribution of approximately \$46 million in funds belonging to end users of Synapse Brokerage LLC (“Synapse Brokerage”). Synapse Brokerage is a subsidiary of the bankrupt entity Synapse Financial Technologies, Inc. (“Synapse”). As noted in prior updates, the Synapse Brokerage end user funds held by Evolve are related to the Bank’s payment processing activities for Synapse Brokerage end users following their fintech platforms’ migration from Evolve to Synapse Brokerage in Fall 2023. The Bank additionally holds approximately \$35.3 million in reserve funds that it will distribute to end users if the reconciliation determines that such distribution is appropriate.

The reconciliation, which has been underway for weeks and is on track for completion by October 18, 2024, is necessary because Synapse failed to satisfy its contractual obligation to maintain, and to provide to Evolve, a complete and accurate ledger. As previously disclosed to the Trustee, the Bank has identified significant irregularities in Synapse’s ledgers that indicate the account balances set forth therein are materially inaccurate, and cannot be used as the basis for distributing funds to end users. The reconciliation that Ankura is performing will determine (1) which Synapse Brokerage end users have funds at Evolve, and (2) for those Synapse Brokerage end users with funds at Evolve, how much is owed to each end user.

In parallel with Ankura’s reconciliation work, Evolve is preparing to make the appropriate distributions as quickly as possible following the completion of the reconciliation work. To that end, the Bank is currently in the process of engaging a third-party administrator to assist with implementing Evolve’s distribution plan. Key responsibilities of the administrator will include validating end users’ identity and account information so funds are distributed as efficiently and accurately as possible. Evolve is committed to clear and proactive communication with Synapse Brokerage end users and fintech partners throughout the distribution process.

Evolve appreciates the patience of all impacted parties as the reconciliation proceeds, and will continue to provide updates on the Bank’s website at <https://www.getevolved.com/synapse-bankruptcy-update/>.

Exhibit B

**Lineage Bank
Status Update
September 26, 2024**

The Synapse-linked FBO funds held at Lineage Bank (“Lineage”) are the subject of Lineage’s ongoing reconciliation efforts. Many end users who were associated with the Synapse Financial Technologies (“Synapse”) platform are still unable to access their funds due to the sudden financial collapse of Synapse, and Lineage acknowledges the frustration and hardship this situation has created for many. Lineage remains committed to resolving these issues as swiftly and accurately as possible and submits this Status Report to update all parties on its Synapse-related reconciliation efforts.

Background

Lineage terminated its contract with Synapse in March of 2024, and was winding down its relationship when Synapse filed bankruptcy. Lineage operated primarily as a third-party payment processor for Synapse. Consequently, Lineage did not have direct relationships or account agreements with the end-users of Synapse’s fintech platform customers. Simply put, Lineage originated ACH and wire transfers based on money movement instructions it received from Synapse. Lineage has reconciled the cash that it processed at the direction of Synapse against the Federal Reserve’s records. Lineage’s cash balance of FBO funds reconciles with the Federal Reserve’s records. However, the final trial balance that Synapse generated during its final hours attributes a different purported FBO account balance to Lineage than the actual cash balance at Lineage that has been verified against the Federal Reserve’s records and contains other deficiencies and contradictions.

Due to the issues with Synapse’s final trial balance, Lineage has been forced to undertake to reconcile end user accounts and calculate end user balances based on the information that has been made available to it by the Trustee through the bankruptcy process. Lineage engaged, at its

own expense, a former Synapse engineer familiar with Synapse's systems to access the Synapse accounting databases to assist with recovering, preserving and analyzing the Synapse data. Since Lineage first obtained access to Synapse's critical accounting databases, it has worked with great effort to collect and preserve Synapse's available data for the benefit of all affected parties. Unfortunately, this process has been complicated and time-consuming given the significant attention to detail required in these unprecedented circumstances.

Update on Lineage's Reconciliation Efforts¹

Despite multiple and substantial complications, some of which have been outlined in previous filings, Lineage continues to make material progress in its reconciliation efforts. Given the magnitude and complexity of the tedious task of analyzing the millions of transactions required for the reconciliation project, there remains substantial work to be done.

Lineage has recently distributed approximately \$23,155 in Lineage DDA funds to end users, bringing the total DDA funds distributed by Lineage to date to \$221,757, representing roughly 80% of the DDA funds that were held at the bank when the Trustee was appointed. The remaining DDA funds at Lineage belong to a platform and are not end user funds. Lineage has also recently distributed approximately \$9,825 of Synapse-linked FBO funds to end users since the last status hearing on September 13, 2024. Lineage's recent distributions bring the total distributions of FBO funds by Lineage to Synapse-linked end users to approximately \$55,797,262, representing roughly 90% of the Synapse-linked FBO funds that were held at the bank when the Trustee was appointed. Lineage will continue working to restore the remaining Synapse-linked funds held at Lineage to their rightful owners as soon as possible.

¹ The figures reported herein exclude any distributed funds that may have been returned and which are in the process of being reissued.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

Cravath, Swaine & Moore LLP, 2 Manhattan West, 375 Ninth Avenue, New York, NY 10001

A true and correct copy of the foregoing document entitled (*specify*): _____

CHAPTER 11 TRUSTEE'S TENTH STATUS REPORT

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 9/26/2024, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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United States Trustee (SV) ustpregion16.wh.ecf@usdoj.gov

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Jeffrey C Wisler jwisler@connollygallagher.com, dperkins@connollygallagher.com
Claire K Wu claire.wu@pillsburylaw.com, irene.hooper@pillsburylaw.com;docket@pillsburylaw.com
Beth Ann R. Young bry@lnbyg.com, bry@lnbyb.com

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) 9/26/2024, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

None.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) 9/26/2024, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

None.

Service information continued on attached page

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

9/26/2024
Date

Robert N. Greenfield
Printed Name

/s/ Robert N. Greenfield
Signature