

Fill in this information to identify your case:

United States Bankruptcy Court for the:
 SOUTHERN DISTRICT OF INDIANA

Case number (if known) _____ Chapter 7

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

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

1. Debtor's name ESI Service Corp.

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) 35-2062117

| | | |
|---------------------|--|--|
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | <u>13000 N. Meridian Street</u> <u>Carmel, IN 46032-1404</u> <small>Number, Street, City, State & ZIP Code</small> | <hr/> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> |
| | <u>Hamilton</u> <small>County</small> | Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small> |

5. Debtor's website (URL) _____

6. Type of debtor

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

Partnership

Other. Specify: _____

Debtor ESI Service Corp.
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(53AB))
- 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. §80a-3)

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.naics.com/search/>.

6115

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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three 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 operation, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

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

- No.
- Yes.

If more than 2 cases, attach a separate list.

| | | |
|----------------|------------|-------------------|
| District _____ | When _____ | Case number _____ |
| District _____ | When _____ | Case number _____ |

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

- No
- Yes.

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

| | |
|--|--|
| Debtor <u>See Schedule 1 attached hereto</u> | Relationship to you _____ |
| District _____ | When _____ Case number, if known _____ |

Debtor **ESI Service Corp.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

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

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

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

1-49

50-99

100-199

200-999

1,000-5,000

5001-10,000

10,001-25,000

25,001-50,000

50,001-100,000

More than 100,000

15. Estimated Assets

\$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

16. Estimated liabilities

\$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

Debtor **ESI Service Corp.**
Name

Case number (if known)

Request for Relief, Declaration, and Signature

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

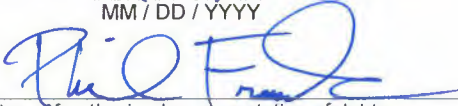
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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.

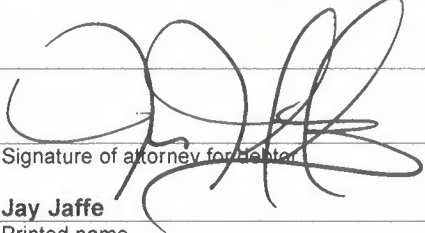
Executed on 09/16/2016
MM / DD / YYYY

X 
Signature of authorized representative of debtor

Phillip B. Frank
Printed name

Title **Senior Vice President, General Counsel & Secretary**

18. Signature of attorney

X 
Signature of attorney for debtor

Date 09/16/2016
MM / DD / YYYY

Jay Jaffe
Printed name

Faegre Baker Daniels LLP
Firm name

600 E. 96th Street, Suite 600
Indianapolis, IN 46240
Number, Street, City, State & ZIP Code

Contact phone 317-569-9600 Email address jay.jaffe@faegrebd.com

5037-98
Bar number and State

SCHEDULE 1

LIST OF AFFILIATED DEBTORS

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court, Southern District of Indiana, Indianapolis Division.

1. ITT Educational Services, Inc.
2. ESI Service Corp.
3. Daniel Webster College, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:) Chapter 7
)
 ESI SERVICE CORP.,) Case No. 16-
)
 Debtor.)

CORPORATE OWNERSHIP STATEMENT

ESI Service Corp. (“Debtor”), by counsel, submits the following corporate ownership statement pursuant to Fed. R. Bankr. P. 1007(a)(1):

ITT Educational Services, Inc., a publicly held company [NYSE:ESI], owns 100% of Debtor’s equity interests. As of August 31, 2016, and based solely on information in reports filed under Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, as amended, by the beneficial owners listed below, the following are corporations, other than a governmental unit, that purport to own 10% or more of any class of the equity interests of ITT Educational Services, Inc.:

| Beneficial Owner | Approximate Percentage of Shares Held |
|---------------------------------------|--|
| Warburg Pincus Asset Management, Inc. | 12.4% |
| Nantahala Capital Management, LLC | 10.8% |

Debtor is not aware of any other corporation that directly or indirectly owns 10% or more of any class of its equity interests.

Respectfully submitted,

/s/ Jay Jaffe

Counsel for Debtor

Jay Jaffe (#5037-98)
 Kayla D. Britton (#29177-06)
 Dustin R. DeNeal (#27535-49)
 Faegre Baker Daniels LLP
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 7
)
ESI SERVICE CORP.,) Case No. 16-
)
Debtor.)

**FAEGRE BAKER DANIELS LLP'S DISCLOSURE OF COMPENSATION UNDER
11 U.S.C. § 329 AND BANKRUPTCY RULE 2016(b)**

I certify that I am one of the attorneys for the above-captioned debtor (“Debtor”) and a partner of the firm of Faegre Baker Daniels LLP (“FBD”), and that compensation paid or agreed to be paid to FBD for services rendered or to be rendered on behalf of Debtor in or in connection with this case, such payment or agreement having been made after one year before the date of filing of the petition, is as follows:

1. ITT Educational Services, Inc. (“ITT”), sole shareholder of Debtor, provided FBD with retainers prior to the filing of this case, for restructuring services and bankruptcy preparation. Pursuant to the FBD engagement letter, the retainer remaining in the amount of \$87,001.28 at the time of the decision to pursue a chapter 7 filing constitutes a flat fee for services rendered and expenses incurred by FBD in contemplation of or in connection with this case and cases filed or that may be filed by ITT and subsidiaries of ITT, including, without limitation, pre-filing preparation and planning, case filing, post-filing preparation of schedules and a statement of financial affairs, preparation for and attendance at a Section 341 meeting, and case transition to a chapter 7 trustee.¹

¹ ITT paid FBD additional amounts in the year preceding the filing of this case on account of fees incurred and expenses advanced by FBD in connection with its representation of ITT and Debtor in corporate, restructuring and other matters. Those amounts will be disclosed as necessary in the statement of financial affairs filed in ITT’s bankruptcy case and/or this case.

2. The source of compensation paid and agreed to be paid to FBD is the retainer described above.

3. FBD has not agreed to share this compensation with any other person.

Respectfully submitted,

FAEGRE BAKER DANIELS LLP

/s/ Jay Jaffe

Counsel for Debtor

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Kayla D. Britton (#29177-06)
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