



CLLA HILL DAY

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THE ECONOMIC IMPACT OF REMOTE BANKRUPTCY VENUE ON THE STATE OF CALIFORNIA

When a business facing financial difficulty files a Chapter 11 bankruptcy case, the location of the bankruptcy case can have tremendous impact on the local economy. This is because the survival and reorganization of the distressed company will impact local jobs and wages for years to come. Trade creditors, employees and retirees' ability to participate in the bankruptcy case is curtailed when the venue of the case is located thousands of miles away in a remote court.

When a company stays home to reorganize, local parties can participate and the local economy retains the immediate and long-term economic benefits of the case remaining in the debtor's headquarter city. Hotels, restaurants, transportation and business services benefit from the bankruptcy case as attorneys and restructuring professionals attend hearings and meetings both in and outside the courthouse. Thus, the presence of a large Chapter 11 bankruptcy case can generate significant revenues, taxes and jobs for the local economy. These economic benefits are diverted from the local economy when a company flees to a faraway jurisdiction to file bankruptcy.

The current bankruptcy law allows a company to file bankruptcy in locations outside its "home base," i.e., where it is headquartered or where its products and services are primarily produced. Many businesses are incorporated in the State of Delaware, even though those businesses generally have no headquarters, employees or operations in Delaware. Similarly, many business have an office located in New York City in the Southern Judicial District of New York, even though their principal operations, assets and employees are located elsewhere. Under the current law, 860 Chapter 11 bankruptcy cases - 735 in Delaware and 125 in the Southern District of New York - were filed in distant bankruptcy courts from 2004 through 2016, instead of the cities where these companies operate and employ thousands of people.

These 860 remote bankruptcy filings mean that judges in faraway cities decide the fate of hundreds of companies located in other states. This distance inherently limited the input from the home base by those businesses and individuals most directly impacted by the bankruptcy, such as employees, retirees and trade creditors.

In addition, local economies lost significant revenue by not having the bankruptcy cases administered in their local bankruptcy courts. In contrast, the economies of Delaware and the Southern District of New York benefitted by the amount of approximately \$300 million per year



from legal fees and other spending from these non-local bankruptcy cases.¹ Based on the number of cases for the 13 year period reviewed, each state lost approximately \$4.54 million in revenue per case.

With respect to California, the statistics are staggering. According to the Commercial Law League of America's research, of the 860 bankruptcy cases filed Delaware and New York, California was the home state of 118 cases.² These cases involved assets totally approximately \$56 billion and debts totaling approximately \$66 billion. The cases impacted approximately 152,000 employees and 960,000 creditors – along with the various people who live near and do business with these companies. In terms of economic impact, the California economy suffered approximately **\$536 million** in lost revenue from these local cases being filed non-locally.

If the bankruptcy venue law was changed to eliminate the ability of a company to file bankruptcy outside of its home state, California companies would reorganize in California before California courts. Not only would this restore local control of local cases, the associated revenue, tax base and jobs connected with administering the bankruptcy cases would "stay home". We believe this change to the law would produce a fairer outcome for all the parties involved.

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¹ McCarty, Dawn and Milford, Phil, "Delaware Bankruptcy Capital Status May End With Proposed Law," *Bloomberg Business Week* (February 10, 2012).

² A list of the bankruptcy cases lost from California is attached as Exhibit A.

Exhibit A

**Delaware/SDNY California Cases
(2004-2016)**

Delaware

Debtor's Name	Case number	Filing date	Principal Place of Business (City)	Principal Place of Business (State)	Assets (\$mil.) (consolidated)	Liabilities (\$mil.) (consolidated)	# of Creditors (consolidated)	# of Employees (consolidated)	Industry	Notes
M T S Incorporated	04-10394	2/9/2004	West Sacramento	CA	\$262,000,000	\$343,000,000	59100	3100	Retail - Music	These are consolidated numbers for 15 jointly administered cases
Women First HealthCare	04-11278	4/29/2004	San Diego	CA	\$49,000,000	\$73,600,000	2000	15	Pharmaceuticals/ OTC Products	
Liberate Technologies	04-11299	4/30/2004	San Mateo	CA	\$257,000,000	\$100,000,000	3200	46	Software	Transferred to N.D. California
The Flintkote Company	04-11300	5/1/2004	San Francisco	CA	\$160,000,000	\$70,000,000	155000	7	Pre-1987 Manufacturing -- Post 1987 Asbestos Claims Resolution	asbestos claimaints
EPC Corporation	05-11639	6/11/2005	San Jose	CA	\$21,000,000	\$53,000,000	1000	254	Communications	Provider of LAN and WAN wireless systems; stalking horse bid for 363 sale in amount of \$21M
Nellson Nutraceutical, Inc.	06-10072	1/28/2006	Irwindale	CA	\$312,000,000	\$344,000,000	4000	1209	nutrition bars and powders	
RNI Wind Down Corp.	06-10110	2/7/2006	Santa Clara	CA	\$98,000,000	\$130,000,000	5000	420	Computer sales and telecommunications services	
TeleVideo, Inc.	06-10242	3/14/2006	San Jose	CA	\$2,000,000	\$2,700,000	39	11	Computer - specialized sales	
Copelands' Enterprises, Inc.	06-10853	8/14/2006	San Luis Obispo	CA	\$57,000,000	\$91,000,000	3919	1350	Sporting apparel	
Three A's Holdings, LLC	06-10886	8/20/2006	West Sacramento	CA	\$10,000,000	\$210,000,000	200	2700	Retail Music	
Wave Wireless Corporation	06-11267	10/31/2006	San Jose	CA	\$2,300,000	\$4,400,000	100	16	Wireless Broadband	

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Advanced Marketing Services, inc.	06-11480	12/29/2006	San Diego	CA	\$822,987,153	\$1,000,000,000	5000	808	Wholesale/Distributor of Books	
ResMAE Mortgage Corporation	07-10177	2/12/2007	Brea	CA	\$500,000,000	\$750,000,000	1000	1037	Financial Services;Financial Services - Consumer Lending	
New Century Financial Corporation	07-10416	4/2/2007	Irvine	CA	\$1,000,000,000	\$7,000,000,000	1000	6,583	Banking	liabilites/creditors estimated
CFP Liquidating Estate	07-10495	4/13/2007	Carson	CA	\$56,300,000	\$47,400,000	3000	380	Manufacturing- Food	
Pac-West Telecomm, Inc.	07-10562	4/30/2007	Stockton	CA	\$53,883,888	\$66,358,711	200	106	Telecommunications	
Amp'd Mobile, Inc.	07-10739	6/1/2007	Los Angeles	CA	\$47,603,629	\$164,569,842	133	129		
Gallery Corp.	07-11628	11/1/2007	Los Angeles	CA	\$6,518,000	\$19,316,000	720	147	Retail seller of mattresses and bedding	
Answer Financial, Inc.	08-10140	1/21/2008	Encino	CA	\$2,409,841	\$53,124,678	999	340	Internet and telephone based insuranc consolidator	
Global Motorsport Group	08-10192	1/31/2008	Morgan Hill	CA	\$40,980,000	\$152,255,000	53	207	Supplier; Parts and Accessories for Harley-Davidson motorcycles	
Sharper Image Corporation	08-10322	2/19/2008	San Francisco	CA	\$251,500,000	\$199,000,000	10000	2,246	Retail	
Leiner Health Products	08-10446	3/10/2008	Carson	CA	\$6,500,000	\$436,000,000	8000	2,538	OTC pharmaceutical manufacturing	5 related cases; filed to conduct 363 sale after FDA shut down manufacturing plants and lenders forced sale; plan confirmed
Terisa Systems Inc.	08-10462	3/10/2008	San Jose	CA	\$1,000,000	\$13,000,000	67	7	computer encryption software services and patented security technology	3 related cases (other 2 are CA corps); prepackaged plan confirmed within 45 days
Pappas Telecasting Incorporated	08-10916	5/10/2008	Fresno	CA	\$459,643,677	\$536,912,788	500	564	Television Broadcast Group	

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InSight Health Services Holding Corp.	07-10700	5/29/2008	Lake Forest	CA	\$87,102,870	\$525,448,053	2338	2,187		
LandSource Communities Development	08-11111	6/8/2008	Aliso Viejo	CA	\$1,000,000,000	\$1,000,000,000	5000	78	Real Estate Development	
Mervyn's Holdings, LLC	08-11586	7/29/2008	Haywood	CA	\$500,000,000	\$500,000,000	10000	18000	Retail-Department Stores	
Hines Horticulture, Inc.	08-11922	8/20/2008	Irvine	CA	\$0	\$100,000,000	100	2,100	Distribution; Horticulture	
PFF Bancorp, Inc.	08-13127	12/5/2008	Rancho Cucamonga	CA	\$1,800,000,000	\$141,000,000	1200	5	bank holding co for federal S&L	5 related cases; OTS shut down bank and forced sale to third party; scheduled "assets" relate to the bank, but no longer belonged to Holdco; liquidating plan confirmed
EZ Lube LLC	08-13256	12/9/2008	Santa Ana	CA	\$113,000,000	\$114,000,000	10000	1000	Automobile maintenance and services	2 related cases; 78 locations in CA; 4 in AZ; 363 sale intended to stalking horse bidder
Special Devices, Incorporated	08-13312	12/15/2008	Moorpark	CA	\$52,000,000	\$110,000,000	3400	584	Explosive devices; airbag mfrgr	Facilities in CA and AZ
Arbios Systems	09-10082	1/9/2009	Pasadena	CA	\$329,888	\$208,586	50	2	Medical/proprietary device	
Gottschalks Inc.	09-10157	1/14/2009	Fresno	CA	\$288,438,000	\$197,072,000	10000	5,282	Retail; Department Stores	
SCH Corp.	09-10198	1/19/2009	San Clemente	CA	\$20,000,000	\$32,000,000	49	292	Educaitons Services	
Foothills Texas	09-10452	2/11/2009	Bakersfield	CA	\$61,213,382	\$39,455,620	52	10	Energy Company	This case is jointly administered under the lead case (09-10452) along with 3 other debtors. The figures are consolidated for all 4 cases administered under the lead case number.
Spancion Inc.	09-10690	3/1/2009	Sunnyvale	CA	\$3,840,000,000	\$2,398,000,000	5000	1800	Manufacture and sale; semiconductors	This case is jointly administered under this lead case along with 4 other debtors. The figures are consolidated for all cases administered under the lead case number.
RB Liquidation Corp.	09-10708	3/3/2009	Azusa	CA	\$50,000,001	\$50,000,001	1000	69	Jewelry Retailer	

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Pacific Energy Resources	09-10785	3/9/2009	Long Beach	CA	\$100,000,000	\$100,000,000	1000	100	Energy	
Vermillion Inc.	09-11091	3/30/2009	Fremont	CA	\$7,200,000	\$32,000,000	200	3	Medical Testing	
Accredited Home Lenders Holding Co.	09-11516	5/1/2009	San Diego	CA	\$10,000,000	\$100,000,000	18900	70	Mortgage Company	
Pacific Ethanol Holding Co.	09-11713	5/17/2009	Sacramento	CA	\$1,000,000	\$247,307,091	210	0	Manufacturing; Ethanol	no wage motion filed; no employee information
MagnaChip Semiconductor Finance Co.	09-12008	6/12/2009	Sunnyvale	CA	\$435,400,000	\$1,041,000,000	100	13	Manufacturing; Semiconductors	
Sea Launch Company	09-12153	6/22/2009	Long Beach	CA	\$500,000,000	\$1,000,000,000	200	43	launch services	
Electroglas, Inc.	09-12416	7/9/2009	San Jose	CA	\$19,625,000	\$31,542,000	3000	50	Manufacturing	
BWI Liquidating Corp.	09-12526	7/17/2009	Rancho Cucamonga	CA	\$50,599,051	\$14,235,275	500	82	Water Treatment Centers	
ProtoStar Ltd.	09-12659	7/29/2009	San Francisco	CA	\$528,000,000	\$463,000,000	240	22	Telecommunication;Telecommunication - Telecom Services;Telecommunication - Telecom equipment	Headquarters are in Bermuda
Freedom Communications Holdings	09-13046	9/1/2009	Irvine	CA	\$757,000,000	\$1,077,000,000	50000	5076	Media; Television, Newspaper Publishing	
FFRT Residential LLC	09-14378	12/13/2009	San Diego	CA	\$100,000,000	\$1,000,000,000	999	1928	property management	jointly administered case of Fairview Residential 09-14384)
International Aluminum Corporation	10-10003	1/4/2010	Monetary Park	CA	\$198,028,000	\$216,918,000	8500	936	Manufacturing; aluminum and vinyl	
Anaverde LLC	10-10113	1/15/2010	San Francisco	CA	\$10,000,000	\$50,000,000	49	0	Real Estate	

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Telogy LLC	10-10206	1/24/2010	union city	CA	\$10,000,000	\$50,000,000	5000	41	test electronic services	
Natural Products Group	10-10239	1/27/2010	Irvine	CA	\$100,000,000	\$500,000,000	5000	867	manufacturing; personal care products	
ie Corp.	10-11061	3/30/2010	Grass Valley	CA	\$10,000,000	\$10,000,000	112	32	Developers; Medical Tools	
Universal Building Procedures	10-12453	8/4/2010	Westminster	CA	\$25,000,000	\$405,000,000	325	420	construction	
Goldcoast Liquidating	10-12819	9/10/2010	Irvine	CA	\$93,780,000	\$382,500,000	16900	4600	Service-Restaurant	
Post Sale Co II	10-13308	10/12/2010	Irvine	CA	\$153,040,000	\$83,500,000	2228	900	Horticulture retail	These are consolidated numbers for 3 jointly administered cases
Javo Beverage Company	11-10212	1/24/2011	Vista	CA	\$12,190,000	\$36,530,000	200	57	Manufacturing; Beverages	
Barnes Bay Development Ltd.	11-10792	3/17/2011	Beverly Hills	CA	\$531,000,000	\$467,000,000	2050	660	Hotel	Jointly administered with Kor Duo (10790) and Kor Duo II Investment (10791)
Los Angeles Dodgers LLC	11-12010	6/27/2011	Los Angeles	CA	\$77,000,000	\$150,000,000	1100	1300	Sports Franchise	
Entelos, Inc.	11-12329	7/25/2011	Foster City	CA	\$6,000,000	\$10,000,000	200	0	Pharmaceuticals / Drugs	
Solyndra, LLC	11-12799	9/6/2011	Freemont	CA	\$859,000,000	\$749,000,000	4776	1179	Manufacturing- Solar	
Real Mex Restaurants, Inc.	11-13122	10/4/2011	Cypress	CA	\$345,530,940	\$167,449,073	13410	11	Restaurant	
Security National Properties	11-13277	10/13/2011	Eureka	CA	\$542,691,517	\$813,572,335	1400	0	Commerical Real Estate	

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The PMI Group, Inc.	11-13730	11/23/2011	Walnut Creek	CA	\$167,963,354	\$770,362,195	43	2	Insurance Holding Co.	
William Lyon Homes	11-14019	12/19/2011	Newport Beach	CA	\$0	\$500,000,000	4611	248	Home Building	
Trident Microsystems	12-10069	1/4/2012	Sunnyvale	CA	\$309,992,980	\$39,607,591	11200	1100	Research/Development	
International Media Group	12-10140	1/9/2012	Los Angeles	CA	\$371,225,532	\$260,415,073	1200	92	Television Stations	case converted to Ch 7 10/18/12
Peak Broadcasting LLC	12-10183	1/10/2012	Fresno	CA	\$100,000,000	\$100,000,000	980	170	radio Stations	
CYDE Liquidating Co.	12-10633	2/23/2012	Los Angeles	CA	\$1,000,000	\$1,000,000	200	322	Technical Support	
Solar Trust of America	12-11136	4/2/2012	San Francisco	CA	\$52,176,359	\$67,902,434	100	0	Development; Solar Projects	no employee information available
Traffic Control and Safety Corp	12-11287	4/20/2012	Newport Beach	CA	\$75,000,000	\$140,000,000	10530	430	Traffic Control/Safety Company	
Tri-Valley Corporation	12-12291	8/7/2012	Bakersfield	CA	\$10,000,000	\$10,000,000	100	22	Oil and Gas	
Carey Limousine L.A. Inc.	12-12664	9/25/2012	Los Angeles	CA	\$100,000	\$100,000,000	200	17	Transportation Services	
THQ Inc.	12-13398	12/19/2012	Los Angeles	CA	\$204,800,000	\$248,100,000	1000	462	Software Development	
Coda Holdings Inc., et al	13-11153	5/1/2013	Los Angeles	CA	\$24,000,000	\$96,000,000	1300	39	electric car and battery manufacturer	6 related cases; filed for 363 auction, no stalking horse; plan confirmed 1/2014
OSH 1 Liquidating Corporation	13-11565	6/17/2013	San Jose	CA	\$330,000,000	\$539,000,000	2700	6,550	hardware and garden store	

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Velti, Inc	13-12878	11/4/2013	San Francisco	CA	\$105,400,000	\$291,500,000	2500	96	advertising company	
ZCO Liquidating Corporation	13-13086	12/2/2013	San Jose	CA	Undetermined	\$29,166,285	80	381	Design and manufacture of solid state storage solutions and premium computer components	Also subsidiaries Indilinx, Inc. and Sanrad, Inc.
After-Party2, Inc.	13-13126	2/13/2014	Inglewood	CA	\$48,072,003	\$233,860,748	900	2500	Event rental products	Also filing: After-Party7, Inc., After-Party8, Inc., After-Party9, Inc., LRAP5, LP, After-Party11, Inc., After-Party6, Inc., After-Party10, Inc., After-Party13, Inc., After-Party4, Inc., After-Party, Inc.,
Prospect Park Networks, LLC	14-10282	3/10/2014	Los Angeles	CA	\$5,678,388	\$10,682,538	100	0	Soap opera producer	
Leaf123, Inc.	14-10897	6/11/2014	Chatsworth	CA	\$103,800,000	\$95,000,000	1000	215	Nutrition & diet supplements	Jointly administered, including Leaf 23 Products, Inc., Leaf 123 Direct, Inc., Leaf 123 Acquisition Corp., Leaf 123 Research
Brevity Ventures Inc.	14-11446	6/12/2014	Burbank	CA	\$215,715	\$1,533,192	35	8	Technology service company	
SJC, Inc.	14-11468	7/21/2014	Los Angeles	CA	\$1,900,000	\$15,700,000	33	44	Manufacturer and Wholesaler of Denim and Denim Jeans	
Ultura (LA) Inc.	14-11763	10/20/2014	Long Beach	CA	\$84,100,000	\$82,360,000	50	3	Engineering/Manufacturing	
Suntech America, Inc.	15-10054	1/12/2015	Berkeley	CA	\$100,000,000	\$100,000,000	200	20	Solar Company	
Seal123, Inc. f/k/a The Wet Seal	15-10081	1/15/2015	Foothill Ranch	CA	\$261,000,000	\$457,000,000	5000	2825	Retail Store- Apparel	
Corinthian Colleges, Inc.	15-10952	5/4/2015	Santa Ana	CA	\$119,000,000	\$139,760,148	65000	10000	For-Profit Secondary Education	
HH Liquidation, LLC f/k/a Haggen Holdings LLC	15-11874	9/8/2015	Aliso Viejo	CA	\$306,475,033	\$395,031,241	10000	10,880	Supermarket Chain	
Quiksilver, Inc.	15-11880	9/9/2015	Huntington Beach	CA	\$112,265,583	\$852,859,500	5000	1545	Outdoor sports lifestyle distribution and designer/retail stores	

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American Apparel, Inc.	15-12055	10/5/2015	Los Angeles	CA	\$380,783,990	\$640,430,236	10000	8500	Retail Store	
Fresh & Easy, LLC	15012220	10/30/2015	Torrance	CA	\$125,375,153	\$169,448,638	10001	2,950	Grocery Chain	
Millennium Lab Holdings II, LLC	15-12284	11/10/2015	San Diego	CA	\$100,000,000	\$1,000,000,000	11000	1199	Pharmacogenetics	
Arctic Sentinel, Inc.	15-12465	12/7/2015	El Segundo	CA	\$42,651,339	\$158,282,371	100000	116	Tablet Maker	
Kalobios Pharmaceuticals, Inc.	15-12628	12/29/2015	San Francisco	CA	\$11,530,647	\$3,045,194	199	8	Biopharmaceutical Company	
Outer Harbor Terminal, LLC	16-10283	2/1/2016	San Ramon	CA	\$103,087,806	\$369,643,072	500	55	Container Terminal Operations	
Premium Transportation Services	16-10629	3/13/2016	Rancho Dominguez	CA	\$12,809,000	\$27,381,904	999	96	Import Distributor	
JMO Wind Down, Inc. aka Jumio Inc.	16-10682	3/21/2016	Santa Clara	CA	\$62,047,532	\$16,308,443	1000	44	Digital ID Services	
Pacific Sunwear of California	16-10882	4/7/2016	Anaheim	CA	\$201,853,171	\$256,728,756	2000	1995	Retail Store	
Delivery Agent Inc. aka Mustictoday LLC	16-12051	9/15/2016	San Francisco	CA	\$19,761,828	\$82,505,543	2000	250	E-Commerce	
Verengo Inc.	16-12098	9/23/2016	Torrance	CA	\$191,770,681	\$56,402,254	400	128	Solar Company	
Garden Fresh Restaurant	16-12174	10/3/2016	San Diego	CA	\$80,512,431	\$223,285,273	10000	5500	Restaurant Chain	
American Apparel, LLC	16-12435	11/14/2016	Los Angeles	CA	\$250,000,000	\$500,000,000	50000	4700	Retail Store	

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Violin Memory Inc.	16-12782	12/14/2016	Santa Clara	CA	\$10,000,000	\$100,000,000	750	93	IT Developer/Supplier	
Total Delaware Cases: 103					\$22,260,143,362	\$35,444,677,682	771,929	137,624		

SDNY

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Cornerstone Propane	04-13856	6/3/2004	Watsonville	CA						
					\$337,000,000	\$69,100,000	500	1650	Propane retailer	
Calpine Corporation	05-60200	12/20/2005	San Jose	CA						
					\$26,628,755,633	\$22,535,577,121	50000	3302	Electricity	
Silicon Grphics, Inc.	06-10977	5/8/2006	Mountain View	CA						
					\$369,400,000	\$664,200,000	50000	1858	Manufacturer of Graphic Display Terminals, Software, and Storage	
Dunmore Homes, Inc.	07-13533	11/8/2007	Granite Bay	CA						
					\$280,592,251	\$250,285,447	5000	37	Home & Community Development	
Ampex Corporation	08-11094	3/30/2008	Redwood City	CA						
					\$9,777,089	\$83,488,054	200	100	Electronic storage/retrieval	
CPW Acquisition Corp.	08-14623	11/20/2008	Los Angeles	CA						
					\$25,000,000	\$32,200,000	1	0	Real Estate Management	
Solstice, LLC	09-11010	3/5/2009	San Francisco	CA						
					\$67,769,109	\$96,715,174	200	18	Luxury destination homes and luxury yachts	
Graphics Properties Holdings	09-11701	4/1/2009	Newark	CA						
					\$390,000,000	\$526,000,000	10001	1166	High performance computing and data management	
InSight Health Services Holding Corp.	10-16564	12/10/2010	Lake Forest	CA						
					\$140,000,000	\$320,000,000	1000	1570		

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Metropark USA Inc.	11-22866	5/2/2011	Los Angeles	CA	\$28,900,000	\$28,700,000	10000	815	fashion retail chain	
Grubb & Ellis Company	12-10685	2/20/2012	Santa Ana	CA	\$100,000,000	\$100,000,000	5001	3000	Real Estate	
Relativity Media, LLC	15-11990	7/30/2015	Beverly Hills	CA	\$559,973,000	\$559,973,000	5000	89	Media Company	
TGHI, Inc.	16-10300	2/9/2016	Anaheim	CA	\$1,323,489	\$56,490,000	500	n/a	Manufacturing	
AOG Entertainment, Inc.	16-11090	4/28/2016	West Hollywood	CA	\$73,397,999	\$512,472,000	1,000	22	Entertainment Company	
Breitburn Energy Partners LP	16-11390	5/15/2016	Los Angeles	CA	\$4,715,386,000	\$4,715,386,000	50000	780	Energy Company	
Total SDNY Cases: 15					\$33,727,274,570	\$30,550,586,796	188,403	14,407		
Totals for DE and SDNY (118 Cases):					\$55,987,417,932	\$65,995,264,479	960,332	152,031		
Minimum Economic Impact (118 cases x \$4.54 million per case): \$535,720,000										