

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

\_\_\_\_\_ District of \_\_\_\_\_  
(State)

Case number (if known): \_\_\_\_\_ Chapter \_\_\_\_\_

Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

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

1. Debtor's name Volusion, LLC

2. All other names debtor used in the last 8 years Volusion  
Volusion, Inc.  
MOZU  
Mozu Inc.  
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 80 - 0 3 5 9 0 3 7

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1835-A Kramer Ln.</u>	<u>N/A</u>
	Number Street	Number Street
	<u>Suite 100</u>	
		P.O. Box
	<u>Austin TX 78758</u>	
	City State ZIP Code	City State ZIP Code
		Location of principal assets, if different from principal place of business
	<u>Travis</u>	<u>N/A</u>
	County	Number Street
		City State ZIP Code

5. Debtor's website (URL) www.Volusion.com

Debtor Volusion, LLC  
Name

Case number (if known) \_\_\_\_\_

6. Type of debtor
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: \_\_\_\_\_

## 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>.5 1 1 2

## 8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

## Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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

Debtor Volusion, LLC Case number (if known) \_\_\_\_\_  
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?  
 If more than 2 cases, attach a separate list.

No  
 Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?  
 List all cases. If more than 1, attach a separate list.

No  
 Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY  
 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**

Debtor Volusion, LLC  
Name

Case number (if known) \_\_\_\_\_

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 for distribution 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"/> 5,001-10,000  | <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 type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" 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 type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" 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        |

**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 07/27/2020  
MM / DD / YYYY

**X**   
 Signature of authorized representative of debtor

Tim STALLKAMP  
 Printed name

Title CHIEF RESTRUCTURING OFFICER

Debtor Volusion, LLC  
Name

Case number (if known) \_\_\_\_\_

**18. Signature of attorney**

**X** 

Date 07/27/2020  
MM / DD / YYYY

Signature of attorney for debtor

Matthew D. Cavanaugh

Printed name

Jackson Walker LLP

Firm name

1401 McKinney Street, Suite 1900

Number Street

Houston

City

TX 77010

State ZIP Code

(713) 752-4284

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

TX

State

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
LAREDO DIVISION**

In re:	)	
	)	Chapter 11
	)	
VOLUSION, LLC,	)	Case No. 20-_____ (___)
	)	
Debtor.	)	
	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Equity Holders	Address of Equity Holder	Percentage of Equity Held
KSCO Holdings, Inc.	1999 Bryan Street, Suite 900 Dallas, TX 75201	88.31%
Main Street Equity Interests, Inc.	1300 Post Oak Blvd. Houston, TX 77056	8.18%
HMS Equity Holding, LLC	2800 Post Oak Blvd., Suite 5000 Houston, TX 77056	3.51%

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<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**Fill in this information to identify the case:**

Debtor name: Volusion, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Texas  
(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	Google Inc. 1600 Amphitheatre Parkway, Mountain View, California 94043	650-253-0000	Trade Debt				225,690.68
2	Lolay, Inc. 8605 Santa Monica Blvd., #90034, Los Angeles, CA 90069	888-806-6033	Contractor				88,710.00
3	DK Strategic Solutions LLC 15760 Ventura Boulevard, 7th Floor, Encino, CA 91436	818-325-3820	Contractor				75,000.00
4	AKF3 Kramer, LLC 800 Brickell Ave. Suite 701 Miami FL 33131	305-392-4027	Landlord				66,947.59
5	New Voice Media 49 Stevenson St., Suite 1000 San Francisco, CA 94105	1-844-365-9460	Trade Debt				59,460.27
6	Avalara 255 S King St #1800, Seattle, WA 98104	877-780-4848	Trade Debt				46,369.34
7	Fastly Inc. 475 Brannan St. #300 San Francisco, CA 94107	1-844-432-7859	Trade Debt				39,781.64
8	Reflectiz Yigal Alon 114, Tel Aviv	972-79-5599269	Trade Debt				38,000.00

Debtor Volusion, 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 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
9	American Express Plum P.O. Box 981531, El Paso, TX 79998-1531	1-800-528-2122	Trade Debt				32,500.00
10	Take2 Holdings LLC 1920 Sam Bass Road #700, Round Rock, TX 78681	512-856-5869	Contractor				30,000.00
11	American Express CPC P.O. Box 981531, El Paso, TX 79998-1531	1-800-528-2122	Trade Debt				25,000.16
12	Impact Tech Inc. Empire State Building, 350 Fifth, Avenue, 36th floor, New York, NY 10118	917-720-2883	Trade Debt				22,500.00
13	Kudelski Security, Inc 5090 North 40th Street, Suite 450, Phoenix, AZ 85018	623-235-2500	Trade Debt				19,245.83
14	Datadog, Inc 620 8th Ave 45th Floor, New York, NY 10018 USA	866-329-4466	Trade Debt				14,329.47
15	New Life CFO 17766 Preston Rd #105, Dallas, TX 75252	214-775-0803	Contractor				14,318.40
16	CenturyLink a/k/a Level 3 Communications, LLC 100 CenturyLink Drive, Monroe, LA 71203	318-388-9000	Utility				12,918.63
17	Ninja Partners, Inc 503 Neches St, Austin, TX 78701	1-800-594-7695	Trade Debt				12,886.96
18	Dun & Bradstreet a/k/a Lattice Publishing, LLC 103 JFK Parkway, Short Hills, NJ 07078	973-921-5500	Trade Debt				12,000.00
19	Verizon Wireless a/k/a XO Communications 2100 S IH 35 Frontage Rd, Austin, TX 78704	1-800-421-3872	Utility				11,161.56
20	Rackspace US Inc 1 Fanatical Pl, City of Windcrest, San Antonio, TX 78218	1-800-961-4454	Trade Debt				10,768.10



**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF MANAGERS OF  
VOLUSION, LLC  
JULY 27, 2020**

THE UNDERSIGNED, constituting all of the Managers on the Board of Managers (the “Board”) of Volusion, LLC, a Delaware limited liability company (the “Company”), effective as of the execution of this Unanimous Written Consent, take the following actions and adopt the following resolutions without a meeting, as authorized by Section 7.14 of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of November 23, 2016 (as amended or amended and restated to date), and the laws of the state of Delaware:

**Filing of Chapter 11 Case**

WHEREAS, the Board has considered presentations by Company management and the financial and legal advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business;

WHEREAS, the Board previously appointed Timothy B. Stallkamp as Chief Restructuring Officer of the Company (the “CRO”);

WHEREAS, the Board has had the opportunity to consult with management and the financial and legal advisors of the Company and to fully consider each of the strategic alternatives available to the Company;

WHEREAS, the Board believes that it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company file a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Company has engaged in good-faith negotiations with (a) certain holders of, or investment advisors, sub-advisors, or managers of claims on account of loans under that certain Amended and Restated Loan Agreement, dated November 23, 2016 (as amended, modified, waived, and/or supplemented from time to time, the “Loan Documents”), by and among the Company, Main Street Capital Corporation (“Main Street”) and HMS Income Fund, Inc. (“HMS,” and together with Main Street, the “Secured Lenders”), and (b) the administrative agent under the Loan Documents, regarding the terms of a comprehensive restructuring and the filing of the Chapter 11 Case; and

WHEREAS, the Secured Lenders have agreed to consent to the filing of the Chapter 11 Case by executing the Secured Lenders Consent, in substantially the form attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and hereby is, authorized to file, or cause to be filed the Chapter 11 Case under the provisions of chapter 11 of title 11 of the Bankruptcy Code in a court of proper jurisdiction and any other petition for relief or

recognition or other order that may be desirable under applicable law in the United States; and it is further

RESOLVED, that the CRO and Troy Pike, an authorized representative of the Company, (each, an “Authorized Signatory” and collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

**Retention of Professionals**

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Jackson Walker L.L.P. (“Jackson Walker”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Jackson Walker; and it is further

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Conway MacKenzie Management Services, LLC (“Conway MacKenzie”), as restructuring advisor to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to employ or retain the services of Conway MacKenzie; and it is further

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is further

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company’s Chapter 11 Case, with a view to the successful prosecution of the case.

**General**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Signatory's judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is further

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby, in all respects, approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board; and it is further

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment to effectuate the purposes of the transactions contemplated herein.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent to be effective as of the dates shown. Any copy, facsimile, or other reliable production of this action (including, without limitation transmission by .pdf) may be substituted in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

*Troy Pike*

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Name: Troy Pike  
Title: Manager  
Date: 7/27/2020

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Name: Jeremy Rosenthal  
Title: Manager  
Date: 7/27/2020

*CL*

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Name: Curt Lindeman  
Title: Manager  
Date: 7/27/2020

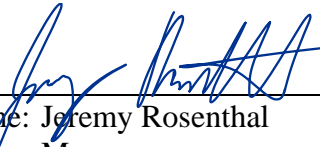
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent to be effective as of the dates shown. Any copy, facsimile, or other reliable production of this action (including, without limitation transmission by .pdf) may be substituted in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

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Name: Troy Pike

Title: Manager

Date: 7/27/2020



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Name: Jeremy Rosenthal

Title: Manager

Date: 7/27/2020



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Name: Curt Lindeman

Title: Manager

Date: 7/27/2020

**EXHIBIT A**

**Form of Secured Lenders Consent**

[See attached.]

## SECURED LENDERS CONSENT

JULY 27, 2020

The undersigned (i) administrative agent (the “Agent”) under that certain Amended and Restated Loan Agreement, dated November 23, 2016 (as amended or amended and restated to date), by and among Volusion, LLC (the “Company”), Main Street Capital Corporation (“Main Street”) and HMS Income Fund, Inc. (“HMS,” and together with Main Street, the “Secured Lenders”), and (ii) Secured Lenders hereby consent to the following as of the date first written above:

### Filing of Chapter 11 Case

WHEREAS, in the judgment of the Board of Managers of the Company (the “Board”), it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code in a court of proper jurisdiction and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States;

WHEREAS, in connection with the Chapter 11 Case, the Company would file (i) a Voluntary Petition for Non-Individuals Filing for Bankruptcy, in substantially the form attached hereto as Exhibit A (the “Petition”), (ii) an Emergency Motion for Authority to Use Cash Collateral and Granting Adequate Protection to Prepetition Secured Parties, in substantially the form attached hereto as Exhibit B (the “Motion”), and (iii) the form of Interim Order to be filed with the Motion, in substantially the form attached hereto as Exhibit C (the “Interim Order,” and together with the Petition and Motion, the “Chapter 11 Filings”);

WHEREAS, the Agent and Secured Lenders have reviewed the Chapter 11 Filings and engaged in good-faith negotiations with the Company regarding the terms of a comprehensive restructuring and the filing of the Chapter 11 Case;

WHEREAS, pursuant to Section 7.3(a)(xi) of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated November 23, 2016 (as amended or amended and restated to date) (the “Company Agreement”), the Board may not file the Chapter 11 Case without the approval of the Main Street Manager (as defined in the Company Agreement);

WHEREAS, as of the date hereof, there is no Main Street Manager appointed to the Board;

WHEREAS, for the avoidance of doubt, the Agent and Secured Lenders (including Main Street in all of its capacities) have determined that the terms and provisions of the Chapter 11 Filings, the Chapter 11 Case and the transactions contemplated thereby are fair to, advisable and in the best interests of the Company and the Secured Lenders.

NOW THEREFORE, BE IT RESOLVED, that the undersigned Agent and Secured Lenders (including Main Street in all of its capacities) hereby approve and consent to the form, terms and provisions of, and the transactions contemplated by, the Chapter 11 Filings and the Chapter 11 Case; and it is further

RESOLVED, that the undersigned Agent and Secured Lenders (including Main Street in all of its capacities) hereby approve and consent to any and all actions taken, done or performed in connection with the authority granted by the foregoing resolutions, and all legal actions of any nature whatsoever previously taken by any manager, officer, employee, agent, attorney or other representative of the Company contemplated by, arising out of or in connection with the subject of the foregoing resolutions.



<b>Fill in this information to identify the case and this filing:</b>	
Debtor Name	Volusion, LLC
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

**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

07/27/2020  
MM/ DD/YYYY

/s/ Tim Stallkamp

Signature of individual signing on behalf of debtor

Tim Stallkamp

Printed name

Authorized Signatory

Position or relationship to debtor