

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF MODULAR SPACE INTERMEDIATE HOLDINGS, INC.,
MODULAR SPACE CORPORATION, RESUN MODSPACE, INC., MODSPACE
GOVERNMENT FINANCIAL SERVICES, INC., MODSPACE FINANCIAL SERVICES
CANADA, LTD., RESUN CHIPPEWA, LLC AND MODULAR SPACE HOLDINGS,
INC. (THE "DEBTORS")**

**APPLICATION OF MODULAR SPACE CORPORATION UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED**

**APPLICATION RECORD
(Returnable December 27, 2016)**

Volume 1 of 3

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INDEX

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INDEX

TAB	DOCUMENT
1	Notice of Application issued December 22, 2016
2	Affidavit of David Orlofsky sworn December 23, 2016
	Exhibit A: Voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Code filed December 21, 2016
	Exhibit B: First Day Declaration filed December 21, 2016
	Exhibit C: Foreign Representative Order dated December 22, 2016
	Exhibit D: Joint Administration Order dated December 22, 2016
	Exhibit E: Wages Order dated December 22, 2016
	Exhibit F: Cash Management Order dated December 22, 2016
	Exhibit G: DIP Financing Order dated December 22, 2016
	Exhibit H: Claims and Noticing Agent Order dated December 22, 2016
	Exhibit I: Taxes Order dated December 22, 2016

Exhibit J: Utilities Order dated December 22, 2016

Exhibit K: Automatic Stay Order dated December 22, 2016

Exhibit L: NOL Order dated December 22, 2016

Exhibit M: Unsecured Creditors Order December 22, 2016

Exhibit N: Claims Order December 22, 2016

Exhibit O: Solicitation Procedures Order December 22, 2016

Exhibit P: Rights Offering Procedures Order December 22, 2016

Exhibit Q: ModSpace Financial Services Canada, Ltd. Alberta Corporate Registry

Exhibit R: Cash Management Diagram

Exhibit S: Consolidated Financial Statements ended September 30, 2015

Exhibit T: Consolidated Cash Flow and Budget

Exhibit U: Quebec RPMRR Search (Modspace Financial Services Canada, Ltd.)

Exhibit V: Alberta PPR Search (Modspace Financial Services Canada, Ltd.)

Exhibit W: Ontario PPSA Search (Modspace Financial Services Canada, Ltd.)

Exhibit X: Nova Scotia PPRS Search (Modspace Financial Services Canada, Ltd.)

Exhibit Y: New Brunswick PPRS Search (Modspace Financial Services Canada,
Ltd.)

Exhibit Z: Newfoundland and Labrador PPRS Search (Modspace Financial
Services Canada, Ltd.)

Exhibit AA: PEI PPRS Search (Modspace Financial Services Canada, Ltd.)

Exhibit BB: Manitoba PPR Search (Modspace Financial Services Canada, Ltd.)

Exhibit CC: Saskatchewan PPR Search (Modspace Financial Services Canada,
Ltd.)

Exhibit DD: BC PPR Search (Modspace Financial Services Canada, Ltd.)

Exhibit EE: Quebec RPMRR Search (US Debtors)

Exhibit FF: Alberta PPR Search (US Debtors)

Exhibit GG: Ontario PPSA Search (US Debtors)

Exhibit HH: Nova Scotia PPR Search (US Debtors)

Exhibit II: New Brunswick PPR Search (US Debtors)

Exhibit JJ: Newfoundland PPR Search (US Debtors)

Exhibit KK: PEI PPR Search (US Debtors)

Exhibit LL: Manitoba PPR Search (US Debtors)

Exhibit MM: Saskatchewan PPR Search (US Debtors)

Exhibit NN: BC PPR Search (US Debtors)

Exhibit OO: Restructuring Support Agreement dated December 20, 2016

Exhibit PP: Information Officer's Consent dated December 21, 2016

3 Draft Initial Recognition Order

4 Draft Supplemental Order

5 Blackline against Initial Recognition Model Order

6 Blackline against Supplemental Model Order

7 Consent of Alvarez & Marsal Canada Inc. to act as Information Officer dated
December 21, 2016

TAB 1

CV-16-11656-00CL

Court File No.:

**ONTARIO
SUPERIOR COURT OF JUSTICE
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AMENDED**

**NOTICE OF APPLICATION
(Returnable December 28, 2016)**

TO THE RESPONDENTS

A LEGAL PROCEEDING HAS BEEN COMMENCED by the applicant. The claim made by the applicant appears on the following page.

THIS APPLICATION will come on for a hearing before a Judge presiding over the Commercial List on December 28, 2016 at 10:00 a.m., or so soon thereafter as the Application may be heard, at 330 University Avenue, Toronto, Ontario.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the *Rules of Civil Procedure*, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS - EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but not later than two (2) days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU.

**IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY
LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A
LOCAL LEGAL AID OFFICE.**

Date: December 22, 2016

Issued by



Local Registrar

**C. Irwin
Registrar**

Address of court office:

330 University Avenue
7th Floor
Toronto, ON M5G 1R7

TO: ATTACHED SERVICE LIST

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APPLICATION

1. The Applicant, Modular Space Corporation, makes an application for Orders substantially in the form filed herewith. The Orders to be requested on December 28, 2016, the return date of this Application, seek orders, *inter alia*:
 - (a) abridging the time for service of the Notice of Application and the Application Record and dispensing with further service thereof;
 - (b) declaring that Modular Space Corporation ("**Modular Space**") is a "foreign representative" as defined in section 45 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, (the "**CCAA**") in respect of the jointly administered insolvency proceedings (the "**U.S. Proceedings**") of Modular Space Holdings, Modular Space Intermediate Holdings, Inc., Modular Space Corporation, Resun ModSpace, Inc., ModSpace Government Financial Services, Inc., Modspace Financial Services Canada, Ltd. ("**ModSpace Canada**") and Resun Chippewa, LLC (collectively, the "**Companies**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**") under Chapter 11 of Title 11 of the United States Code ("**Chapter 11**");
 - (c) declaring that the U.S. Proceedings are "foreign proceedings" as defined in section 45 of the CCAA;
 - (d) declaring that, with respect to each of the Companies, the U.S. Proceedings are "foreign main proceedings" as defined in section 45 of the CCAA;
 - (e) recognizing and enforcing in Canada certain orders of the U.S. Court made in the U.S. Proceedings, as more particularly described in the Affidavit of David Orlofsky, sworn December 22, 2016;
 - (f) staying all proceedings taken or that might be taken against the Companies under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, or the *Winding-Up and Restructuring Act*, R.S.C. 1985, c. W-11, as amended;

- (g) restraining further proceedings and any action, suit or proceeding against the Companies;
- (h) prohibiting the commencement of any action, suit or proceeding against the Companies;
- (i) granting the Court-ordered charges, namely, the Administration Charge and the DIP Lender's Charge, as provided for in the draft Supplemental Order;
- (j) appointing Alvarez & Marsal Canada Inc. as information officer (in such capacity, the "**Information Officer**") in respect of this proceeding;
- (k) sealing certain fee letters filed in the within proceedings, pending further Order of the Court on notice to the Companies and Bank of America, N.A., as Administrative Agent;
- (l) such further ancillary relief as set out in the draft orders attached at Tabs 3 and 4 of the Application Record; and
- (m) such further and other relief as counsel may request and this Honourable Court may permit.

2. **THE GROUNDS FOR THE APPLICATION ARE:**

- (a) the Companies are the largest U.S owned providers of temporary and permanent modular buildings and are among the largest suppliers in the U.S. and Canada of temporary modular space and permanent modular construction;
- (b) on December 21, 2016, the Companies commenced the U.S. Proceedings by filing voluntary petitions under Chapter 11;
- (c) pursuant to an order of the U.S. Court dated December 22, 2016, the Chapter 11 proceedings in respect of the Companies were placed under joint administration;

- (d) pursuant to an order of the U.S. Court dated December 22, 2016, Modular Space was authorized to act as the foreign representative of the U.S. Proceedings in respect of the Companies;
- (e) ModSpace Canada is a corporation incorporated under the laws of the Province of Alberta;
- (f) to facilitate the cooperation between the U.S. Court and this Honourable Court and to integrate the U.S. Proceedings with these proceedings, Modular Space is requesting recognition of the “foreign proceedings” and recognition of certain substantive and procedural orders which have been issued by the U.S. Court in the U.S. Proceedings;
- (g) to ensure that affected stakeholders in Canada are properly informed of developments in the U.S. Proceedings, Modular Space is requesting the appointment of an information officer to report to this Honourable Court from time to time on the status of the U.S. Proceedings;
- (h) Alvarez & Marsal Canada Inc. has consented to act as Information Officer in this proceeding, if so appointed by this Honourable Court;
- (i) the provisions of the CCAA, including Part IV thereof;
- (j) rules 2.03, 3.02, 14.05, 16, 17 and 38 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended;
- (k) section 106 of the *Courts of Justice Act*; R.S.O. 1990, c. C-43;
- (l) section 137(2) of the *Courts of Justice Act*; R.S.O. 1990, c. C-43; and
- (m) such further and other grounds as counsel may advise and this Honourable Court may permit.

3. **THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the application:

- (a) the affidavit of David Orlofsky, sworn December 22, 2016 (the “**Orlofsky Affidavit**”) and the exhibits referred to therein;
- (b) the consent of Alvarez & Marsal Canada Inc. to act as Information Officer;
- (c) the following orders of the U.S. Court made in the U.S. Proceedings (each as defined in the Orlofsky Affidavit):
 - (1) an order recognizing MSH as the foreign representative of the Companies (the “**Foreign Representative Order**”);
 - (2) an order permitting the joint administration of the Chapter 11 cases of the Companies in the US Proceedings (the “**Joint Administration Order**”);
 - (3) an order authorizing the Companies to pay pre-Petition wages, compensation and employee benefits (the “**Wages Order**”);
 - (4) an interim order authorizing, but not directing, the Companies to maintain their existing bank accounts, cash management system and authorizing the continuation of (and administrative expense priority status of) intercompany transactions (the “**Cash Management Order**”);
 - (5) an interim order (i) approving post-Petition financing; (ii) granting liens and super-priority administrative expense claim status to pre-Petition secured parties; and (iii) modifying the automatic stay; and (iv) scheduling the final hearing (the “**DIP Financing Order**”);
 - (6) an order authorizing the Companies to retain Kurtzman Carson Consultants LLC as Claims and Noticing Agent *nunc pro tunc* to the filing date of the U.S. Proceedings (the “**KCC Order**”);
 - (7) an order authorizing the payment of pre-Petition taxes and fees (the “**Taxes Order**”);

- (8) an interim order (i) approving the Company's form of adequate assurance of payment; (ii) establishing procedures to resolve objections by utility companies; and (iii) restraining utility companies from discontinuing, alternating or refusing service (the "**Utilities Order**");
- (9) an order (i) confirming the enforcement and applicability of the automatic stay pursuant to Section 362 of the Code and (ii) confirming the Company's authority with respect to post-Petition operations (the "**Automatic Stay Order**");
- (10) an order establishing notification procedures and approving restrictions on certain transfers of or claims for worthlessness with respect to the debtor's equity securities (the "**NOL Order**");
- (11) an order authorizing the debtors to pay pre-petition claims of general unsecured creditors in the ordinary course of business (the "**Unsecured Creditors Order**");
- (12) an order establishing bar dates for filing proofs of claim, approving the form and manner for filing proofs of claim and the manner for notice of same (the "**Claims Order**");
- (13) an order (i) scheduling a combined disclosure statement approval and plan confirmation hearing; (ii) establishing a plan and disclosure statement objection date and related procedures; (iii) approving solicitation and related procedures; (iv) approving the notice procedures; (v) approving notice and objection procedures for the assumption, assignment and rejection of executory contracts and unexpired leases; and (vi) extending the time, and upon confirmation, waiving the requirements that statements and schedules be filed and a creditors' meeting be convened (the "**Solicitation Procedures Order**");

- (14) an order approving procedures for rights offering and related forms and authorizing the debtors to conduct the rights offering in connection with the Debtors' joint plan of reorganization pursuant to Chapter 11 (the "**Rights Offering Procedures Order**"); and,
 - (15) an order authorizing the debtors to file under seal the fee letters related to the post-petition financing motion (the "**Fee Letter Sealing Order**").
- (d) such further and documentary evidence as counsel may advise and this Honourable Court may permit.

December 22, 2016

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CV-16-11656-00CL

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ONTARIO
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PROCEEDINGS COMMENCED AT TORONTO

NOTICE OF APPLICATION
(Returnable December 28, 2016)

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TOR01: 6543749: v10

TAB 2

**ONTARIO
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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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**AFFIDAVIT OF DAVID ORLOFSKY
(Sworn December 23, 2016)**

I, **DAVID ORLOFSKY**, of the City of Hoboken in the State of New Jersey, **MAKE OATH
AND SAY** as follows:

1. I am a Senior Managing Director of Zolfo Cooper LLP ("**Zolfo**"), financial advisor to Modular Space Corporation ("**MSC**") and various related companies, and as such have personal knowledge of the matters deposed to in this Affidavit, or where I do not possess such personal knowledge, I have stated the source of my information, and in all such cases I believe that both the information and the resulting statement to be true.
2. I have worked at Zolfo for over 17 years and have provided both interim management and advisory services to various clients in a variety of restructuring matters, including as the Chief Restructuring Officer and interim Chief Financial Officer of large companies in the course of their restructuring proceedings.
3. Since July 2016, I have served as financial advisor to MSC and related companies, Modular Space Holdings, Inc., Modular Space Intermediate Holdings, Inc., Resun ModSpace, Inc., ModSpace Government Financial Services, Inc., Resun Chippewa, LLC

(with MSC, collectively, the “**US Debtors**”) and ModSpace Financial Services Canada, Ltd. (“**ModSpace Canada**” and, together with the US Debtors, the “**ModSpace Group**”). In this capacity, I have worked closely with the ModSpace Group personnel, reviewed the ModSpace Group’s documents and become familiar with the ModSpace Group’s day-to-day operations, business affairs and books and records.

Introduction

4. On December 21, 2016 (the “**Filing Date**”), the members of the ModSpace Group each filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 (“**Chapter 11**”) of the United States Code (the “**US Code**”) (collectively, the “**Petitions**” and each a “**Petition**”) with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”). Attached hereto and marked as **Exhibit “A”** is a true copy of the filed Petitions. The ModSpace Group has requested that the Petitions be jointly administered for procedural purposes only.
5. I am not aware of any other insolvency proceedings involving the ModSpace Group other than the proceedings before the US Court commenced by the Petitions (the “**US Proceedings**”) and these proceedings.
6. In support of the Petitions, I caused to be filed with the US Court a declaration (the “**First Day Declaration**”). The First Day Declaration sets out in greater detail, among other things, the history of the ModSpace Group and the present challenges leading to the US Proceedings. Attached hereto and marked as **Exhibit “B”** is a true copy of the First Day Declaration.
7. As detailed below, the ModSpace Group has reached an agreement with its primary secured creditors for a pre-packaged plan that has been filed in the United States. The plan will involve a swap of approximately US\$400 million in secured debt in exchange for equity. Under the plan, Canadian unsecured creditors having valid claims will be unaffected and will receive payment in the ordinary course. To the extent Canadian creditors are not repaid in full during the course of these proceedings, their claims will remain due and owing following conclusion of the plan and exit from the restructuring

proceedings in the US and Canada. Disputed claims, in particular outstanding litigation claims, will not be paid in the ordinary course and will be stayed during the course of the US Proceedings.

8. This Affidavit is made in support of an application by MSC, in its capacity as foreign representative of the Debtors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"), for an order granting certain relief, including, *inter alia*:
 - (a) abridging the time for service of the materials such that this application is properly returnable on December 28, 2016;
 - (b) declaring that MSC is a "foreign representative" as defined in section 45 of the CCAA in respect of the jointly administered insolvency proceedings;
 - (c) recognizing the US Proceedings under Chapter 11 of the US Code and declaring the US Proceedings as a foreign main proceeding with respect to each member of the ModSpace Group, including ModSpace Canada;
 - (d) recognizing and enforcing certain orders (as set out below) of the US Court made in the US Proceedings;
 - (a) staying all proceedings that might be taken against the ModSpace Group under the *Bankruptcy and Insolvency Act* R.S.C. 1985, c. B-3, as amended, or the *Winding-Up and Restructuring Act*, R.S.C. 1985, c. W-11, as amended;
 - (e) restraining further proceedings and any action, suit or proceeding against the ModSpace Group;
 - (f) prohibiting the commencement of any action, suit or proceeding against the ModSpace Group;
 - (g) granting the Court-ordered charges, namely the Administration Charge and the DIP Lenders Charge (as each is defined below); and

- (h) appointing Alvarez & Marsal Canada Inc. (“**A&M**”) as information officer in these proceedings.

The First Day Motions

- 9. As part of the first day motions (the “**First Day Motions**”) that were heard by the US Court on December 22 , 2016, the US Court made several orders (collectively, the “**First Day Orders**”). The First Day Orders made by the US Court include, *inter alia*:
 - (a) an order recognizing MSC as the foreign representative of the ModSpace Group, which is attached hereto and marked as **Exhibit “C”** (the “**Foreign Representative Order**”);
 - (b) an order permitting the joint administration of the Chapter 11 cases of the ModSpace Group in the US Proceedings, which is attached hereto and marked as **Exhibit “D”** (the “**Joint Administration Order**”);
 - (c) an order authorizing the ModSpace Group to pay pre-Petition wages, compensation and employee benefits which is attached hereto and marked as **Exhibit “E”** (the “**Wages Order**”);
 - (d) an interim order authorizing, but not directing, the ModSpace Group to maintain their existing bank accounts, cash management system and authorizing the continuation of (and administrative expense priority status of) intercompany transactions which is attached hereto and marked as **Exhibit “F”** (the “**Cash Management Order**”);
 - (e) an interim order: (i) approving post-Petition financing; (ii) granting liens and super-priority administrative expense claim status to pre-Petition secured parties; (iii) modifying the automatic stay; and (iv) scheduling the final hearing which is attached hereto and marked as **Exhibit “G”** (the “**DIP Financing Order**”);
 - (f) an order authorizing the ModSpace Group to retain Kurtzman Carson Consultants LLC (“**KCC**”) as Claims and Noticing Agent, *nunc pro tunc*, to the Filing Date which is attached hereto and marked as **Exhibit “H”** (the “**KCC Order**”);

- (g) an order authorizing the payment of pre-Petition taxes and fees which is attached hereto and marked as **Exhibit “I”** (the “**Taxes Order**”);
- (h) an interim order with respect to utilities providers: (i) approving the ModSpace Group’s form of adequate assurance of payment; (ii) establishing procedures to resolve objections by utility companies; and (iii) restraining utility companies from discontinuing, alternating or refusing service which is attached hereto and marked as **Exhibit “J”** (the “**Utilities Order**”);
- (i) an order: (i) confirming the enforcement and applicability of the automatic stay pursuant to Section 362 of the Code; and (ii) confirming the ModSpace Group’s authority with respect to post-Petition operations which is attached hereto and marked as **Exhibit “K”** (the “**Automatic Stay Order**”);
- (j) an interim order establishing notification procedures and approving restrictions on certain transfers of or claims for worthlessness with respect to equity securities which is attached hereto and marked as **Exhibit “L”** (the “**NOL Order**”);
- (k) an interim order authorizing the ModSpace Group to pay its pre-Petition unsecured creditors in the ordinary course of business which is attached hereto and marked as **Exhibit “M”** (the “**Unsecured Creditors Order**”);
- (l) an order establishing bar dates for filing proofs of claim, approving the form and manner for filing proofs of claim and the manner for notice of same which is attached hereto and marked as **Exhibit “N”** (the “**Claims Order**”);
- (m) an order (i) scheduling a combined disclosure statement approval and plan confirmation hearing; (ii) establishing a plan and disclosure statement objection date and related procedures; (iii) approving solicitation and related procedures; (iv) approving the notice procedures; (v) approving notice and objection procedures for the assumption, assignment and rejection of executory contracts and unexpired leases; and (vi) extending the time, and upon confirmation, waiving the requirements that statements and schedules be filed and a creditors’

meeting be convened which is attached hereto and marked as **Exhibit “O”** (the **“Solicitation Procedures Order”**); and

- (n) an order approving procedures for rights offering and related forms and authorizing the ModSpace Group to conduct the rights offering in connection with the ModSpace Group’s joint plan of reorganization pursuant to Chapter 11 which is attached hereto and marked as **Exhibit “P”** (the **“Rights Offering Procedures Order”**).

Foreign Representative Order and the Joint Administration Order

- 10. The US Court made the Foreign Representative Order appointing MSC as the foreign representative of the ModSpace Group to, among other things, seek recognition of the US Proceedings in Canada. Pursuant to the Foreign Representative Order, the US Court requested the assistance of this Court in aiding and supporting the US Proceedings.
- 11. Pursuant to the Joint Administration Order, the US Court directed that the Chapter 11 cases of each member of the ModSpace Group would be administered jointly, including having one court file and one service list.
- 12. In granting the Foreign Representative Order and the Joint Administration Order, the US Court was satisfied that each order was necessary for the Chapter 11 proceedings and the efficient administration of the US Proceedings. MSC seeks recognition of the Foreign Representative Order and the Joint Administration Order so that these proceedings can be managed efficiently and in a manner consistent with the US Proceedings.

Wages Order

- 13. The US Court granted the Wages Order authorizing the ModSpace Group to, *inter alia*, pay pre-Petition wages and other amounts owed to its employees, to continue all employee benefit programs and to pay all withholding obligations as such obligations are due.

14. In granting the Wages Order, the US Court was satisfied that failure to make payments for these obligations to the ModSpace Group employees (and for withholdings related to those employees) would threaten the ModSpace Group's ability to operate and its efforts to restructure and to implement the restructuring plan. The US Court was further satisfied that authorizing payments of these amounts was a sound exercise of the ModSpace Group's business judgment.
15. MSC seeks recognition of the Wages Order from this Honourable Court to ensure that all ModSpace Group employees, and government entities receiving withholdings, are treated consistently.

Cash Management Order

16. The US Court made the Cash Management Order, which authorizes the ModSpace Group to continue to operate its existing cash management system (including maintaining existing bank accounts), to maintain its existing business forms (such as cheques), and to continue to perform intercompany transactions consistent with past practice.
17. In granting the Cash Management Order, the US Court was satisfied that the existing system was essential to the ModSpace Group's ongoing operations and restructuring efforts, and that there would be no prejudice to the ModSpace Group continuing to use pre-printed business forms without modification to identify the members of the ModSpace Group as debtors in possession.
18. The US Court was also satisfied that the intercompany transactions should continue because the system was largely automated, and if the intercompany transactions were discontinued, the existing cash management system and related administrative controls would be disrupted. In making the Cash Management Order, the US Court was further satisfied that disrupting the intercompany transactions would cause irreparable harm to the ModSpace Group.
19. MSC seeks recognition of the Cash Management Order from this Honourable Court to ensure that the ModSpace Group finances, which are highly integrated, can continue in

the ordinary course and to ensure the efficient administration of the ModSpace Group as it works to restructure and implement its restructuring plan.

DIP Financing Order

20. Pursuant to the DIP Financing Order:

- (a) the US Debtors were authorized to borrow up to US\$568,000,000, subject to a borrowing base and availability reserves, pursuant to a US revolving loan facility (with up to US\$55,000,000 of this amount available prior to entry of the final DIP Financing Order);
- (b) ModSpace Canada was authorized to borrow up to US\$200,000,000, subject to a borrowing base and availability reserves, pursuant to a Canadian revolving loan facility (with up to US\$6,000,000 of this amount available prior to entry of the final DIP Financing Order); and
- (c) the US Debtors were authorized to borrow, subject to the entry of the final DIP Financing Order, under a US term loan in the amount of the unpaid principal balance under the pre-Filing Date ABL Facility owed the U.S. Term Lender (as both terms are defined in the DIP Financing Order) pursuant to a US term loan in the amount of up to US\$26,257,000, with no funds available under this facility prior to entry of the final DIP Financing Order

(collectively the “**DIP Financing**”)

on such terms and conditions set out in the applicable post-petition credit agreement and related documents (collectively, the “**DIP Financing Documents**”).

21. The DIP Financing is being provided by a syndicate of lenders (the “**DIP Lenders**”) pursuant to the DIP Financing Documents. The DIP Lenders consist of the syndicate of lenders that provided the ModSpace Group with its pre-Petition financing. Taking into account the borrowing base and reserve requirements under the DIP Financing Documents, ModSpace Canada had approximately US\$8.5 million of availability under the DIP Financing as of the Filing Date.

22. Pursuant to the DIP Financing Documents, and consistent with the pre-Petition financing terms, the US Debtors guarantee the obligations of ModSpace Canada under the DIP Financing Documents, but ModSpace Canada does not guarantee the obligations of the US Debtors. Similarly, the assets of the US Debtors provide security to the DIP Lenders for the obligations of the US Debtors and ModSpace Canada, but the assets of ModSpace Canada provide security only for the obligations of ModSpace Canada.
23. The US Court also ordered that the DIP Financing be secured by security interests and liens in accordance with the US Code and that the amounts owed under the DIP Financing would constitute super-priority claims in priority to all other obligations and liabilities of the ModSpace Group.
24. The DIP Financing Order authorizes the US Debtors to use advances under the DIP Financing to repay pre-Petition amounts owed by them. However, ModSpace Canada is not authorized to use advances under the DIP Financing to repay pre-Petition amounts owed by it. The DIP Financing Order permits ModSpace Canada to use certain Cash Collateral (as that term is defined in the DIP Financing Order) to repay pre-Petition amounts owed by it. The DIP Financing Documents provide that proceeds of Accounts or Rental Equipment (as each is defined in the DIP Financing Documents) shall first be applied as set out in the DIP Financing Order (as above) until all pre-Petition amounts owed by ModSpace Canada have been repaid, before being applied to the obligations of ModSpace Canada under the DIP Financing.
25. Pursuant to the terms of the DIP Financing Documents, the ModSpace Canada portion of the DIP Financing funded in Canadian dollars will incur interest on the unpaid principal, from the date made until paid in cash at the “Canadian Prime Rate” (or “Canadian BA Rate”, if selected by ModSpace Canada) plus 3.5% (or 4.5% if the “Canadian BA Rate” was selected). The ModSpace Canada portion of the DIP Financing funded in US dollars will incur interest on the unpaid principal from the date made until paid in cash at a rate per annum equal to the “Canadian Base Rate” (or the “LIBOR Rate”, if selected by ModSpace Canada), plus 3.5% (or 4.5% if the “LIBOR Rate” was selected). If an “Event

of Default” (as defined in the DIP Financing Documents) exists under the DIP Financing Documents, the interest rate is increased by 2% over the rate that would otherwise apply.

26. Based on my experience in restructuring matters, and the other efforts made by the ModSpace Group with respect to financing (further details of which are set out below), I believe that these costs and fees are market for similar levels of financing in similar circumstances.
27. Since the reorganization plan is a pre-packaged restructuring, the DIP Lenders are providing a robust financing package, including the DIP Facilities and exit facilities under a fully consensual restructuring and reorganization deal in an expedited manner. All of the affected parties have considered the terms of the DIP Financing, including its pricing and terms, and found that they are reasonable and in line with the market. Based on my experience in restructuring matters, and my discussions with representatives of the ModSpace Group, I believe that no other alternatives available would achieve this level of financing at this pricing within the time period anticipated for this restructuring and exit.
28. The ModSpace Group explored alternative sources of interim financing, including considering a proposal submitted by the Ad Hoc Group of Noteholders (as defined below). This alternative structure would have been more expensive and since the ABL Lenders were opposed to this financing approach, it likely would have led to at least some litigation (particularly regarding the use of cash collateral, among other potential issues, including the ABL Lenders opposing priming charges). Further, this alternative structure did not include exit financing.
29. In the ordinary course of business, the ModSpace Group, and most of its competitors, use asset-based loans (“ABL”) to finance their working capital needs, both because their assets are high value and because ABL provide a less expensive source of funding. The ModSpace Group’s business plan is based on this lower cost of capital. Accordingly, the financing options available to the ModSpace Group are effectively limited to commercial banks with an ABL component. The DIP Financing is being provided by a syndicate of 13 lenders, most of whom are typical ABL lenders to the modular space industry,

including the three largest lenders (Bank of America, Wells Fargo and JP Morgan). Since this is a large facility, any alternate structure would be widely syndicated, likely to many of the same lenders, such that any alternate financing is likely to be comprised of the same lenders and made on similar terms.

30. Finally, in the summer of 2016, the ModSpace Group was exploring a potential merger. In the course of those discussions, it received financing proposals. While those proposals were for different deals, based on the terms and prices obtained in the course of those discussions, and my experience in restructuring matters, I believe that the pricing and cost of the DIP Financing is reasonable and in line with market pricing and terms.
31. The US Court was satisfied that the DIP Financing Order was necessary to permit the orderly continuation and operation of the ModSpace Group, to maintain business relationships and satisfy its business and operational needs (including payroll and other expenses incurred in the ordinary course of business) and to fund the administration of the US Proceedings and the ModSpace Group's efforts to restructure and implement the restructuring plan.
32. The US Court was also satisfied that the ModSpace Group would not be able to obtain financing on more favourable terms and would not be able to obtain adequate unsecured credit under the US Code.
33. The US Court was further satisfied that the DIP Financing was a sound exercise of the ModSpace Group's business judgment.
34. MSC seeks recognition of the DIP Financing Order from this Honourable Court, and submits that such recognition is necessary to ensure the financing remains available and that the ModSpace Group can meet its obligations and continue its efforts to restructure and to implement the restructuring plan. The DIP Financing is an important component of the pre-packaged restructuring agreed upon by the ModSpace Group and its primary financial stakeholders.

KCC Order

35. Pursuant to the KCC Order, the US Court appointed KCC as claims and noticing agent for the ModSpace Group in order to administer the claims of the ModSpace Group's creditors.
36. In making the KCC Order, the US Court determined that the appointment of KCC as claims and noticing agent was reasonable and appropriate to ensure the efficient and effective administration and determination of claims against the ModSpace Group.
37. MSC seeks recognition of the KCC Order from this Honourable Court to ensure consistency in the administration of these proceedings and the US Proceedings. However, MSC does not propose that the role of KCC supplant or replace the proposed role of A&M as information officer in these proceedings.

Taxes Order

38. Pursuant to the Taxes Order, the US Court authorized the ModSpace Group, in its discretion, to pay any pre-Petition taxes and fees owed to various taxation authorities. The Taxes Order includes the Canada Revenue Agency, 8 taxation authorities (municipal and Provincial) throughout Canada and 9 worker's compensation divisions (the specific entities are listed at Exhibit A to the Taxes Order). The Taxes Order does not contemplate staying or reducing the amounts owed to any of the taxation authorities (other than the ModSpace Group's ordinary rights to contest the amounts).
39. In making the Taxes Order, the US Court determined that it was appropriate and necessary for the ModSpace Group to have discretion to pay pre-Petition taxes and fees to facilitate its continued operations and avoid potential disruptions to the ModSpace Group's operations.
40. MSC seeks recognition of the Taxes Order from this Honourable Court, and submits that such recognition is necessary to ensure the efficient and consistent administration of the ModSpace Group's operations and stability throughout its efforts to restructure and to implement the restructuring plan. MSC also seeks recognition of the Taxes Order from

this Honourable Court to ensure that Canadian taxation authorities are treated consistently with the US taxation authorities.

Utilities Order

41. Pursuant to the Utilities Order, the US Court approved adequate assurance of payment for certain utility providers, establishing procedures for resolving claims by utility providers and prohibiting the utility providers from terminating service solely on the basis of the commencement of the US Proceedings. The Utilities Order includes 39 Canadian utilities providers (listed at Schedule 1 to the Utilities Order).
42. Pursuant to the Utilities Order, the ModSpace Group will create a segregated account for utilities for the benefit of all of the utilities companies listed on the Utilities Order (including the Canadian providers).
43. In making the Utilities Order, the US Court was satisfied that continued service was reasonable, appropriate and necessary to maintain the ModSpace Group's operations while it continues its efforts to restructure and to implement the restructuring plan.
44. MSC seeks recognition of the Utilities Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and the US Proceedings. MSC also seeks recognition of the Utilities Order from this Honourable Court to ensure Canadian utilities providers are treated consistently with the US utilities providers.

Automatic Stay Order

45. Pursuant to the Automatic Stay Order, the US Court enforced and restated the automatic stay of the US Code and the ModSpace Group's right to continue operations, including authorization to satisfy all ordinary course business obligations incurred after the Filing Date.
46. In making the Automatic Stay Order, the US Court determined that enforcing and restating the stay provisions of the US Code was appropriate and necessary to maintain

the ModSpace Group's operations while it continues its efforts to restructure and to implement the restructuring plan.

47. MSC seeks recognition of the Automatic Stay Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and the US Proceedings.

NOL Order

48. Pursuant to the NOL Order, the US Court, *inter alia*, established notification procedures and approved restrictions on certain transfers of (or declarations of worthlessness for US federal or state tax purposes with respect to) equity securities of Modular Space Holdings, Inc. ("**Holdings**"). In particular,
- (a) each "Substantial Equityholder",¹ except as set out in the NOL Order, must serve Holdings with a notice setting out the amount of stock of which it has tax ownership;
 - (b) any entity that is not, as of the Filing Date, a Substantial Equityholder that wishes to purchase stock must deliver a notice regarding the proposed acquisition;
 - (c) any Substantial Equityholder that wishes to purchase additional stock must deliver a notice regarding the proposed acquisition;
 - (d) any Substantial Equityholder that wishes to sell stock must deliver a notice regarding the proposed sale; and
 - (e) if the ModSpace Group does not file an objection to the proposed acquisitions or transfers set out at subparagraphs (b), (c) and (d) above within 21 days, the transaction may proceed. If the ModSpace Group files an objection, the transaction will be subject to approval from the US Court.

¹ Defined in the NOL Order as an entity with tax ownership of at least 1,015,735 shares of Class A Stock representing approximately 4.75% of the issued and outstanding shares of Class A Stock or at least 166,208 shares of Common Stock, representing approximately 4.75 of the issued and outstanding shares of Common Stock.

49. Similarly, parties wishing to make a declaration of worthlessness for tax purposes must deliver notices in accordance with the NOL Order, to which the ModSpace Group will have 30 days to object before the declaration of worthlessness can become effective. If the ModSpace Group objects, the declaration of worthlessness will not be permitted without further order of the US Court.
50. In making the NOL Order, the US Court determined that unrestricted trading of the Holdings equity securities could limit the ModSpace Group's ability to restructure and to implement the restructuring plan (by limiting the ModSpace's Group's ability to use its tax benefits, including net operating losses) and that, accordingly, establishing procedures and restrictions was reasonable in the circumstances. The restrictions and notification procedures are not an injunction on trading, but rather designed to monitor trading and to allow the ModSpace Group to assess the impact trading may have on its tax attributes.
51. Since ModSpace Canada is a wholly owned subsidiary, and Holdings does not have any presence in Canada, the NOL Order does not affect ModSpace Canada or its stakeholders.

Unsecured Creditors Order

52. Pursuant to the Unsecured Creditors Order, the US Court authorized, but did not direct, the ModSpace Group to pay their general unsecured creditors for pre-Petition claims in the ordinary course of business. Under the Unsecured Creditors Order, the ModSpace Group is permitted to pay the unsecured creditors with undisputed claims in accordance with their pre-existing payment terms and timelines (subject to the terms of the DIP Financing Order and the DIP Financing Documents). This is a vital aspect of the restructuring as all creditors with valid claims are being treated as unaffected and paid in the ordinary course.
53. In making the Unsecured Creditors Order, the US Court was satisfied that potential payment of the ModSpace Group's unsecured creditors was reasonable in the circumstances, in particular in light of the pre-packaged plan of reorganization which provides for payment in full of all unsecured creditors. The US Court was also satisfied

that it was appropriate and necessary to authorize payment of pre-Petition unsecured claims.

Claims Order

54. Pursuant to the Claims Order, the US Court approved timelines and procedures for the filing and assessment of claims against Holdings and Intermediate. In particular, the Claims Order established a deadline of 4:00pm (Eastern Time) on January 18, 2017 for general unsecured claims (other than government entities) and 4:00 pm (Eastern Time) on June 26, 2017 for government creditors.
55. The claims of certain entities and parties were excluded from application of the Claims Order, including the ABL Lenders (as defined in the First Day Declaration), the holders of Secured Notes (as defined below), creditors of Holdings pursuant to an Agreement of Indemnity dated February 12, 2012 and pursuant to an Amended and Restated Management Agreement dated March 30, 2007, claims for reimbursement under the restructuring and support agreement dated December 20, 2016 (the “RSA”) (described in further detail below), claims of directors of Holdings or Modular Space Intermediate Holdings, Inc. (“**Intermediate**”) with respect to claims related to insurance or indemnity and any claims by other members of the ModSpace Group against Holdings or Intermediate. There are no known creditors in Canada that are excluded from the Unsecured Creditors Order.
56. The Claims Order does not establish any claims deadlines or bar dates for creditors of ModSpace Canada. Holdings and Intermediate have no known creditors in Canada.

Solicitation Procedures Order

57. Pursuant to the Solicitation Procedures Order, the US Court:
 - (a) scheduled a combined hearing on the adequacy of the ModSpace Group’s disclosure statement (the “**Disclosure Statement**”) and confirmation of its pre-packaged Chapter 11 plan (the “**Plan**”) for February 7, 2017;

- (b) established a deadline of January 25, 2017 for objections as to the adequacy of the Disclosure Statement and confirmation of the Plan;
 - (c) approved the solicitation procedures for votes to accept the Plan and procedures for tabulating the votes;
 - (d) approved the form and manner of notice for the hearing to confirm the Plan;
 - (e) approved notice and objection procedures for the assumption, assignment and rejection of executory contracts and unexpired leases; and
 - (f) provided that:
 - (i) the deadline to file schedules of assets and liabilities and statements of financial affairs shall be extended March 6, 2017 (and that if the Plan is confirmed by March 6, 2017, such filings are not required); and
 - (ii) the meeting of creditors shall not be convened until March 6, 2017 (and that if the Plan is confirmed by March 6, 2017, such a meeting is not required).
58. Prior to the Filing Date, the ModSpace Group began soliciting votes for approval of the Plan and providing notice of the hearing for the Disclosure Statement and confirmation of the Plan under the terms set out in the Solicitation Procedures Order.
59. In making the Solicitation Procedures Order, the US Court conditionally approved the Disclosure Statement as providing adequate information under the US Code, and that the Solicitation Procedures Order was in the best interests of the ModSpace Group, their creditors and other stakeholders.

Rights Offering Procedure Order

60. Pursuant to the Rights Offering Procedure Order, the US Court approved various procedures for the conduct of, and participation in, the Rights Offering (as defined below). In particular:

- (a) the Rights Offering will begin January 11, 2017 and will expire on February 8, 2017 (the “**Exercise Period**”); and
 - (b) payments made pursuant to the Rights Offering are to be held in a segregated account, and if the Rights Offering is not consummated, the funds returned, without interest, after the earlier of February 23, 2017 or the date the ModSpace Group announces it is no longer pursuing the Rights Offering.
61. The Rights Offering is a critical component of the ModSpace Group’s pre-packaged restructuring plan, as set out below, and the procedures set out in the Rights Offering Procedures Order ensure that the ModSpace Group can meet the timelines and requirements under the RSA and the restructuring plan.
62. In making the Rights Offering Procedure Order, the US Court determined that the Exercise Period was a reasonable period of time for the holders of Secured Notes to make a decision as to whether to participate in the Rights Offering or not.

The Business of the ModSpace Group

63. The ModSpace Group provides a range of building products, including office trailers, classrooms, portable storage units and other modular units and construction projects. The ModSpace Group works with a range of industries, including commercial, construction, education, government, healthcare, industrial, energy, franchise and retail and sports and entertainment. ModSpace Canada’s operations have been adversely affected by the price of oil, which has reduced the need for its products, which are frequently used in oil and gas projects.
64. Further details of the history and business of the ModSpace Group (including the circumstances leading to the Chapter 11 Petitions) are set out in the First Day Declaration.

Corporate Structure of the ModSpace Group

65. Details of the ModSpace Group, their incorporating jurisdiction and the location of their head office are as follows:

Name	Jurisdiction of Registered Office	Location of Head Office/Headquarters
Modular Space Holdings, Inc.	Delaware	Berwyn, Pennsylvania
Modular Space Intermediate Holdings, Inc.	Delaware	Berwyn, Pennsylvania
Modular Space Corporation	Delaware	Berwyn, Pennsylvania
Resun ModSpace, Inc.	Delaware	Berwyn, Pennsylvania
ModSpace Government Financial Services, Inc.	Delaware	Berwyn, Pennsylvania
ModSpace Financial Services Canada, Ltd.	Alberta	Berwyn, Pennsylvania
Resun Chippewa, LLC	Delaware	Berwyn, Pennsylvania

66. Further details of the corporate structure of the ModSpace Group, including an organization chart and the ownership structure are set out in the First Day Declaration.

Centre of Main Interest

The US Debtors

67. The ModSpace Group's operations are based in the United States.
68. The US Debtors each have their registered office and conduct all operations in the United States. The US Debtors have no assets or operations in Canada and the US Debtors have no Canadian creditors or employees.
69. All material decisions with respect to business and operations of the US Debtors are directed by management located in the United States (in particular, the head office in Berwyn, Pennsylvania), including without limitation, all decisions regarding administration, finances, human resources, strategic planning, management, communication and accounting.

ModSpace Canada

70. ModSpace Canada has its registered and records office in Calgary, Alberta. Attached hereto and marked as **Exhibit “Q”** is a true copy of the Alberta Corporate Registry search for ModSpace Canada, obtained from the Alberta Corporate Registry on or about December 20, 2016.
71. ModSpace Canada is also extra-provincially registered in Ontario, Quebec, Nova Scotia, New Brunswick, Newfoundland and Labrador, Prince Edward Island, Manitoba, Saskatchewan and British Columbia.
72. One of ModSpace Canada’s two directors, Paul A. D. Mingay, is a resident of Toronto, Ontario and a partner with Borden Ladner Gervais LLP (“**BLG**”), Canadian counsel to the ModSpace Group, and the other director is a resident of Berwyn, Pennsylvania.
73. In the twelve months ended September 30, 2016, the ModSpace Canada represented approximately 14% of the ModSpace Group’s consolidated revenue and approximately 21% of the ModSpace Group’s total adjusted EBITDA. Based on the consolidated financial statements ended September 30, 2015 (as described below and attached as Exhibit S), the ModSpace Group consolidated revenue for that period was approximately \$454 million, with ModSpace Canada representing approximately \$94 million (21% of revenue) over that period.
74. Based on the audited and consolidated financial statements of the ModSpace Group prepared by PricewaterhouseCoopers dated January 13, 2016, I verily believe that as of September 30, 2015, the assets of ModSpace Canada represented approximately 20% of the ModSpace Group’s total assets and the liabilities of ModSpace Canada represented approximately 13% of the ModSpace Group’s total liabilities.
75. The Canadian assets and operations of ModSpace Canada can be summarized as follows:
 - (a) Attached hereto and marked as **Exhibit “R”** is a diagram of the ModSpace Group’s cash management system. ModSpace Canada maintains the following Canadian bank accounts:

- (i) one account (the “**Canada Receipts Account**”) with the Royal Bank of Canada (“**RBC**”), which receives payments from customers and carries an incremental cash balance at the end of each day (as it is swept by transfer daily with the funds applied to the outstanding balance of ModSpace Canada’s pre-Filing Date revolving loan facility). As of December 20, 2016, the Canada Receipts Account had a balance of CDN\$10,000;
 - (ii) one account with RBC which is used for payments to trade creditors and general funding disbursements, which is funded daily based on liquidity needs (the “**Funding Account**”) which, as of December 20, 2016, had a balance of CDN\$1,400,000;
 - (iii) three accounts with RBC, which are zero balance accounts funded for specific disbursements (one for employee reimbursements for travel and lodging expenses, one for employee benefit claims, payroll taxes and company credit cards and one for accounts payable such as vendor payments) which are credited directly from the Canadian Funding Account; and
 - (iv) two US dollar accounts with RBC, which as of December 20, 2016, collectively had balance of approximately US\$200,000 (one of the two is a zero balance account funded by the other);
- (b) it also maintains a US dollar bank account with the Bank of America (“**BofA**”) in Atlanta, Georgia which is used for general corporate purposes and which had a zero balance as of December 20, 2016;
- (c) it operates the 15 Canadian branch and service centre locations, which are located in Chilliwack, British Columbia, Prince George, British Columbia, Airdrie, Alberta, Edmonton, Alberta, Saskatoon, Saskatchewan, two locations in Regina, Saskatchewan, Winnipeg, Manitoba, Sarnia, Ontario, Brampton, Ontario, Ottawa, Ontario, Ville De Chateauguay, Quebec, St. Romauld, Quebec, Dartmouth, Nova Scotia and St. Johns/Paradise, Newfoundland;

- (d) it operates five storage centres, which are located in Edmonton, Alberta (two storage locations), Saskatoon, Saskatchewan, Prince George, British Columbia and Blaketown, Nova Scotia;
 - (e) it owns ten properties for branch and service centre locations in Canada (two located in Alberta, one located in Saskatchewan, one located in Manitoba, one located in British Columbia, two located in Quebec, two located in Ontario and one located in Nova Scotia);
 - (f) it is a party to ten real property leases for branch, service centre and storage property locations in Canada (three located in Alberta, two located in Saskatchewan, two located in British Columbia, two located in Newfoundland, and one located in Ontario);
 - (g) it owns the ModSpace Group assets (i.e. modular units) that are located in Canada, excluding goodwill, accounts receivable and cash, valued at approximately US\$190 million; and
 - (h) it employs 60 Canadian employees (59 salaried employees and one hourly employee). The Canadian employees are located throughout Canada at ModSpace Canada's branch and service centre locations in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland.
76. None of the ModSpace Canada employees are members of any unions.
77. ModSpace Canada administers a defined contribution pension plan for its employees (the "DCPP"), whereby eligible employees are permitted to set aside a portion of their earnings in certain investments. ModSpace Canada automatically contributes 2% of an employee's total compensation each pay period, regardless of the employee's contributions, and will match 50 cents on the dollar of employee contributions up to 4% (in total ModSpace Canada contributions). Matching contributions vest automatically. Sun Life Assurance Company of Canada is the plan provider.

78. On average, ModSpace Canada withholds approximately US\$12,243 each month for employees participating in the DCP, and contributes approximately US\$12,145 each month in matching contributions.
79. As of the Filing Date, there were no outstanding amounts owed in withholdings or matching contributions under the DCP. As part of the First Day Motions, the ModSpace Group received authorization to continue the DCP in the ordinary course.
80. As of December 20, 2016, ModSpace Canada owed approximately US\$100,000 to its employees for commissions earned but unpaid. Pursuant to the Wages Order, the ModSpace Group received approval from the US Court to pay the outstanding commissions and ModSpace Canada anticipates paying these commissions in the ordinary course of business.
81. Any amounts owed to any ModSpace Canada employees, including for vacation pay, severance pay, reimbursements for expenses and disbursements (including housing expenses) are expected to be paid in the ordinary course in accordance with the Wages Order.
82. ModSpace Canada also has assets located in the United States, including the bank account with BofA, referred to above, and certain modular units.
83. Each ModSpace Canada branch office has a regional sales staff and administrative staff. Each ModSpace Canada service centre employs maintenance personnel responsible for site installation, preventive maintenance, cleaning, repairs, refurbishment, delivery and pick-up. However, a significant portion of these tasks are outsourced to subcontractors. The services and functions of the ModSpace Canada storage locations are fully outsourced.
84. ModSpace Canada is a wholly owned subsidiary of MSC. MSC oversees the operations of ModSpace Canada and provides significant direction to and oversight of ModSpace Canada's operations and assets.

85. ModSpace Canada's head office is located in Berwyn, Pennsylvania, although ModSpace Canada has limited management personnel located at an office in Brampton, Ontario. ModSpace Canada has a Senior Vice President (the "SVP"). The SVP is considered a senior executive of ModSpace Canada and the ModSpace Group. ModSpace Canada had previously had a Human Resources Manager based in Brampton, Ontario, but this role was eliminated in early December 2016.
86. The SVP based in Brampton, Ontario is responsible for day-to-day sales, operations and administrative functions in Canada. The SVP also prepares the budget for ModSpace Canada. The SVP reports directly to the Chief Executive Officer and the Chief Financial Officer of MSC based in Berwyn, Pennsylvania. All strategic, financial and corporate decisions (including the budget for ModSpace Canada) are subject to approval of the Chief Executive Officer and Chief Financial Officer of MSC based in Berwyn, Pennsylvania. The SVP's compensation (through bonuses) is based on the overall financial performance of the ModSpace Group.
87. Since early December 2016, all human resources functions for ModSpace Canada have been managed and directed from Berwyn, Pennsylvania, under the direction of the Vice President of Human Resources of MSC.
88. All of ModSpace Canada's treasury and financial decisions, including borrowing and setting prices are made by the Chief Financial Officer of MSC based in Berwyn, Pennsylvania. All Canadian locations provide financial data and information to the head office in Berwyn, Pennsylvania, which consolidates the information and uses it to make these financial decisions.
89. All of ModSpace Canada's strategic decisions are made by the SVP, in conjunction with the Chief Executive Officer and the Chief Financial Officer of MSC based in Berwyn, Pennsylvania. The Chief Executive Officer and Chief Financial Officer of MSC rely on the expertise of the SVP, and give deference to the SVP's opinion, but the ultimate and final decisions are made by the Chief Executive Officer and the Chief Financial Officer of MSC.

90. All accounts payable and accounts receivable (including collections) are managed from the ModSpace Group head office in Berwyn, Pennsylvania.

ModSpace Canada is fully integrated in the US management of the ModSpace Group

91. The ModSpace Group operations, including ModSpace Canada, are highly integrated, and all corporate decisions are made in Berwyn, Pennsylvania by MSC on behalf of the ModSpace Group (including ModSpace Canada).
92. Other than the SVP, all of the senior management of the ModSpace Group, including ModSpace Canada, are resident in the United States. The SVP is based in Brampton, Ontario. As noted above, the SVP reports to and takes direction from the ModSpace Group Chief Executive Officer and Chief Financial Officer based in Berwyn, Pennsylvania.
93. The marketing of the ModSpace Group, including ModSpace Canada, is directed by an eight-person marketing team based in MSC's head office in Berwyn, Pennsylvania. The marketing team is responsible for promoting the ModSpace Group brand (including ModSpace Canada), generating sales leads and supporting sales efforts by producing point-of-sale materials. ModSpace Canada has no marketing personnel or employees outside the marketing team based in Berwyn, Pennsylvania.
94. All information technology ("IT") services for ModSpace Canada are provided from the ModSpace Group's head office in Berwyn, Pennsylvania. ModSpace Canada has no IT personnel or employees outside the IT team based in Berwyn, Pennsylvania.
95. The ModSpace Group employs an internal general counsel, based in Berwyn, Pennsylvania, who acts for and advises all members of the group, including ModSpace Canada.
96. The cash management system of ModSpace Canada is fully integrated with the ModSpace Group and is based in Berwyn, Pennsylvania.
97. All of ModSpace Canada's asset management, capital expenditure and planning decisions are made by the Chief Financial Officer of MSC based in Berwyn, Pennsylvania. Such

decisions are made with input from the Canadian branch locations, but all final determinations are made by MSC at the ModSpace Group head office in Berwyn, Pennsylvania.

98. As noted above, the majority of the ModSpace Canada bank accounts are zero-balance accounts funded based on anticipated liquidity needs. The determination of funding for the ModSpace Canada bank accounts is made by the controller of the ModSpace Group based in Berwyn, Pennsylvania. Accordingly, ModSpace Canada is wholly dependent on the ModSpace Group for its funding requirements.
99. As noted in the First Day Declaration, the ABL Facility is a global credit facility for the ModSpace Group, including ModSpace Canada. The ABL Facility made available a US dollar facility for the US Debtors and a Canadian dollar and US dollar facility for ModSpace Canada. Under the ABL Facility, certain of the US Debtors guarantee the obligations of ModSpace Canada, but ModSpace Canada does not guarantee the obligations of any of the US Debtors. Similarly, the assets of the US Debtors provide security to the lenders under the ABL Facility for the obligations of the US Debtors and ModSpace Canada, but the assets of ModSpace Canada provide security only for the obligations of ModSpace Canada.
100. The ABL Facility is administered by the ModSpace Group finance department based in Berwyn, Pennsylvania.
101. Based on the forgoing, I verily believe that the ModSpace Group, including ModSpace Canada, is managed from Berwyn, Pennsylvania from a corporate, strategic and management perspective and that significant creditors would recognize Berwyn, Pennsylvania as the centre of ModSpace Canada's operations.

Intercompany Transactions

102. In light of the integrated and consolidated nature of the ModSpace Group, MSC makes a number of payments on behalf of the US Debtors that do not have bank accounts. Those US Debtors perform intercompany transactions to reimburse MSC. Similarly, ModSpace Canada benefits from services performed by MSC on behalf of ModSpace Canada and

the US Debtors (other than Holdings and Intermediate) guarantee of the ModSpace Canada obligations under the ABL Facility (as defined in the First Day Declaration). Accordingly, ModSpace Canada pays a monthly management fee and guarantor fee (together, the “**Management Fees**”).

103. The Management Fees are approximately US\$600,000 per month, and are not subject to tax. The Management Fees, when paid, are applied against the outstanding balance on the ABL Facility.
104. All intercompany transactions are booked by the ModSpace Group head office in Berwyn, Pennsylvania.
105. The ModSpace Group expects that such intercompany transactions, including the monthly management and guarantor fee from ModSpace Canada to MSC, will continue in the ordinary course of business. Based on my review of the ModSpace Group’s books and records, I verily believe that such intercompany transactions (including the Management Fee) are reasonable and necessary in the circumstances, and that the ModSpace Group’s operations would be irreparably harmed if such transactions were prohibited. The Cash Management Order specifically authorizes and approves the continuation of intercompany transactions, including payment of the Management Fee, in the ordinary course of business.

August 2016 Loan Payment

106. In June 2008, MSC, as lender, and ModSpace Canada, as borrower, entered into an agreement for MSC to provide ModSpace Canada with a revolving credit facility of CDN\$250,000,000. This agreement was set to expire on June 20, 2018. In August 2016, ModSpace Canada repaid this facility in full (approximately US\$2.1 million or CDN\$2.8 million) in order to provide liquidity to MSC and the US Debtors. As of December 20, 2016, the balance of this facility remained zero (although the facility remains open).

Other Intercompany Transactions

107. Other than the MSC loan, which was repaid in the summer of 2016, and the monthly management and guarantor fees paid by ModSpace Canada to MSC, there are no intercompany transactions involving ModSpace Canada.

ModSpace Canada's Finances

108. In the twelve months ended September 30, 2016, the ModSpace Canada represented approximately 14% of the ModSpace Group's consolidated revenue and approximately 21% of the ModSpace Group's total adjusted EBITDA. Based on the consolidated financial statements ended September 30, 2015 (as described below and attached as Exhibit S), the ModSpace Group consolidated revenue for that period was approximately \$454 million, with ModSpace Canada representing approximately \$94 million (21% of revenue) over that period.
109. Attached hereto and marked as **Exhibit "S"** is a true copy of the consolidated financial statements ended September 30, 2015 for Holdings and its subsidiaries, including MSC and ModSpace Canada. There is no separate reporting of ModSpace Canada's results and finances, except to the extent aspects of the attached consolidated statements include the figures for various subsidiaries, including ModSpace Canada.
110. Attached hereto and marked as **Exhibit "T"** is a true copy of the cash flow and budget for the ModSpace Group (on a consolidated basis) during the restructuring proceedings, along with the cash flow and budget for ModSpace Canada alone.

ModSpace Group's Creditors

111. As noted above and in the First Day Declaration, the ABL Facility is a global credit facility for the ModSpace Group. Accordingly, a significant creditor of the ModSpace Group is common to all members of the group, including ModSpace Canada. However, there is otherwise little overlap between the creditors of ModSpace Canada and the creditors of the ModSpace Group.

112. ModSpace Canada owes approximately US\$60.1 million to the ABL Lenders (as defined in the First Day Declaration), the primary secured creditors of the ModSpace Group. The US Debtors owe the ABL Lenders approximately US\$533 million.
113. If the ABL Lenders were to require repayment in full of the amounts owed by ModSpace Canada (approximately US\$60.1 million), ModSpace Canada would be unable to repay the full amount owed.
114. The ModSpace Group and its creditors, including the ABL Lenders, have entered into an agreement for a restructuring of the ModSpace Group's operations, including ModSpace Canada. The participation of ModSpace Canada is an important component of this consensual restructuring and pre-packaged restructuring plan that will allow the entire ModSpace Group to restructure and continue its operations.
115. The US Debtors are guarantors under the Secured Notes, but ModSpace Canada has not issued any guarantees with respect to the Secured Notes.
116. Other than the lenders under the ABL Facility, ModSpace Canada has a limited number of secured creditors.
- (a) As shown on the PPR Searches (as defined below), ModSpace Canada is subject to security interest registrations in favour of PHH Vehicle Management Services Inc. and Element Fleet Management Inc. Although there are registrations in favour of PHH Vehicle Management Services Inc. and Element Fleet Management Inc., all amounts owed to these companies have been paid as of the Filing Date; and
 - (b) ModSpace Canada leases forklifts from Pitney Bowes Global Financial Services ("PBG"), and owes approximately US\$95 under those leases. ModSpace Canada expects to pay PBG in the ordinary course of business throughout these proceedings.
117. ModSpace Canada has approximately 260 unsecured creditors that are owed approximately US\$1.2 million. These include approximately US\$320,000 to

manufacturers and equipment providers, approximately US\$20,000 to shippers and approximately US\$820,000 to maintenance, refurbishment and construction service providers.

118. The US Debtors are also indebted pursuant to Secured Notes (as defined in the First Day Declaration). The Secured Notes are secured, in part, by a pledge of the stock of ModSpace Canada.
119. The ModSpace Canada Canadian creditors are to be paid in the ordinary course of business in accordance with the Unsecured Creditors Order. Some of ModSpace Canada's unsecured creditors may have their claims reinstated so that their debt and obligation will be owed by the reorganized entity following completion of the restructuring plan. No Canadian creditors or creditors of ModSpace Canada will have their claims extinguished or expunged as part of the restructuring plan.

Environmental Claims

120. Based on the nature of the ModSpace Group's assets and operations, there are no known or expected environmental claims or issues.

Searches

121. I am advised by Roger Jaipargas, a partner with BLG, and do verily believe, that searches were conducted of the personal property registries for ModSpace Canada (each, a "**PPR Search**" and collectively, the "**PPR Searches**") for each of the Provinces in which ModSpace Canada is registered. In particular:
 - (a) Attached hereto and marked as **Exhibit "U"** is a true copy of the Quebec PPR Search as of December 1, 2016;
 - (b) Attached hereto and marked as **Exhibit "V"** is a true copy of the Alberta PPR Search as of December 12, 2016;
 - (c) Attached hereto and marked as **Exhibit "W"** is a true copy of the Ontario PPR Search dated December 13, 2016, current December 12, 2016;

- (d) Attached hereto and marked as **Exhibit “X”** is a true copy of the Nova Scotia PPR Search as of December 13, 2016;
 - (e) Attached hereto and marked as **Exhibit “Y”** is a true copy of the New Brunswick PPR Search as of December 13, 2016;
 - (f) Attached hereto and marked as **Exhibit “Z”** is a true copy of the Newfoundland and Labrador PPR Search as of December 13, 2016;
 - (g) Attached hereto and marked as **Exhibit “AA”** is a true copy of the Prince Edward Island PPR Search as of December 13, 2016;
 - (h) Attached hereto and marked as **Exhibit “BB”** is a true copy of the Manitoba PPR Search as of December 12, 2016;
 - (i) Attached hereto and marked as **Exhibit “CC”** is a true copy of the Saskatchewan PPR Search as of December 14, 2016; and
 - (j) Attached hereto and marked as **Exhibit “DD”** is a true copy of the British Colombia PPR Search as of December 15, 2016.
122. In addition, on or about December 20, 2016 BLG conducted PPR Searches for each of the US Debtors:
- (a) Attached hereto and marked as **Exhibit “EE”** is a true copy of the Quebec PPR Search as of December 20, 2016;
 - (b) Attached hereto and marked as **Exhibit “FF”** is a true copy of the Alberta PPR Search as of December 20, 2016;
 - (c) Attached hereto and marked as **Exhibit “GG”** is a true copy of the Ontario PPR Search dated December 20, 2016 current December 19, 2016;
 - (d) Attached hereto and marked as **Exhibit “HH”** is a true copy of the Nova Scotia PPR Search as of December 20, 2016;

- (e) Attached hereto and marked as **Exhibit “II”** is a true copy of the New Brunswick PPR Search as of December 20, 2016;
- (f) Attached hereto and marked as **Exhibit “JJ”** is a true copy of the Newfoundland and Labrador PPR Search as of December 20, 2016;
- (g) Attached hereto and marked as **Exhibit “KK”** is a true copy of the Prince Edward Island PPR Search as of December 20, 2016;
- (h) Attached hereto and marked as **Exhibit “LL”** is a true copy of the Manitoba PPR Search as of December 20, 2016;
- (i) Attached hereto and marked as **Exhibit “MM”** is a true copy of the Saskatchewan PPR Search as of December 20, 2016; and
- (j) Attached hereto and marked as **Exhibit “NN”** is a true copy of the British Colombia PPR Search as of December 20, 2016.

The Restructuring Plan

- 123. The US Debtors’ creditors include holders of senior secured second lien notes (the “**Secured Notes**”). Further information regarding the Secured Notes and the ModSpace Group’s other creditors are set out in the First Day Declaration.
- 124. Beginning in the summer of 2016, the US Debtors held various meetings with certain restricted holders of the Secured Notes (the “**Ad Hoc Group of Noteholders**”) with a view to obtaining an equity investment acceptable to the Ad Hoc Group of Noteholders. Further details of the discussions between the US Debtors and the Ad Hoc Group of Noteholders are set out in the First Day Declaration.
- 125. On November 3, 2016, the US Debtors, Ad Hoc Group of Noteholders and Calera Capital Advisors LP (“**Calera**”), the largest equity holder of Holdings, entered into a term sheet contemplating a consensual restructuring that would be implemented in accordance with the Plan.

126. To that end, the ModSpace Group, a syndicate of lenders (the “**ABL Lenders**”) led by Bank of America, N.A. as administrative agent, the Ad Hoc Group of Noteholders and Calera entered into the RSA for a consensual restructuring under Chapter 11 of the US Code.
127. Further details of the RSA and the Plan are set out in the First Day Declaration.
128. The key terms of the Plan include:
- (a) the ABL Lenders will provide post-petition financing for the ModSpace Group’s operations during the Chapter 11 proceedings;
 - (b) all general unsecured claims are to be reinstated to the extent they are not paid prior to the emergence of the ModSpace Group from the Chapter 11 proceedings and these proceedings;
 - (c) claims arising under the ModSpace Group’s indenture for the Secured Notes would receive: (i) a *pro rata* share of equity in a reorganized entity; (ii) the right to participate in an offering of US\$90 million of equity in the reorganized entity (the “**Rights Offering**”), and (iii) in exchange for agreeing to back-stop the Rights Offering, certain members of the Ad Hoc Group of Noteholders would receive a backstop fee;
 - (d) the remaining equity in the reorganized entity, after the *pro rata* distribution to holders of Secured Notes and the rights offering will be distributed *pro rata* to the ModSpace Group’s existing equity holders, along with certain warrants; and
 - (e) the existing agreement between the ModSpace Group and the ABL Lenders will be amended, restated, modified and assumed by the reorganized ModSpace Group pursuant to the exit financing (discussed below).
129. Pursuant to the RSA, the ModSpace Group will receive exit financing to support the Plan and the ongoing working capital requirements of the ModSpace Group following its reorganization. The exit financing will amend the existing facilities with the ABL Lenders.

130. Further details of the exit financing are set out in the First Day Declaration. Pursuant to the exit financing, the ModSpace Group will obtain approximately US\$719.5 million in revolving credit in commitments and term loans under the modified facilities with the ABL Lenders. ModSpace Canada will obtain approximately US\$149 million of these commitments, including a US\$20 million sub-limit for letters of credit and a US\$15 million sub-limit for swing-line loans.
131. The proceeds of the Rights Offering will also be used to aid in the ModSpace Group's exit from the Chapter 11 proceedings and these proceedings.
132. Based on my experience in restructuring matters, I believe that the reorganization plan represents the best prospect for the ModSpace Group to restructure, and that doing so will improve the ModSpace Group's balance sheet and position the ModSpace Group to continue as a competitive enterprise.

Restructuring Support Agreement

133. On December 20 , 2016, the ModSpace Group, Bank of America N.A. as administrative agent (the "**ABL Agent**"), the Ad Hoc Group of Noteholders and Calera entered into the RSA in support of a pre-packaged Chapter 11 plan of reorganization. Attached hereto and marked as **Exhibit "OO"** is a true copy of the RSA.
134. Pursuant to the RSA, each of the ModSpace Group, the ABL Agent, the Ad Hoc Group of Noteholders and Calera agreed, *inter alia* to support, and take all commercially reasonable action to facilitate, the implementation of the restructuring plan, including the DIP Financing. The ABL Agent and the Ad Hoc Group of Noteholders further consented to the ModSpace Group commencing the Chapter 11 proceedings and these proceedings, and to the adequate protection in the DIP Financing Documents and the DIP Financing Order.
135. Following execution of the RSA, the ModSpace Group began a pre-Petition solicitation of the Plan to the ABL Lenders, the holders of Secured Notes, Calera and the ModSpace Group's equity holders.

Litigation

ModSpace Canada is a party to two litigation proceedings in Canada. While the orders sought would stay these litigation proceedings so that the ModSpace Group can focus on its restructuring and implementation of the Plan (over what is expected be a short time) it is not the intention of the ModSpace Group to deal with the claims, as set out below, in these proceedings.

Champion Home Builders, Inc.

136. Champion Home Builders, Inc. (“**Champion**”) commenced an action against ModSpace Canada in the Supreme Court of Newfoundland and Labrador in 2014.
137. This action involves a contractual dispute. ModSpace Canada entered into a subcontract with Liannu Limited Partnership (“**Liannu**”) to provide modular units for the Muskrat Falls hydroelectric dam in Labrador. ModSpace Canada contracted with Champion to provide certain of the modular units. Liannu identified deficiencies in the units and charged ModSpace Canada for costs to correct the deficiencies and for delay costs. ModSpace Canada asserts that the deficiencies and the delays are the result of Champion’s failure to adhere to the agreed-upon specifications and production deadlines.
138. Champion seeks payment of approximately CDN\$935,000, allegedly representing the amount owed to Champion under a contract. ModSpace Canada has defended this action and has filed a counterclaim against Champion for approximately CDN\$13.1 million, representing costs incurred by ModSpace Canada as a result of deficiencies in Champion’s work, Champion’s failure to adhere to the specifications and requirements of its subcontract and resulting costs and damages.
139. The pleadings in this action have closed, but the parties have not yet exchanged documents or conducted examinations for discovery.

Mobilfab, Inc.

140. Mobilfab, Inc. (“**Mobilfab**”) commenced an action against ModSpace Canada in the Superior Court of Quebec in 2015.

141. Mobilfab seeks payment of approximately CDN\$2,400,000, allegedly representing the balance due for goods supplied by Mobilfab in relation to the Muskrat Falls hydroelectric dam project in Labrador.
142. On January 21, 2016, ModSpace Canada filed an application to dismiss the Mobilfab claim on various grounds, including for lack of jurisdiction and *forum non conveniens* (the “**Dismissal Application**”). In particular, ModSpace Canada argued that the action involved the same parties, issues and facts as the Champion litigation in Newfoundland.
143. The Dismissal Application was originally scheduled for a hearing in April 2016, but has been postponed pending clarification of the status of the Champion litigation in Newfoundland.
144. The Mobilfab action in Quebec is currently stayed until adjudication of the Dismissal Application.

Information Officer

145. MSC, as foreign representative of the ModSpace Group, seeks the appointment of A&M as information officer (the “**Information Officer**”) in these proceedings. A&M is a licensed trustee-in-bankruptcy and I am advised by Alan Hutchens of A&M, and do verily believe, that Mr. Hutchens and other professionals at A&M have experience in numerous cross-border insolvencies, including those involving operations and businesses in the United States.
146. In light of the complex corporate and financial structure of the ModSpace Group, the stakeholders located in Canada (including ModSpace Canada’s employees) and the amount of the debt owed by the ModSpace Group, MSC, as foreign representative, believes that the appointment of the Information Officer is appropriate in the circumstances to ensure that both this Honourable Court and ModSpace Canada’s creditors and stakeholders are kept informed of these proceedings and the Chapter 11 proceedings.

147. I understand that A&M consents to its appointment as information officer in these proceedings. Attached hereto and marked as **Exhibit “PP”** is a true copy of the executed Consent of A&M to act as information officer.

Administration Charge

148. MSC, as foreign representative of the ModSpace Group, seeks the granting of an administration charge over the assets of the ModSpace Group in Canada with respect to the fees and disbursements of A&M, the proposed information officer, and its counsel, Torys LLP, to a maximum of \$300,000 (the “**Administration Charge**”).
149. Based on my experience in restructuring matters, I verily believe that the appointment of A&M as information officer is reasonable in the circumstances to ensure that both the Canadian Court and Canadian creditors are kept informed of these proceedings and the US Proceedings.
150. Based on my experience in restructuring matters, I verily believe that the granting of the Administration Charge, and the amount of the charge, is appropriate, fair and reasonable in the circumstances, particularly in light of the complexity of the ModSpace Group’s business operations and the proposed role of A&M.
151. I understand that A&M requires the Administration Charge as security for their fees in order to act in this matter and that A&M requires that the Administration Charge represent a first charge, including in priority to any charge granted for interim financing.

DIP Lender’s Charge

152. As described above, pursuant to the DIP Financing Order, the US Court authorized the ModSpace Group to borrow on an interim financing facility and that the funds borrowed under that facility would have super-priority over the assets of the ModSpace Group, in priority to all of the ModSpace Group’s creditors.
153. Based on my review of the ModSpace Group’s cash flows and the terms of the pre-packaged restructuring plan, I believe that the DIP Financing is required. Based on my review of the DIP Financing Documents, I believe that the lenders will not advance funds

I swear that this is Exhibit "A" to my Affidavit sworn December 23, 2016.

SWORN BEFORE ME at the City of)

New York, in the State of New York, U.S.A.)

this 23rd day of December, 2016.)

Cecily Pereira)

Notary Public)

David Orlofsky

DAVID ORLOFSKY

Cecily Pereira
Notary Public, State of New York
No. 01FE6278148
Qualified in New York County
My Commission Expires March 8, 2017

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** ModSpace Financial Services Canada, Ltd.

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)** B.N. (CCRA) 827343161RC0001; Incorporation # 2012945263

4. **Debtor's address**

Principal place of business		Mailing address, if different from principal place of business
1200	Swedesford Road	
Number	Street	Number Street
		P.O. Box
Berwyn	PA 19312	
City	State ZIP Code	City State ZIP Code
Chester		Location of principal assets, if different from principal place of business
County		Number Street
		City State ZIP Code

5. **Debtor's website (URL)** www.modspace.com/en

6. **Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____



Debtor ModSpace Financial Services Canada, Ltd.
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>.

2 3 6 2

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

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
District Delaware When 12/21/2016
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor ModSpace Financial Services Canada, Ltd. Case number (if known) _____
 Name

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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 ModSpace Financial Services Canada, Ltd.

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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.

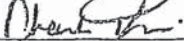
17. Declaration and signature of authorized representative of debtor

- ☒ 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 12/21/2016
MM / DD / YYYY

x



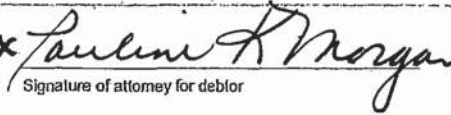
Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

x 

Signature of attorney for debtor

Date

12/21/2016
MM / DD / YYYY

Pauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE 19801

State ZIP Code

(302) 571-6707

Contact phone

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

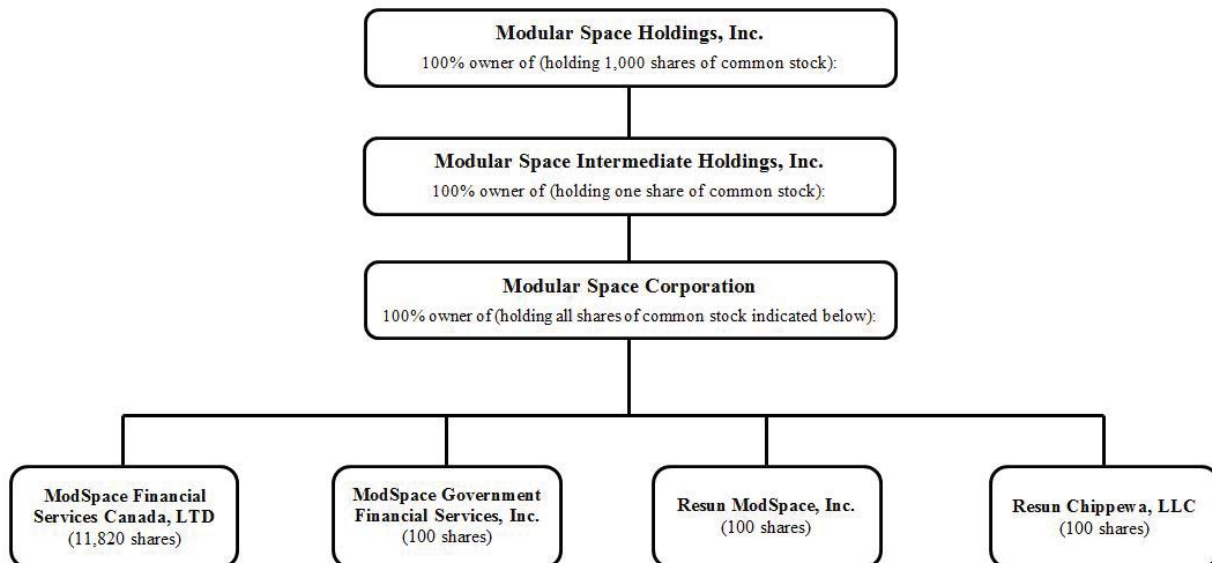
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common</u> : 1,500 <u>Class A Common</u> : n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common</u> : 330,546 <u>Class A Common</u> : 1,215,637
Barry A. Roman	210,183	<u>Common</u> : 210, 183 <u>Class A Common</u> : n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common</u> : 2,179,531 <u>Class A Common</u> : 2,989,241
Calera XI, LLC	3,760,860	<u>Common</u> : n/a <u>Class A Common</u> : 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common</u> : 449,101 <u>Class A Common</u> : 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common</u> : n/a <u>Class A Common</u> : 12,077,787
Charles Paquin	8,041	<u>Common</u> : n/a <u>Class A Common</u> : 8,041
Christopher Feiss	320	<u>Common</u> : 320 <u>Class A Common</u> : n/a
David Hartzell	659	<u>Common</u> : 659 <u>Class A Common</u> : n/a
Deborah Popko	1,930	<u>Common</u> : n/a <u>Class A Common</u> : 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common:</u> n/a <u>Class A Common:</u> 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common:</u> 103,673 <u>Class A Common:</u> 142,177
H. Perry Boyle	828	<u>Common:</u> 828 <u>Class A Common:</u> n/a
James Sheets	1,607	<u>Common:</u> n/a <u>Class A Common:</u> 1,607
Jeffrey Westmont	151	<u>Common:</u> 151 <u>Class A Common:</u> n/a
John Gamble	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
John Liefbrig	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
Karen & Devin Reffitt	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Michael Lynch	188	<u>Common:</u> 188 <u>Class A Common:</u> n/a
Michael I. Roman	210,183	<u>Common:</u> 210,183 <u>Class A Common:</u> n/a
Sharon Lewis	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Stephanie Russell	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



MODULAR SPACE CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Modular Space Corporation (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.



Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODULAR SPACE CORPORATION

WHEREAS, Modular Space Corporation, a Delaware corporation (the “**Company**”), is the sole member of, and in such capacity is vested with the management of, Resun Chippewa, LLC, a Delaware limited liability company (“**Resun Chippewa**”); and

WHEREAS, the Company in its capacity as sole stockholder of ModSpace Financial Services Canada, Ltd., an Alberta corporation (“**MFSC**”), has been delegated all authority to manage the business and affairs of MFSC under that certain unanimous shareholder agreement of MFSC dated January 17, 2007 (the “**MFSC Shareholder Agreement**”).

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of Resun Chippewa, its creditors, and other parties in interests that Resun Chippewa file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of MFSC, its creditors, and other parties in interests that MFSC file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered to execute and file (i) on behalf of the Company, (ii) in the Company’s capacity as the sole member of Resun Chippewa, on behalf of Resun Chippewa and (iii) in the Company’s capacity as sole stockholder of MFSC, on behalf of MFSC, 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, Resun Chippewa’s, or MFSC’s business;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petitions on behalf of any or all of the Company, Resun Chippewa, and MFSC to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware ;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of

the Company, Resun Chippewa, and MFSC, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company, Resun Chippewa, and MFSC in carrying out their respective duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of any or all of the Company, Resun Chippewa, and MFSC, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"DIP Credit Agreement"**), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the **"DIP Lenders"**), Bank of America N.A., as administrative agent thereunder (the **"DIP Agent"**), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder, in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"RSA"**) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider

necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of the Company, that the Third Amended and Restated Limited Liability Company Agreement of Resun Chippewa, dated as of February 25, 2014 (the “**Resun LLC Agreement**”), be amended to permit Resun Chippewa to enter into the DIP Credit Agreement pursuant to an amendment to the Resun LLC Agreement in form and substance substantially similar to the amendment to the Resun LLC Agreement reviewed by the Directors (the “**LLC Amendment**”);

FURTHER RESOLVED, that, in the Company’s capacity as the sole member of Resun Chippewa, the Company hereby authorizes and consents to Resun Chippewa’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code and the amendment of the Resun LLC Agreement pursuant to the LLC Amendment;

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the LLC Amendment;

FURTHER RESOLVED, that, in the Company’s capacity as the sole stockholder of MFSC and by virtue of the authority granted to the Company by the MFSC Shareholder Agreement, the Company hereby authorizes and consents to MFSC’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer of the Company on its behalf, or on behalf of Resun Chippewa or MFSC, such actions are hereby ratified and confirmed in their entirety; and

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition.

01:21339455.1

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1	DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2	ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3	CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4	HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5	PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6	MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7	HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8	ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9	WINTech CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTechINC.COM	TRADE				\$ 143,987.39
10	UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11	HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12	SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13	ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14	KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: ModSpace Financial Services Canada, LTD.

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name ModSpace Financial Services Canada, LTDUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on

12/21/16
MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name ModSpace Government Financial Services, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 20 - 871 857 3

4. Debtor's address

Principal place of business

1200 Swedesford Road
Number StreetBerwyn PA 19312
City State ZIP CodeChester
County

Mailing address, if different from principal place of business

Number Street_____
P.O. Box_____
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street_____
City State ZIP Code5. Debtor's website (URL) www.modspace.com/en

6. Type of debtor

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

Debtor ModSpace Government Financial Services, 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>.

2 3 6 2

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

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
District Delaware When 12/21/2016
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor ModSpace Government Financial Services, Inc. Case number (if known) _____
 Name

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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 ModSpace Government Financial Services, Inc.

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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

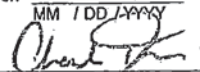
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 12/21/2016

MM / DD / YYYY

x



Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

x 

Signature of attorney for debtor

Date

12/21/2016

MM / DD / YYYY

Pauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 571-6707

Contact phone

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

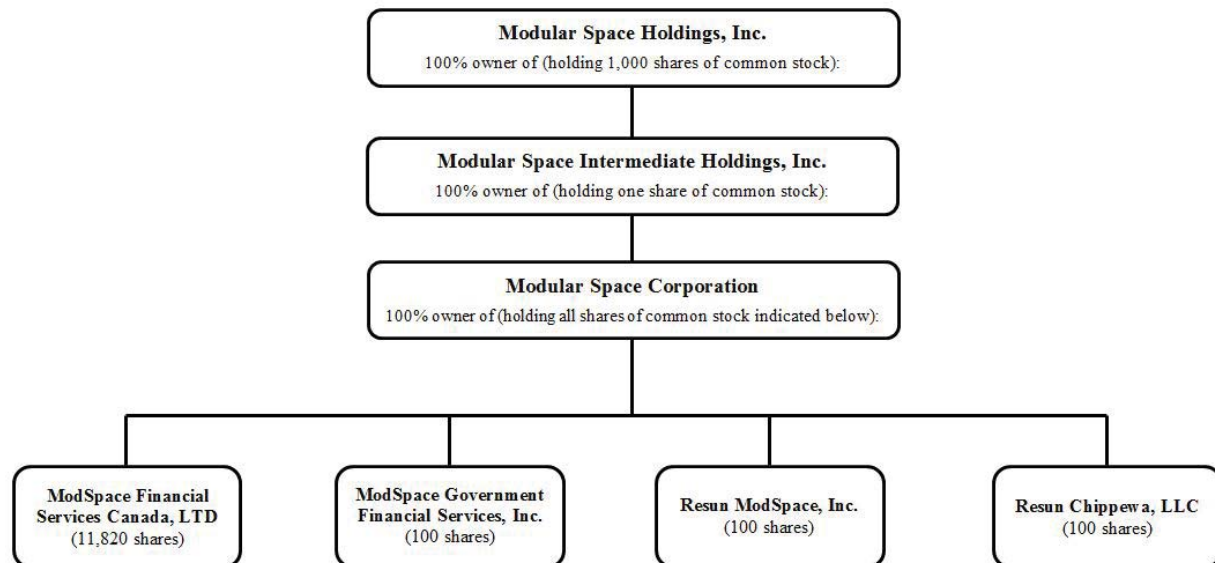
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common:</u> 1,500 <u>Class A Common:</u> n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common:</u> 330,546 <u>Class A Common:</u> 1,215,637
Barry A. Roman	210,183	<u>Common:</u> 210, 183 <u>Class A Common:</u> n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common:</u> 2,179,531 <u>Class A Common:</u> 2,989,241
Calera XI, LLC	3,760,860	<u>Common:</u> n/a <u>Class A Common:</u> 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common:</u> 449,101 <u>Class A Common:</u> 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common:</u> n/a <u>Class A Common:</u> 12,077,787
Charles Paquin	8,041	<u>Common:</u> n/a <u>Class A Common:</u> 8,041
Christopher Feiss	320	<u>Common:</u> 320 <u>Class A Common:</u> n/a
David Hartzell	659	<u>Common:</u> 659 <u>Class A Common:</u> n/a
Deborah Popko	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common</u> : n/a <u>Class A Common</u> : 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common</u> : 103,673 <u>Class A Common</u> : 142,177
H. Perry Boyle	828	<u>Common</u> : 828 <u>Class A Common</u> : n/a
James Sheets	1,607	<u>Common</u> : n/a <u>Class A Common</u> : 1,607
Jeffrey Westmont	151	<u>Common</u> : 151 <u>Class A Common</u> : n/a
John Gamble	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
John Liefbrig	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
Karen & Devin Reffitt	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Michael Lynch	188	<u>Common</u> : 188 <u>Class A Common</u> : n/a
Michael I. Roman	210,183	<u>Common</u> : 210,183 <u>Class A Common</u> : n/a
Sharon Lewis	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Stephanie Russell	1,930	<u>Common</u> : n/a <u>Class A Common</u> : 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



MODSPACE GOVERNMENT FINANCIAL SERVICES, INC.

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of ModSpace Government Financial Services, Inc. (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.

A handwritten signature in blue ink, appearing to read 'J. D. Sheets', is written over a horizontal line.

Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODSPACE GOVERNMENT FINANCIAL SERVICES, INC.

BE IT:

RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of ModSpace Government Financial Services, Inc., a Delaware corporation (the “**Company**”), its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered 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;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petition to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of the Company, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the “**DIP Lenders**”), Bank of America N.A., as administrative agent thereunder (the “**DIP Agent**”), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder; in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by any direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**RSA**”) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

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

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition.

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1 DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2 ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3 CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4 HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5 PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6 MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7 HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8 ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9 WINTECH CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTCHINC.COM	TRADE				\$ 143,987.39
10 UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11 HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12 SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13 ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14 KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: ModSpace Government Financial Services, Inc.

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name ModSpace Government Financial Services, Inc.United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on

12/21/16
MM/DD/YYYY

x



Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Modular Space Holdings, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 01 - 0658595

4. Debtor's address

Principal place of business

1200 Swedesford Road
Number StreetBerwyn PA 19312
City State ZIP CodeChester
County

Mailing address, if different from principal place of business

Number Street

P.O. Box _____

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street_____
City State ZIP Code5. Debtor's website (URL) www.modspace.com/en

6. Type of debtor

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

Debtor Modular Space Holdings, Inc. Case number (if known) _____
 Name

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>.

2 3 6 2**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
 District Delaware When 12/21/2016
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Modular Space Holdings, Inc. Case number (if known) _____
 Name

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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 Modular Space Holdings, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☒ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ 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 12/21/2016

MM/DD/YYYY

x



Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

x 

Signature of attorney for debtor

Date

12/21/2016

MM/DD/YYYY

Pauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

(302) 571-6707

Contact phone

DE

State

19801

ZIP Code

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

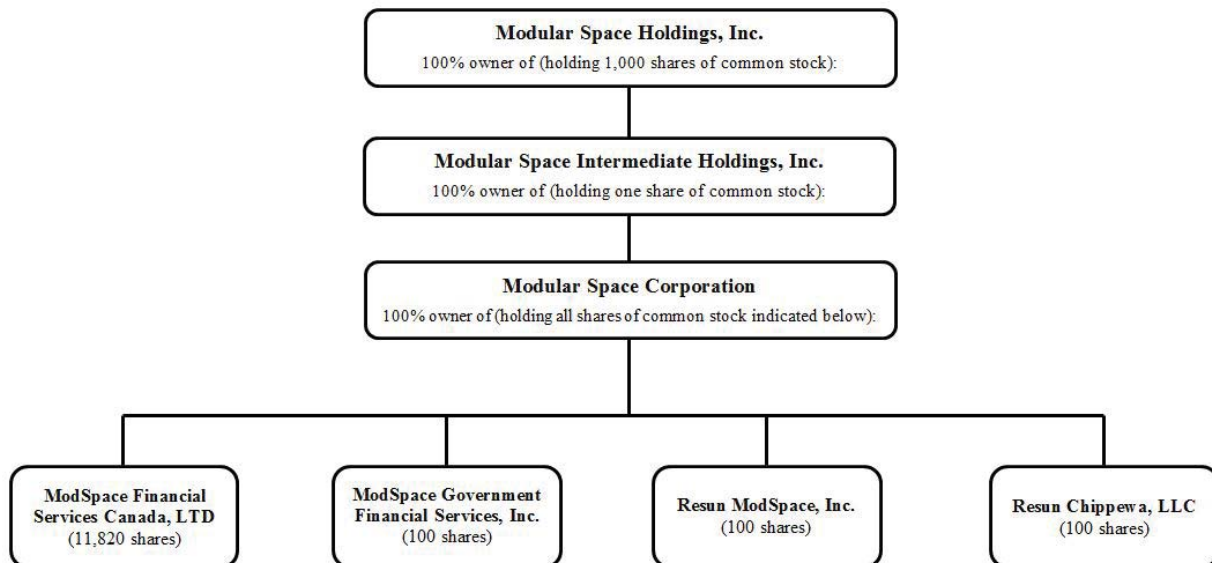
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common:</u> 1,500 <u>Class A Common:</u> n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common:</u> 330,546 <u>Class A Common:</u> 1,215,637
Barry A. Roman	210,183	<u>Common:</u> 210, 183 <u>Class A Common:</u> n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common:</u> 2,179,531 <u>Class A Common:</u> 2,989,241
Calera XI, LLC	3,760,860	<u>Common:</u> n/a <u>Class A Common:</u> 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common:</u> 449,101 <u>Class A Common:</u> 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common:</u> n/a <u>Class A Common:</u> 12,077,787
Charles Paquin	8,041	<u>Common:</u> n/a <u>Class A Common:</u> 8,041
Christopher Feiss	320	<u>Common:</u> 320 <u>Class A Common:</u> n/a
David Hartzell	659	<u>Common:</u> 659 <u>Class A Common:</u> n/a
Deborah Popko	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common</u> : n/a <u>Class A Common</u> : 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common</u> : 103,673 <u>Class A Common</u> : 142,177
H. Perry Boyle	828	<u>Common</u> : 828 <u>Class A Common</u> : n/a
James Sheets	1,607	<u>Common</u> : n/a <u>Class A Common</u> : 1,607
Jeffrey Westmont	151	<u>Common</u> : 151 <u>Class A Common</u> : n/a
John Gamble	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
John Liefbrig	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
Karen & Devin Reffitt	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Michael Lynch	188	<u>Common</u> : 188 <u>Class A Common</u> : n/a
Michael I. Roman	210,183	<u>Common</u> : 210,183 <u>Class A Common</u> : n/a
Sharon Lewis	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Stephanie Russell	1,930	<u>Common</u> : n/a <u>Class A Common</u> : 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.




Execution Version

MODULAR SPACE HOLDINGS, INC.

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Modular Space Holdings, Inc. (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.



Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODULAR SPACE HOLDINGS, INC.

BE IT:

RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of the Company, its creditors, and other parties in interest that Modular Space Holdings, Inc., a Delaware corporation (the “**Company**”), file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered 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;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petition to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware ;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of the Company, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, (i) to negotiate

the use of cash collateral and (ii) to (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the “**DIP Lenders**”), Bank of America N.A., as administrative agent thereunder (the “**DIP Agent**”), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder; in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**RSA**”) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that, in the judgment of the Board, it is currently desirable and in the best interests of the Company, its creditors, and other parties in interest that each of ModSpace Intermediate Holdings, Inc., a Delaware corporation in which the Company is the sole stockholder and owns all issued and outstanding stock (“**Intermediate**”), and Modular Space Corporation, a Delaware corporation in which Intermediate is the sole stockholder and owns all issued and outstanding stock (“**MSC**”), file voluntary petitions for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that, in the Company’s capacity as the sole stockholder of Intermediate, the Company hereby consents to Intermediate’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code and consents to Intermediate, acting in Intermediate’s capacity as the sole stockholder of MSC, consenting to MSC’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

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

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition; and

FURTHER RESOLVED, that, in furtherance of the foregoing resolutions, for purposes of any and all “fair price,” “moratorium,” “control share acquisition,” or other anti-takeover state statutes applicable to the offering, sale, or issuance of the New Common Equity (as defined in the Stock Purchase and Backstop Agreement by and among Modular Space Holdings, Inc. and Modular Space Corporation and the Investors party thereto (the “**SPB Agreement**”)), including, without limitation, Section 203 of the DGCL, the Board hereby approves the execution, delivery, and performance of the SPB Agreement by the parties thereto, and the execution, delivery, and performance of any other agreement entered into in connection with the SPB Agreement, and each of the transactions contemplated thereby, in each case with the purpose and intent that the SPB Agreement and the transactions contemplated thereby shall not be subject to any of the restrictions applicable to the offering, sale, or issuance of the New Common Equity set forth in such statutes.

01:21339411.1

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1	DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2	ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3	CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4	HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5	PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6	MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7	HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8	ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9	WINTech CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTeCHINC.COM	TRADE				\$ 143,987.39
10	UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11	HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12	SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13	ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14	KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: Modular Space Holdings, Inc.

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name Modular Space Holdings, Inc.United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on 12/21/16
MM/DD/YYYY

x


Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Modular Space Corporation

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)** 5 4 - 1 3 7 5 2 8 4

4. **Debtor's address**

Principal place of business	Mailing address, if different from principal place of business
<u>1200 Swedesford Road</u> Number Street _____ <u>Berwyn PA 19312</u> City State ZIP Code _____ <u>Chester</u> County	_____ Number Street _____ P.O. Box _____ City State ZIP Code _____ Location of principal assets, if different from principal place of business _____ Number Street _____ City State ZIP Code

5. **Debtor's website (URL)** www.modspace.com/en

6. **Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____



Debtor Modular Space Corporation Case number (if known) _____
 Name

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>.

2 3 6 2**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
 District Delaware When 12/21/2016
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Modular Space Corporation
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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 Modular Space Corporation
Name

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 12/21/2016
MM / DD / YYYY

x



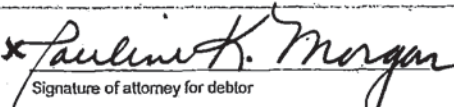
Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

x 

Signature of attorney for debtor

Date

12/21/2016
MM / DD / YYYYPauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE 19801

State ZIP Code

(302) 571-6707

Contact phone

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

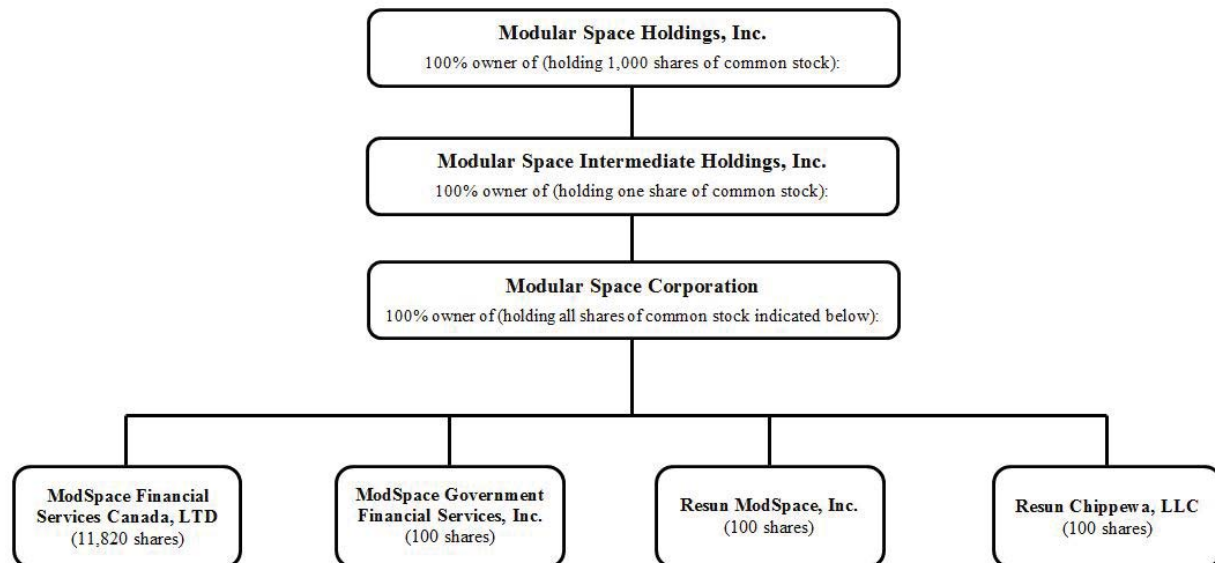
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common:</u> 1,500 <u>Class A Common:</u> n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common:</u> 330,546 <u>Class A Common:</u> 1,215,637
Barry A. Roman	210,183	<u>Common:</u> 210, 183 <u>Class A Common:</u> n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common:</u> 2,179,531 <u>Class A Common:</u> 2,989,241
Calera XI, LLC	3,760,860	<u>Common:</u> n/a <u>Class A Common:</u> 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common:</u> 449,101 <u>Class A Common:</u> 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common:</u> n/a <u>Class A Common:</u> 12,077,787
Charles Paquin	8,041	<u>Common:</u> n/a <u>Class A Common:</u> 8,041
Christopher Feiss	320	<u>Common:</u> 320 <u>Class A Common:</u> n/a
David Hartzell	659	<u>Common:</u> 659 <u>Class A Common:</u> n/a
Deborah Popko	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common:</u> n/a <u>Class A Common:</u> 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common:</u> 103,673 <u>Class A Common:</u> 142,177
H. Perry Boyle	828	<u>Common:</u> 828 <u>Class A Common:</u> n/a
James Sheets	1,607	<u>Common:</u> n/a <u>Class A Common:</u> 1,607
Jeffrey Westmont	151	<u>Common:</u> 151 <u>Class A Common:</u> n/a
John Gamble	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
John Liefbrig	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
Karen & Devin Reffitt	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Michael Lynch	188	<u>Common:</u> 188 <u>Class A Common:</u> n/a
Michael I. Roman	210,183	<u>Common:</u> 210,183 <u>Class A Common:</u> n/a
Sharon Lewis	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Stephanie Russell	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



MODULAR SPACE CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Modular Space Corporation (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.



Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODULAR SPACE CORPORATION

WHEREAS, Modular Space Corporation, a Delaware corporation (the “**Company**”), is the sole member of, and in such capacity is vested with the management of, Resun Chippewa, LLC, a Delaware limited liability company (“**Resun Chippewa**”); and

WHEREAS, the Company in its capacity as sole stockholder of ModSpace Financial Services Canada, Ltd., an Alberta corporation (“**MFSC**”), has been delegated all authority to manage the business and affairs of MFSC under that certain unanimous shareholder agreement of MFSC dated January 17, 2007 (the “**MFSC Shareholder Agreement**”).

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of Resun Chippewa, its creditors, and other parties in interests that Resun Chippewa file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of MFSC, its creditors, and other parties in interests that MFSC file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered to execute and file (i) on behalf of the Company, (ii) in the Company’s capacity as the sole member of Resun Chippewa, on behalf of Resun Chippewa and (iii) in the Company’s capacity as sole stockholder of MFSC, on behalf of MFSC, 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, Resun Chippewa’s, or MFSC’s business;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petitions on behalf of any or all of the Company, Resun Chippewa, and MFSC to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware ;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of

the Company, Resun Chippewa, and MFSC, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company, Resun Chippewa, and MFSC in carrying out their respective duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of any or all of the Company, Resun Chippewa, and MFSC, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"DIP Credit Agreement"**), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the **"DIP Lenders"**), Bank of America N.A., as administrative agent thereunder (the **"DIP Agent"**), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder, in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"RSA"**) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider

necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of the Company, that the Third Amended and Restated Limited Liability Company Agreement of Resun Chippewa, dated as of February 25, 2014 (the “**Resun LLC Agreement**”), be amended to permit Resun Chippewa to enter into the DIP Credit Agreement pursuant to an amendment to the Resun LLC Agreement in form and substance substantially similar to the amendment to the Resun LLC Agreement reviewed by the Directors (the “**LLC Amendment**”);

FURTHER RESOLVED, that, in the Company’s capacity as the sole member of Resun Chippewa, the Company hereby authorizes and consents to Resun Chippewa’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code and the amendment of the Resun LLC Agreement pursuant to the LLC Amendment;

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the LLC Amendment;

FURTHER RESOLVED, that, in the Company’s capacity as the sole stockholder of MFSC and by virtue of the authority granted to the Company by the MFSC Shareholder Agreement, the Company hereby authorizes and consents to MFSC’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer of the Company on its behalf, or on behalf of Resun Chippewa or MFSC, such actions are hereby ratified and confirmed in their entirety; and

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition.

01:21339455.1

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1	DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2	ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3	CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4	HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5	PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6	MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7	HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8	ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9	WINTech CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTeCHINC.COM	TRADE				\$ 143,987.39
10	UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11	HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12	SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13	ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14	KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: Modular Space Corporation

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name Modular Space CorporationUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on 12/21/16
MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Modular Space Intermediate Holdings, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 11 - 3661161

4. Debtor's address

Principal place of business

1200 Swedesford Road
Number StreetBerwyn PA 19312
City State ZIP CodeChester
County

Mailing address, if different from principal place of business

Number Street_____
P.O. Box_____
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street_____
City State ZIP Code5. Debtor's website (URL) www.modspace.com/en

6. Type of debtor

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

Debtor Modular Space Intermediate Holdings, 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>.

2 3 6 2

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

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
District Delaware When 12/21/2016
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Modular Space Intermediate Holdings, Inc. Case number (if known) _____
 Name

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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 Modular Space Intermediate Holdings, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 12/21/2016
MM / DD / YYYY

x



Signature of authorized representative of debtor

Charles Paquin

Printed name

Title: President and CEO

18. Signature of attorney

x  Date 12/21/2016
Signature of attorney for debtor MM / DD / YYYY

Pauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

(302) 571-6707

Contact phone

DE

State

19801

ZIP Code

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

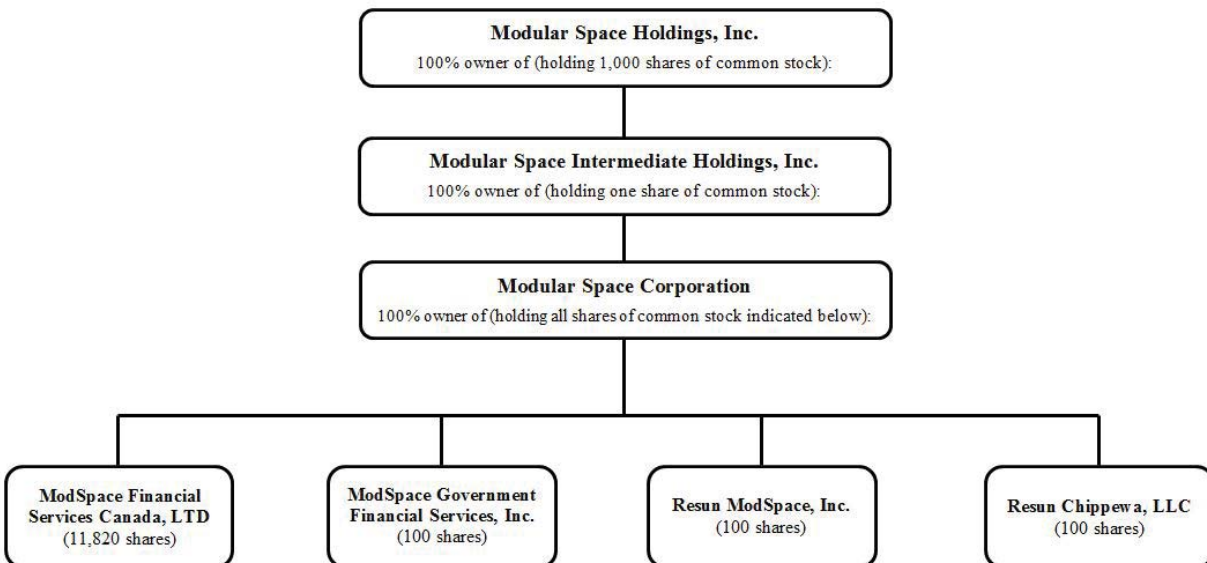
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common</u> : 1,500 <u>Class A Common</u> : n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common</u> : 330,546 <u>Class A Common</u> : 1,215,637
Barry A. Roman	210,183	<u>Common</u> : 210, 183 <u>Class A Common</u> : n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common</u> : 2,179,531 <u>Class A Common</u> : 2,989,241
Calera XI, LLC	3,760,860	<u>Common</u> : n/a <u>Class A Common</u> : 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common</u> : 449,101 <u>Class A Common</u> : 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common</u> : n/a <u>Class A Common</u> : 12,077,787
Charles Paquin	8,041	<u>Common</u> : n/a <u>Class A Common</u> : 8,041
Christopher Feiss	320	<u>Common</u> : 320 <u>Class A Common</u> : n/a
David Hartzell	659	<u>Common</u> : 659 <u>Class A Common</u> : n/a
Deborah Popko	1,930	<u>Common</u> : n/a <u>Class A Common</u> : 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common:</u> n/a <u>Class A Common:</u> 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common:</u> 103,673 <u>Class A Common:</u> 142,177
H. Perry Boyle	828	<u>Common:</u> 828 <u>Class A Common:</u> n/a
James Sheets	1,607	<u>Common:</u> n/a <u>Class A Common:</u> 1,607
Jeffrey Westmont	151	<u>Common:</u> 151 <u>Class A Common:</u> n/a
John Gamble	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
John Liefbrig	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
Karen & Devin Reffitt	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Michael Lynch	188	<u>Common:</u> 188 <u>Class A Common:</u> n/a
Michael I. Roman	210,183	<u>Common:</u> 210,183 <u>Class A Common:</u> n/a
Sharon Lewis	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Stephanie Russell	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



Execution Version

MODULAR SPACE INTERMEDIATE HOLDINGS, INC.

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Modular Space Intermediate Holdings, Inc. (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.


Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODULAR SPACE INTERMEDIATE HOLDINGS, INC.

BE IT:

RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of Modular Space Intermediate Holdings, Inc., a Delaware corporation (the “**Company**”), its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered 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;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petition to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of the Company, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, (i) to negotiate

the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the “**DIP Lenders**”), Bank of America N.A., as administrative agent thereunder (the “**DIP Agent**”), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder; in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**RSA**”) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that, in the judgment of the Board, it is currently desirable and in the best interests of the Company, its creditors, and other parties in interest that Modular Space Corporation, a Delaware corporation in which the Company is the sole stockholder and owns issued and outstanding stock (“**Subsidiary**”), file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that, in the Company’s capacity as the sole stockholder of Subsidiary, the Company hereby consents to Subsidiary’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

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

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition; and

FURTHER RESOLVED, that, in furtherance of the foregoing resolutions, for purposes of any and all “fair price,” “moratorium,” “control share acquisition,” or other anti-takeover state statutes applicable to the offering, sale, or issuance of the New Common Equity (as defined in the Stock Purchase and Backstop Agreement by and among Modular Space Holdings, Inc. and Modular Space Corporation and the Investors party thereto (the “**SPB Agreement**”))), including, without limitation, Section 203 of the DGCL, the Board hereby approves the execution, delivery, and performance of the SPB Agreement by the parties thereto, and the execution, delivery, and performance of any other agreement entered into in connection with the SPB Agreement, and each of the transactions contemplated thereby, in each case with the purpose and intent that the SPB Agreement and the transactions contemplated thereby shall not be subject to any of the restrictions applicable to the offering, sale, or issuance of the New Common Equity set forth in such statutes.

01:21339429.1

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1	DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2	ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3	CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4	HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5	PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6	MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7	HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8	ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9	WINTech CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTeCHINC.COM	TRADE				\$ 143,987.39
10	UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11	HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12	SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13	ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14	KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: Modular Space Intermediate Holdings, Inc.

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name Modular Space Intermediate Holdings, Inc.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on 12/21/16
MM/DD/YYYY

x



Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Resun ModSpace, 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) 20 - 871 070 1

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>1200</u>	<u>Swedesford Road</u>	_____
Number	Street	Number Street
_____		P.O. Box _____
<u>Berwyn</u>	<u>PA</u>	<u>19312</u>
City	State	ZIP Code
<u>Chester</u>		Location of principal assets, if different from principal place of business
County		_____
		Number Street

		City State ZIP Code

5. Debtor's website (URL) www.modspace.com/en

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____



Debtor Resun ModSpace, Inc. Case number (if known) _____
 Name

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>.

2 3 6 2**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
 District Delaware When 12/21/2016
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Resun ModSpace, 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 for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 Resun ModSpace, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 12/21/2016
MM / DD / YYYY

x



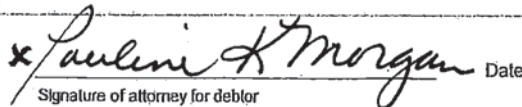
Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

x 

Date

12/21/2016
MM / DD / YYYY

Pauline K. Morgan

Printed name

Young Conway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE 19801

State ZIP Code

(302) 571-6707

Contact phone

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

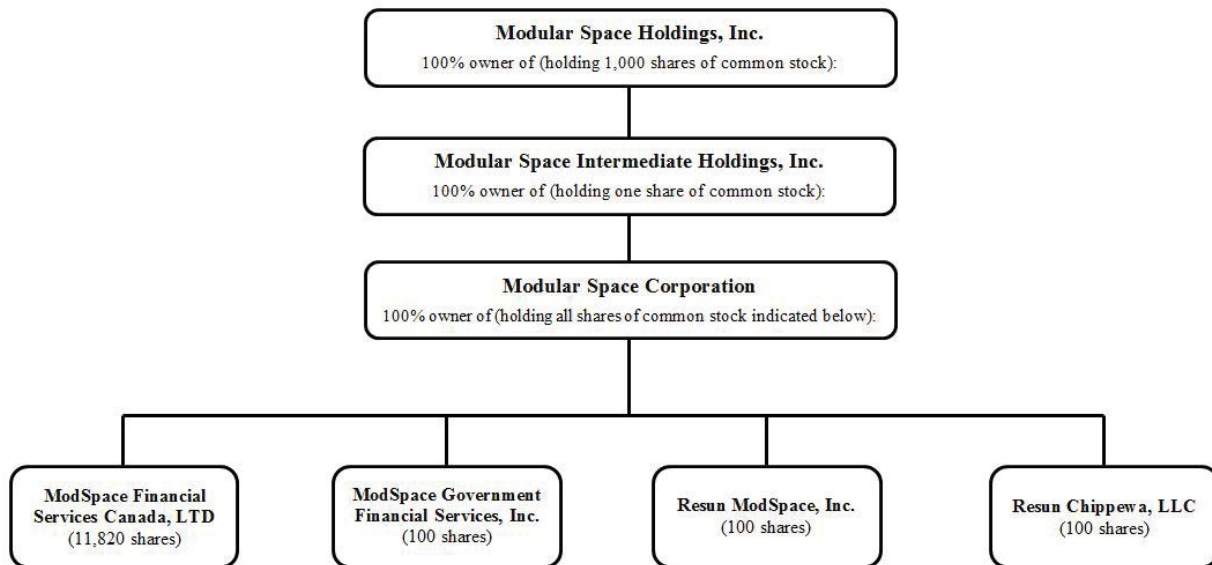
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common:</u> 1,500 <u>Class A Common:</u> n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common:</u> 330,546 <u>Class A Common:</u> 1,215,637
Barry A. Roman	210,183	<u>Common:</u> 210, 183 <u>Class A Common:</u> n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common:</u> 2,179,531 <u>Class A Common:</u> 2,989,241
Calera XI, LLC	3,760,860	<u>Common:</u> n/a <u>Class A Common:</u> 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common:</u> 449,101 <u>Class A Common:</u> 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common:</u> n/a <u>Class A Common:</u> 12,077,787
Charles Paquin	8,041	<u>Common:</u> n/a <u>Class A Common:</u> 8,041
Christopher Feiss	320	<u>Common:</u> 320 <u>Class A Common:</u> n/a
David Hartzell	659	<u>Common:</u> 659 <u>Class A Common:</u> n/a
Deborah Popko	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common</u> : n/a <u>Class A Common</u> : 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common</u> : 103,673 <u>Class A Common</u> : 142,177
H. Perry Boyle	828	<u>Common</u> : 828 <u>Class A Common</u> : n/a
James Sheets	1,607	<u>Common</u> : n/a <u>Class A Common</u> : 1,607
Jeffrey Westmont	151	<u>Common</u> : 151 <u>Class A Common</u> : n/a
John Gamble	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
John Liefbrig	6,424	<u>Common</u> : n/a <u>Class A Common</u> : 6,424
Karen & Devin Reffitt	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Michael Lynch	188	<u>Common</u> : 188 <u>Class A Common</u> : n/a
Michael I. Roman	210,183	<u>Common</u> : 210,183 <u>Class A Common</u> : n/a
Sharon Lewis	3,212	<u>Common</u> : n/a <u>Class A Common</u> : 3,212
Stephanie Russell	1,930	<u>Common</u> : n/a <u>Class A Common</u> : 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



Execution Version

RESUN MODSPACE, INC.

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Resun ModSpace, Inc. (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.

A handwritten signature in blue ink, appearing to read 'James D. Sheets', is written over a horizontal line.

Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

RESUN MODSPACE, INC.

BE IT:

RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of Resun ModSpace, Inc., a Delaware corporation (the “**Company**”), its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered 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;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petition to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of the Company, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the “**DIP Lenders**”), Bank of America N.A., as administrative agent thereunder (the “**DIP Agent**”), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder; in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by any direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**RSA**”) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

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

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition.

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1 DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2 ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3 CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4 HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5 PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6 MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7 HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8 ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9 WINTECH CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTCHINC.COM	TRADE				\$ 143,987.39
10 UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11 HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12 SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13 ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14 KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: Resun ModSpace, Inc.

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name Resun ModSpace, Inc.United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*

☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on

12/21/16
MM/DD/YYYY

x


Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Resun Chippewa, LLC

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

3. **Debtor's federal Employer Identification Number (EIN)** 5 4 - 1 9 5 6 7 7 3

4. **Debtor's address** **Principal place of business** **Mailing address, if different from principal place of business**

1200 Swedesford Road
Number Street

Number Street

P.O. Box

Berwyn PA 19312
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Chester
County

Number Street

City State ZIP Code

5. **Debtor's website (URL)** www.modspace.com/en

6. **Type of debtor**
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____



Debtor Resun Chippewa, LLC Case number (if known) _____
 Name

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>.

2 3 6 2**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
 District Delaware When 12/21/2016
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Resun Chippewa, LLC
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" 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 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

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 Resun Chippewa, LLC
Name

Case number (if known) _____

16. Estimated liabilities

(on a consolidated basis)

- | | | |
|--|--|--|
| <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 type="checkbox"/> \$10,000,001-\$50 million | <input checked="" 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 12/21/2016

MM / DD / YYYY

x

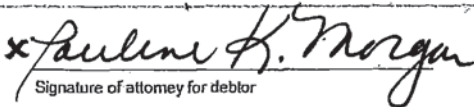

 Signature of authorized representative of debtor

Charles Paquin

Printed name

Title President and CEO

18. Signature of attorney

 x 
 Signature of attorney for debtor

Date

12/21/2016

MM / DD / YYYY

Pauline K. Morgan

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

19801

State

ZIP Code

(302) 571-6707

Contact phone

pmorgan@ycst.com

Email address

3650

Bar number

DE

State

Schedule 1

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

Debtor	Tax ID Number or Similar Foreign Identification Number
Modular Space Holdings, Inc.	01-0658595
Modular Space Intermediate Holdings, Inc.	11-3661161
Modular Space Corporation	54-1375284
Resun ModSpace, Inc.	20-8710701
ModSpace Government Financial Services, Inc.	20-8718573
ModSpace Financial Services Canada, Ltd.	B.N. CCRA (827343161RC0001)
Resun Chippewa, LLC	54-1956773

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MODULAR SPACE HOLDINGS, INC., <i>et</i>	:	Case No. 16-_____ (___)
<i>al.</i> , ¹	:	
	:	Joint Administration Pending
Debtor.	:	
	:	
	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Modular Space Holdings, Inc., a Delaware corporation, and certain of its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each, a “Debtor”), hereby state as follows:

1. The following entities own 10% or more of any class of the equity interests of Modular Space Holdings, Inc.:

Calera VI, LLC

Calera Capital Partners III, LP

Calera XI, LLC

¹ The debtors in these cases, along with the last four digits of each debtor’s United States Tax Identification Number, or similar foreign identification number, as applicable, are: Modular Space Holdings, Inc. (8595); Modular Space Intermediate Holdings, Inc. (1161); Modular Space Corporation (5284); ModSpace Financial Services Canada, LTD (CRA BN 0001); ModSpace Government Financial Services, Inc. (8573); Resun ModSpace, Inc. (0701); and Resun Chippewa, LLC (6773). The location of the Debtors’ corporate headquarters is 1200 Swedesford Road, Berwyn, Pennsylvania 19312.

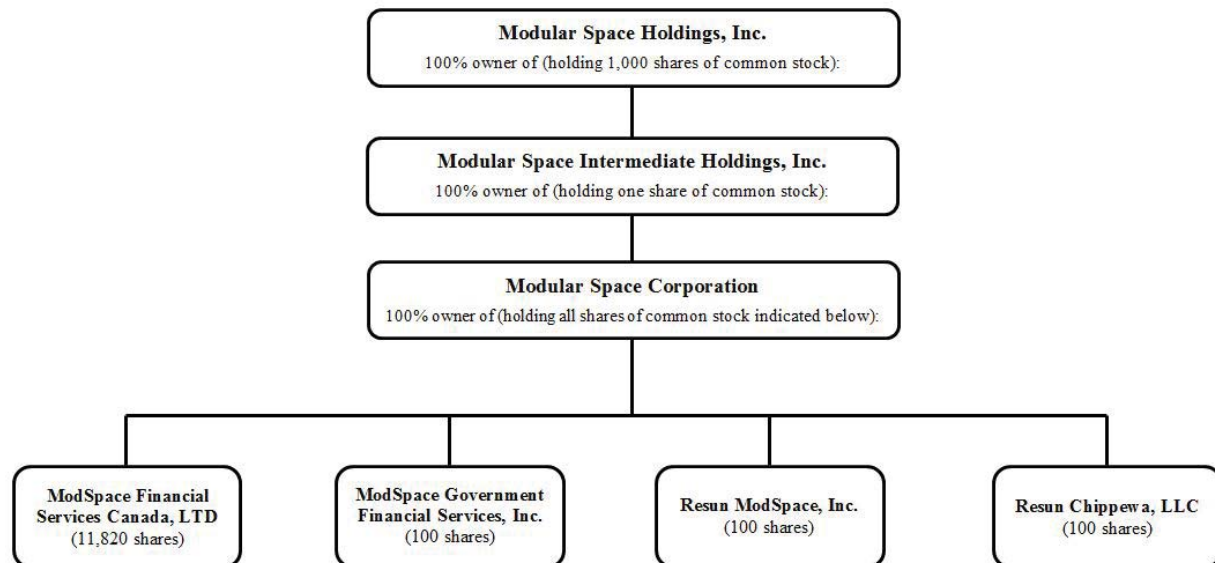
The following list contains the equity security holders of Modular Space Holdings, Inc.

Equity Holder	Amount of Shares	Type of Shares²
Abraham Bernstein	1,500	<u>Common:</u> 1,500 <u>Class A Common:</u> n/a
ABS Capital Partners II, L.P.	1,546,183	<u>Common:</u> 330,546 <u>Class A Common:</u> 1,215,637
Barry A. Roman	210,183	<u>Common:</u> 210, 183 <u>Class A Common:</u> n/a
Calera VI, LLC (a subsidiary of Calera Capital Partners II, LP)	5,168,772	<u>Common:</u> 2,179,531 <u>Class A Common:</u> 2,989,241
Calera XI, LLC	3,760,860	<u>Common:</u> n/a <u>Class A Common:</u> 3,760,860
Calera Capital Offshore Partners II, LP	1,064,997	<u>Common:</u> 449,101 <u>Class A Common:</u> 615,896
Calera Capital Partners III, LP	12,077,787	<u>Common:</u> n/a <u>Class A Common:</u> 12,077,787
Charles Paquin	8,041	<u>Common:</u> n/a <u>Class A Common:</u> 8,041
Christopher Feiss	320	<u>Common:</u> 320 <u>Class A Common:</u> n/a
David Hartzell	659	<u>Common:</u> 659 <u>Class A Common:</u> n/a
Deborah Popko	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

² Common Stock, par value \$0.01 per share, and Class A Common Stock, par value \$0.0001 per share, have substantially identical economic and voting rights. Common Stock is convertible into Class A Common Stock, but not vice versa.

Equity Holder	Amount of Shares	Type of Shares²
Fremont Partners III Side-By-Side, L.P.	549,516	<u>Common:</u> n/a <u>Class A Common:</u> 549,516
Fremont Partners Side-By-Side, LP	245,850	<u>Common:</u> 103,673 <u>Class A Common:</u> 142,177
H. Perry Boyle	828	<u>Common:</u> 828 <u>Class A Common:</u> n/a
James Sheets	1,607	<u>Common:</u> n/a <u>Class A Common:</u> 1,607
Jeffrey Westmont	151	<u>Common:</u> 151 <u>Class A Common:</u> n/a
John Gamble	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
John Liefbrig	6,424	<u>Common:</u> n/a <u>Class A Common:</u> 6,424
Karen & Devin Reffitt	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Michael Lynch	188	<u>Common:</u> 188 <u>Class A Common:</u> n/a
Michael I. Roman	210,183	<u>Common:</u> 210,183 <u>Class A Common:</u> n/a
Sharon Lewis	3,212	<u>Common:</u> n/a <u>Class A Common:</u> 3,212
Stephanie Russell	1,930	<u>Common:</u> n/a <u>Class A Common:</u> 1,930

2. The following organizational chart identifies all entities having a direct or indirect ownership interest in the remaining Debtors and the amount of that equity interest.



Execution Version

**WRITTEN CONSENT OF THE MEMBERS OF THE EXECUTIVE COMMITTEE
OF
RESUN CHIPPEWA, LLC**

The undersigned, constituting all of the members of the Executive Committee of Resun Chippewa, LLC (the “**Company**”), hereby consent that the actions recited herein shall be deemed actions of the Executive Committee of the Company and direct that this writing be filed with the minutes of proceedings of the Executive Committee of the Company in accordance with the Third Amended and Restated Limited Liability Company Agreement of the Company dated as of February 25, 2014:

WHEREAS, on June 6, 2016, an Event of Default under (and as defined in) that certain Third Amended and Restated Credit Agreement, dated as of June 6, 2011, occurred;

WHEREAS, the Forbearance Period under (and as defined in) that certain Forbearance and Extension Agreement, dated as of June 2, 2016, was extended to July 25, 2016;

WHEREAS, the Forbearance Period was again extended under that certain First Amendment to Forbearance and Extension Agreement, dated July 25, 2016, to August 29, 2016;

WHEREAS, the Forbearance Period was again extended under that certain Second Amendment to Forbearance and Extension Agreement, dated August 29, 2016, to September 30, 2016;

WHEREAS, the Forbearance Period was again extended under that certain Third Amendment to Forbearance and Extension Agreement, dated September 30, 2016, to October 17, 2016;

WHEREAS, the Forbearance Period was again extended under that certain Fourth Amendment to Forbearance and Extension Agreement, dated October 28, 2016, to November 14, 2016;

WHEREAS, the Forbearance Period was again extended under that certain Fifth Amendment to Forbearance and Extension Agreement, dated November 14, 2016, to December 5, 2016;

WHEREAS, the Forbearance Period was again extend under that certain Sixth Amendment to Forbearance and Extension Agreement, dated December 5, 2016, to December 12, 2016;

WHEREAS, the Forbearance Period was again extended under that certain Seventh Amendment to Forbearance and Extension Agreement, dated December 12, 2016, to December 19, 2016;

WHEREAS, the Forbearance Period has not been further extended, and the Event of Default exists and continues;

WHEREAS, the Executive Committee has reviewed and considered the materials and advice presented by the management of the Company and the financial and legal advisers of the Company regarding the potential liabilities resulting from the situation described above, the strategic alternatives available to the Company and the impact of the foregoing on the Company's business;

WHEREAS, the Executive Committee has consulted with the management of the Company, and the financial and legal advisers of the Company and have considered fully each of the strategic alternatives available to it and has concluded that a viable option may be to file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Executive Committee it is currently desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that in the judgment of the Executive Committee it is currently desirable and in the best interests of the Company, that the Third Amended and Restated Limited Liability Company Agreement of the Company, dated as of February 25, 2014 (the "**Resun LLC Agreement**"), be amended to empower and permit the Company to enter into (i) a debtor-in-possession credit facility and (ii) upon exit from bankruptcy, a Senior Credit Facility upon the terms and conditions outlined in that Commitments for Exit Financing, dated December 20, 2016, delivered to the Company, each pursuant to an amendment to the Resun LLC Agreement in form and substance substantially similar to the amendment to the Resun LLC Agreement provided to the Executive Committee (the "**LLC Amendment**"); and

FURTHER RESOLVED, the Executive Committee hereby authorizes and consents to (i) the Company's filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code; and (ii) the amendment of the Resun LLC Agreement pursuant to the LLC Amendment.

This Written Consent may be executed in one or more counterparts, all of which together will constitute a single instrument and shall be effective on the date on which all members of the Executive Committee have signed this Written Consent.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned members of the Executive Committee have executed this Written Consent on the date(s) set forth below their respective signatures.



Name: Charles Paquin
Title: Executive Committee Member
Date: 12/20/2016

Name: Abraham Bernstein
Title: Executive Committee Member
Date:

Name: Christopher Haza
Title: Independent Executive Committee Member
Date:

IN WITNESS WHEREOF, the undersigned members of the Executive Committee have executed this Written Consent on the date(s) set forth below their respective signatures.

Name: Charles Paquin
Title: Executive Committee Member
Date:

A handwritten signature in cursive script, appearing to read "Abraham Bernstein".

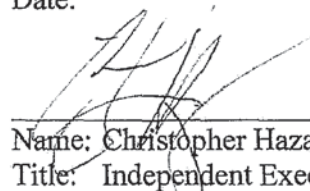
Name: Abraham Bernstein
Title: Executive Committee Member
Date: 12/20/2016

Name: Christopher Haza
Title: Independent Executive Committee Member
Date:

IN WITNESS WHEREOF, the undersigned members of the Executive Committee have executed this Written Consent on the date(s) set forth below their respective signatures.

Name: Charles Paquin
Title: Executive Committee Member
Date:

Name: Abraham Bernstein
Title: Executive Committee Member
Date:



Name: Christopher Haza
Title: Independent Executive Committee Member
Date: 12/20/2016

MODULAR SPACE CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, the duly elected and serving Secretary of Modular Space Corporation (the "**Company**"), hereby certifies that at a special meeting of the Board of Directors of the Company duly called and held on December 19, 2016, the resolutions attached hereto as Exhibit A were duly adopted in accordance with the laws of the Company's place of incorporation and the Company's charter and bylaws , and that, as of the date hereof, those resolutions have not been amended, modified, or rescinded and are in full force and effect.



Name: James D. Sheets

Title: Secretary

Date: 12/21/2016

Exhibit A

MODULAR SPACE CORPORATION

WHEREAS, Modular Space Corporation, a Delaware corporation (the “**Company**”), is the sole member of, and in such capacity is vested with the management of, Resun Chippewa, LLC, a Delaware limited liability company (“**Resun Chippewa**”); and

WHEREAS, the Company in its capacity as sole stockholder of ModSpace Financial Services Canada, Ltd., an Alberta corporation (“**MFSC**”), has been delegated all authority to manage the business and affairs of MFSC under that certain unanimous shareholder agreement of MFSC dated January 17, 2007 (the “**MFSC Shareholder Agreement**”).

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of its creditors, and other parties in interest that the Company file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of Resun Chippewa, its creditors, and other parties in interests that Resun Chippewa file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of MFSC, its creditors, and other parties in interests that MFSC file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each of Charles R. Paquin, in his capacity as President of the Company, James D. Sheets, in his capacity as Secretary of the Company, and W. Craig Burns, in his capacity as either or both Chief Financial Officer and Treasurer of the Company (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered to execute and file (i) on behalf of the Company, (ii) in the Company’s capacity as the sole member of Resun Chippewa, on behalf of Resun Chippewa and (iii) in the Company’s capacity as sole stockholder of MFSC, on behalf of MFSC, 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, Resun Chippewa’s, or MFSC’s business;

FURTHER RESOLVED, that the Authorized Persons shall be authorized to determine the time to execute and verify a voluntary petitions on behalf of any or all of the Company, Resun Chippewa, and MFSC to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware ;

FURTHER RESOLVED, that each Authorized Person or officer of the Company, and any of them, be, and hereby is, authorized and directed to retain on behalf of

the Company, Resun Chippewa, and MFSC, Cleary Gottlieb Steen & Hamilton LLP, Lazard Frères & Co. LLC, Young Conaway Stargatt & Taylor, LLP, Kurtzman Carson Consultants LLC, Borden Ladner Gervais, LLP, Zolfo Cooper LLC, Epiq Systems, Inc. and any other professionals to assist the Company, Resun Chippewa, and MFSC in carrying out their respective duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and any of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that each Authorized Person or officer of the Company and any of them be, and hereby is, authorized and directed, on behalf of any or all of the Company, Resun Chippewa, and MFSC, to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Post-Petition Credit Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"DIP Credit Agreement"**), by and among the Company and certain of its affiliates, as borrowers and guarantors thereunder, certain financial institutions, as lenders thereunder (the **"DIP Lenders"**), Bank of America N.A., as administrative agent thereunder (the **"DIP Agent"**), Bank of America N.A., acting through its Canada branch, as Canadian agent thereunder, certain financial institutions, as joint lead arrangers and joint book managers thereunder, and certain financial institutions, as co-syndication agents thereunder, in substantially the form provided to the Directors, (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Company, (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, (d) authorize, negotiate, execute and deliver that certain Restructuring Support Agreement (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the **"RSA"**) by and among the Company, certain affiliates of the Company and the various parties thereto in substantially the form provided to the Directors, and (e) authorize, negotiate, execute and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Company in the bankruptcy proceedings, as may be contemplated or required by the either or both the DIP Credit Agreement and the RSA, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Persons executing the same may consider

necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of any or all of the Company, Resun Chippewa and MFSC, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that in the judgment of the Board it is currently desirable and in the best interests of the Company, that the Third Amended and Restated Limited Liability Company Agreement of Resun Chippewa, dated as of February 25, 2014 (the “**Resun LLC Agreement**”), be amended to permit Resun Chippewa to enter into the DIP Credit Agreement pursuant to an amendment to the Resun LLC Agreement in form and substance substantially similar to the amendment to the Resun LLC Agreement reviewed by the Directors (the “**LLC Amendment**”);

FURTHER RESOLVED, that, in the Company’s capacity as the sole member of Resun Chippewa, the Company hereby authorizes and consents to Resun Chippewa’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code and the amendment of the Resun LLC Agreement pursuant to the LLC Amendment;

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the LLC Amendment;

FURTHER RESOLVED, that, in the Company’s capacity as the sole stockholder of MFSC and by virtue of the authority granted to the Company by the MFSC Shareholder Agreement, the Company hereby authorizes and consents to MFSC’s filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer of the Company on its behalf, or on behalf of Resun Chippewa or MFSC, such actions are hereby ratified and confirmed in their entirety; and

FURTHER RESOLVED, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board at any time prior to the filing of any such voluntary petition.

01:21339455.1

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): TBD

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders CONSOLIDATED**

12/15

A list of creditors holding the 30 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 30 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 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
1 DINH CONSTRUCTION CORP YSMAEL DIZON 1565 W PERSIMMON ST RIALTO, CA 92377	YSMAEL DIZON PHONE: 909-816-4561 FAX: 909-429-4537 EMAIL: SDO@DINHCONSTRUCTION.COM	TRADE				\$ 499,459.72
2 ABC SUPPLY CO INC TODD BUEHL ONE ABC PARKWAY SUITE 919 BELOIT, WI 53511	TODD BUEHL PHONE: 866-577-1199 FAX: 608-362-1895	TRADE				\$ 214,091.36
3 CORT FURNITURE RENTAL MIKE DAVIS PO BOX 1398 WEST CHESTER, OH 45071-1398	MIKE DAVIS PHONE: 513-771-9179 X1211 FAX: 513-771-4918 EMAIL: MODSPACEPOS@CORT.COM	TRADE				\$ 198,762.08
4 HOME TRANSPORT INC CHERYL VARNADORE 103 W. BLACKSHEAR AVE WAYCROSS, GA 31501	CHERYL VARNADORE PHONE: 912-283-4444 FAX: 912-283-4111 EMAIL: CHERYL@HOMETRANSPORTINC.COM	TRADE				\$ 176,895.92
5 PTL SERVICES LTD LLOYD PARROTT PO BOX 40 1 MAIN STREET SOUTHERN HARBOUR PB, NL A0B 3H0 CANADA	LLOYD PARROTT PHONE: 709-463-8540 FAX: 709-463-8013 EMAIL: LLOYD.PARROT@PTLSERVICES.CA	TRADE				\$ 173,934.35
6 MCGRATH SYSTEMS BRIAN MCCLINTOCK 1787 SENTRY PARKWAY WEST BUILDING 16/SUITE 215 BLUE BELL, PA 19422	BRIAN MCCLINTOCK PHONE: 610-238-5306 FAX: (610) 238-5308 EMAIL: BMCCCLINTOCK@MCGRATHSYSTEMS.COM	TRADE				\$ 166,283.16
7 HUFOR FLORIDA GROUP BRIAN HARTMAN 1301 CENTRAL PARK DRIVE SANFORD, FL 32771	BRIAN HARTMAN PHONE: 407-302-2286 FAX: 407-302-2890 EMAIL: BHARTMAN@HUFOR.COM	TRADE				\$ 161,786.50
8 ALLYN INTERNATIONAL SERVICES LIHONG XIA 13391 MCGREGOR BLVD FORT MYERS, FL 33919	LIHONG XIA PHONE: 239-489-9900 FAX: 239-489-1257 EMAIL: SALES@ALLYNINTL.COM	TRADE				\$ 155,262.50
9 WINTECH CARRIE UTTER 201 N INDUSTRIAL DR MONETT, MO 65708-0480	CARRIE UTTER PHONE: 800-365-4924 FAX: 417-737-7140 EMAIL: CUTTER@WINTCHINC.COM	TRADE				\$ 143,987.39
10 UNITED SITE NATIONAL SERVICES CO ED SIMONEAU 50 WASHINGTON STREET SUITE 100 WESTBOROUGH, MA 01581	ED SIMONEAU PHONE: 508-594-2577 FAX: 508-594-2581	TRADE				\$ 138,943.32
11 HOUSTON MODULAR SERVICES 819 CORVETTE LN HOUSTON, TX 77060	PHONE: 281-272-1792 FAX: 281-272-1988 EMAIL: AL1PRIDE@AOL.COM	TRADE				\$ 136,265.00
12 SAFE HAVEN ENTERPRISES LLC 1115 SAFE HAVEN DRIVE JENNINGS, LA 70546	PHONE: 337-824-0243 FAX: 337-824-4824	TRADE				\$ 136,187.74
13 ENVISTA CONCEPTS LLC PO BOX 857004 MINNEAPOLIS, MN 55484-7004	PHONE: 317-208-9100 EMAIL: INFO@ENVISTACORP.COM	TRADE				\$ 135,194.50
14 KID CODY MODULAR INC LARRY GOODMAN 72 NORWOOD AVE WOODBIDGE, NJ 07095	LARRY GOODMAN PHONE: 732-750-3263 FAX: 732-750-3263	TRADE				\$ 132,740.18

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
15 SUMMIT FIRE PROTECTION INC 575 MINNEHAHA AVENUE WEST ST PAUL, MN 55103	PHONE: 651-251-1800 FAX: 651-379-1478 EMAIL: AP@SUMMITCOUS.COM	TRADE				\$ 130,850.00
16 GENPACT INTERNATIONAL 42 OLD RIDGEBURY RD 1ST FLOOR DANBURY, CT 06810	PHONE: 203-730-5100 FAX: 203-748-5137	TRADE				\$ 130,606.50
17 HB RENOVATIONS IMPROVEMENTS PO BOX 12451 FORT WORTH, TX 76110	PHONE: 682-229-7983 EMAIL: BUENO88HFC@HOTMAIL.COM	TRADE				\$ 129,162.00
18 ALLEGIANCE CONSTRUCTION INC 8189 INSPIRATION LN ALTA LOMA, CA 91701	PHONE: 909-244-9251 FAX: 909-244-9293	TRADE				\$ 121,195.50
19 E-J ELECTRIC INSTALLATION CO 46-41 VERNON BLVD LONG ISLAND CITY, NY 11101	PHONE: 718-786-9400 FAX: 718-937-9120 EMAIL: BBERGIN@EJ1899.COM	TRADE				\$ 117,879.35
20 BRITCO STRUCTURES USA LLC 1101 FOUNDATION DRIVE WACO, TX 76712	PHONE: 254-741-6701 EMAIL: BMORGAN@BRITCOUSA.COM	TRADE				\$ 115,232.20
21 MIKE DEVERS CONSTRUCTION 14604 CENTRAL AVE CHESTER, VA 23836	PHONE: 804-400-4333 EMAIL: MIKEDEVERS@COMCAST.NET	TRADE				\$ 103,776.22
22 WESCO DISTRIBUTION 112 SHERLAKE LANE KNOXVILLE, TN 37922	PHONE: 865-693-3344 FAX: 865-693-5355 EMAIL: MODSPACEORDERS@WESCODIST.COM	TRADE				\$ 97,153.56
23 QUICK DECK 137 PINE FOREST DRIVE LOCUST, NC 28097	PHONE: 925-516-0603 FAX: 925-516-0605	TRADE				\$ 93,253.70
24 PRO SET BUILDERS 8382 AURELIUS WAY ORANGEVALE, CA 95662	PHONE: 916-521-5431	TRADE				\$ 86,468.50
25 MARIOTTI BUILDING PR ONE LOUIS INDUSTRIAL DRIVE OLD FORGE, PA 18518	PHONE: 570-457-6774 FAX: 570-457-6333	TRADE				\$ 86,175.41
26 UPSIDE INNOVATIONS LLC 5470 SPELLMIRE DRIVE WEST CHESTER, OH 45246	PHONE: 513-889-2492 FAX: 513-672-2124 EMAIL: KSHARP@UPSIDEINNOVATIONS.COM	TRADE				\$ 83,599.66
27 GEARY PACIFIC CORPORATION 921 W MAYFIELD RD SUITE 128 ARLINGTON, TX 76015	PHONE: 817-417-7800 FAX: 817-417-7805 EMAIL: MODSPACEORDERS@GEARYPACIFIC.COM	TRADE				\$ 81,456.10
28 SIEMENS INDUSTRY INC 6141 KATELLA AVENUE CYPRESS, CA 90630	PHONE: 714-761-2000 EMAIL: MARY.JOHNSON@SIEMENS.COM	TRADE				\$ 79,500.00
29 LAMB'S MOBILE HOME SERVICE 416 OAKLAND AVE EGG HARBOR TOWNSHIP, NJ 08234	PHONE: 609-517-2976 FAX: 609-926-8012 EMAIL: LAMBSMHS@COMCAST.NET	TRADE				\$ 76,668.00
30 JOHNSON TRANSPORT LLC 8200 CRARY AVE SEMMES, AL 36575	PHONE: 205-296-0316 FAX: 251-645-2319	TRADE				\$ 72,744.00

Debtor: Resun Chippewa, LLC

Case Number (if known): _____

Fill in this information to identify the case and this filing:

Debtor Name Resun Chippewa, LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

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 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*


☒ Other document that requires a declaration: Consolidated Corporate Ownership Statement & List of Equity Security Holders

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

Executed on

12/21/16
MM/DD/YYYY

x


Signature of individual signing on behalf of debtor

Charles Paquin
Printed name

President and CEO
Position or relationship to debtor