

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

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

Official Form 201

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

4/16

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

1. Debtor's name Videology, Inc.

2. All other names debtor used in the last 8 years  
 Include any assumed names, trade names and doing business as names  
FKA TidalTV, Inc.  
DBA Videology Group

3. Debtor's federal Employer Identification Number (EIN) 26-1772191

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1500 Whetstone Way, Suite 500</u> <u>Baltimore, MD 21230</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
	<u>Baltimore City</u> County	_____ Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://videologygroup.com

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

Debtor Videology, 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>.

5415

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.

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 Attachment 1</u>	Relationship _____
District _____	When _____ Case number, if known _____

Debtor Videology, 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 to unsecured creditors.

**14. Estimated number of creditors**

- |                                             |                                        |                                            |
|---------------------------------------------|----------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5001-10,000   | <input type="checkbox"/> 50,001-100,000    |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999            |                                        |                                            |

**15. Estimated Assets**

- |                                                  |                                                                 |                                                          |
|--------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million             | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million           | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million          | <input type="checkbox"/> More than \$50 billion          |

**16. Estimated liabilities**

- |                                                  |                                                                   |                                                          |
|--------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million               | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million              | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million             | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion          |

Debtor Videology, Inc.  
Name

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

**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**

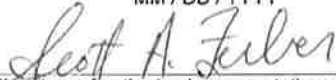
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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 May 10, 2018  
MM / DD / YYYY

X   
Signature of authorized representative of debtor

Scott A. Ferber  
Printed name

Title Chief Executive Officer

**18. Signature of attorney**

X   
Signature of attorney for debtor

Date May 10, 2018  
MM / DD / YYYY

Patrick J. Reilley  
Printed name

Cole Schotz P.C.  
Firm name

500 Delaware Avenue, Suite 1410  
Wilmington, DE 19801  
Number, Street, City, State & ZIP Code

Contact phone 302-652-3131 Email address preilley@coleschotz.com

No. 4451 DE  
Bar number and State

**Attachment 1**

**LIST OF AFFILIATED DEBTORS**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of Title 11 of the United States Code. Contemporaneously with the filing of their petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

1. Videology, Inc.
2. Collider Media, Inc.
3. Videology Media Technologies, LLC
4. LucidMedia Networks, Inc.
5. Videology Ltd.

**VIDEOLOGY, INC.**

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

**April 30, 2018**

The undersigned, being all the members of the Board of Directors (the “Board”) of Videology, Inc., a Delaware corporation (the “Company”), for the purpose of taking action without a meeting of the Board pursuant to Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware, hereby adopt, approve and authorize the following resolutions:

**WHEREAS:** The Board has determined, based on advice of the Company’s legal and financial advisors as well as management, that it is in the best interest of the Company, its creditors, employees, and the public to continue the operation of the Company and to accomplish the same by having the Company file a voluntary petition for relief (the “Chapter 11 Case”) under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

**NOW, THEREFORE,** it is:

**RESOLVED:** that, in the judgment of the Board, it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under Chapter 11 of the Bankruptcy Code; and it is

**RESOLVED:** that that the Chief Executive Officer, President, and/or the Chief Financial Officer (each an “Authorized Officer”, and, collectively, the “Authorized Officers”) are each hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition for relief 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 (the “Bankruptcy Court”) at such time as said Authorized Officer executing the same shall determine, in consultation with the Company’s professionals, it to be in the best interest of the Company; and it is further

**RESOLVED:** that the Authorized Officers be, and hereby are authorized, empowered and directed to execute and file all necessary documents, including, without limitation, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds deemed necessary, proper or desirable in connection with the successful prosecution of the Chapter 11 Case; and it is further

**RESOLVED:** that the Authorized Officers be, and hereby are, jointly and severally, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens and

mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval or determination; and it is further

**RESOLVED:** that the Authorized Officers be, and each of them is authorized, directed and empowered, for and on behalf of the Company to take all actions necessary and appropriate to pursue efforts to sell the business and assets of the Company to preserve and realize the fair value of the Company's business and assets, and as and when appropriate, to enter into a sale agreement with respect to all or any portion of the Company's assets with such terms and provisions as the Authorized Officers deem necessary or advisable, and to enter into any other agreements, documents and instruments in connection therewith, and to take all such further actions, perform such further duties and execute and deliver or file such additional agreements, documents, applications, instruments, certificates and corporate papers as contemplated in or by any such asset purchase agreement or as the Authorized Officers may otherwise deem necessary or desirable to accomplish and consummate the transactions contemplated by such asset purchase agreement; and it is further

**RESOLVED:** that the Authorized Officers be, and each of them is authorized, directed and empowered, for and on behalf of the Company, to work with the Company advisors to formulate and to propose a Chapter 11 plan of reorganization or liquidation (a "Plan") and enter into any agreements, documents and instruments in connection therewith, and to take all such further action, perform such further duties and execute and deliver or file such additional agreements, documents, applications, instruments, certificates and corporate papers as contemplated in or by such Plan or as the Authorized Officers may otherwise deem necessary or desirable in connection therewith; and it is further

**RESOLVED:** that the Company's retention of the law firm of Cole Schotz P.C., as bankruptcy and restructuring counsel for the Company in the Chapter 11 Case, is hereby ratified and approved, subject to Bankruptcy Court approval; and it is further

**RESOLVED:** that the Company's retention of Hogan Lovells US LLP and Hogan Lovells International LLP as special corporate counsel for the Company in the Chapter 11 Case, is hereby ratified and approved, subject to Bankruptcy Court approval; and it is further

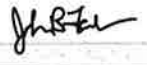
**RESOLVED:** that the Company's retention of Berkeley Research Group as the Company's financial advisor in the Chapter 11 Case is hereby ratified and approved, subject to Bankruptcy Court approval; and it is further

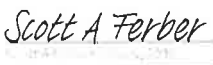
**RESOLVED:** that the Authorized Officers be, and each of them is authorized, directed and empowered, to employ and retain such additional professionals and advisors that the Authorized Officers deem necessary, proper or desirable in connection with the successful prosecution of the Chapter 11 Case; and it is further

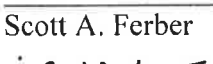
**RESOLVED,** that each of the Authorized Officers, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Company with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of each Company, in each case, as such Authorized Officer shall deem necessary, appropriate, or desirable in such Authorized Officer's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

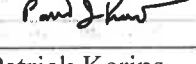
**RESOLVED:** that any and all past actions heretofore taken by any member of the Company's Board of Directors or the Authorized Officers in the name and on behalf of the Company, in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved.


**IN WITNESS WHEREOF,** the undersigned, being all the members of the Board, have executed this written consent as of the date first set forth above. This written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This written consent shall be filed in the minute book of the Corporation.

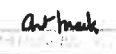
  
 \_\_\_\_\_  
 John B. Ferber


  
 \_\_\_\_\_  
 Scott A. Ferber


  
 \_\_\_\_\_  
 Scott A. Ferber

  
 \_\_\_\_\_  
 Patrick Kerins

  
 \_\_\_\_\_  
 Sam Landman

  
 \_\_\_\_\_  
 Arthur Marks

  
 \_\_\_\_\_  
 Thomas P. McMahon

  
 \_\_\_\_\_  
 Brian Rich



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

In re:	:	Chapter 11
VIDEOLOGY, INC.,	:	Case No. 18-____ (____)
Debtor.	:	Tax I.D. 26-1772191

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS AGAINST DEBTORS**

The following is a list of creditors (the “List of Creditors”) holding the 30 largest unsecured claims against the above-captioned Debtor and certain of its debtor affiliates (collectively, the “Debtors”), all of which simultaneously have commenced chapter 11 cases in this Court. The List of Creditors has been prepared on a consolidated basis from the unaudited books and records of the Debtors with estimated amounts as of March 28, 2018. The List of Creditors is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. The List of Creditors does not include (i) persons that come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of any Debtor’s right to contest the validity, priority and/or amount of any such claim.

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

Debtor Videology, Inc., et al.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware

Case Number (if known): \_\_\_\_\_

Check if this is an amended filing

**OFFICIAL FORM 204**  
**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**  
 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 (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
1. GroupM UK 24-28 Bloomsbury Way, London, UK	Attn: Tom George, CEO Phone: 44 20 7158 5000	Trade Debt				\$18,204,169.16
2. Finecast Limited 27 Farm Street, London W1J 5RJ UK	Attn: Legal Dept. Phone: 44 20 7408 2204 Fax: 44 20 7493 6819	Trade Debt				\$12,341,863.92
3. Pinnacle Ventures Equity Fund II, L.P. 1600 El Camino Real, Ste. 250 Menlo Park, CA 94025-4120	Attn: Legal Dept. Phone: 650-926-7800 Fax: 650-926-7801	Success Fee				\$5,650,000.00
4. Group M Worldwide Inc. 498 Fashion Ave. New York, NY 10018	Attn: Tom George, CEO Phone: 212-297-8181 Fax: 212-297-8120	Trade Debt				\$5,000,000.00

Name

Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
5. Sky Adsmart 160 Victoria Street Westminster, London SW1E 5LB	Attn: Legal Dept. Phone: 020 7032 2000	Trade Debt				\$4,656,982.94
6. Junfer Tech LLC Editora el Sol, SA de CV, Attn: Jorge A. Meléndez Washington 629 Ote. Monterrey Nuevo León 64000 México	Editora el Sol, SA de CV, Attn: Jorge A. Meléndez Washington 629 Ote. Monterrey Nuevo León 64000 México 52-818-150-8815	Convertible Debt				\$4,340,442.51
7. HarbourVest/NYSTRS Co-Invest Fund L.P. One Financial Center 44 <sup>th</sup> Floor Boston, MA 02111	Phone: 617-348-3759 Fax: 617-350-0305	Convertible Debt				\$2,699,760.00
8. Pinnacle Ventures LLC 1600 El Camino Real, Ste. 250 Menlo Park, CA 94025-4120	Attn: Legal Dept. Phone: 650-926-7800 Fax: 650-926-7801	Success Fee				\$2,000,000.00
9. Ferlin Investments, LLC P.O. Box 1567 Stony Brook, NY 11790	Attn: Jason W. Ellin Fax: 443-269-0096	Convertible Debt				\$1,800,000.00
10. Pinnacle Ventures Equity Fund II, L.P. 1600 El Camino Real, Ste. 250 Menlo Park, CA 94025-4120	Attn: Legal Dept. Phone: 650-926-7800 Fax: 650-926-7801	Convertible Debt				\$1,759,530.03
11. LucidMedia Holdings, LLC f/k/a Entrivia, Inc. P.O. Box 8130 11490 Commerce Park Drive Suite 220 Reston, VA 20191	Attn: John Kohler Sr. Director, Impact Capital Program Phone: 703-207-0040 Fax: 703-391-9139	Convertible Debt				\$1,500,000.00

Name

Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
12. Edward Greenspan 77 Aspetong Road Bedford, NY 10506	teddy.greenspan@tag-arts.com	Convertible Debt				\$1,350,000.00
13. AdapTV 1 Waters Park Drive Suite 250 San Mateo, CA 94403	Attn: Legal Dept. Phone: 650-212-1003 Fax: 650-312-9223	Trade Debt				\$1,124,406.28
14. SmartX 97 Charlotte Street London, UK W1T 4QA	Attn: Legal Dept. Phone: +44 77 3746 8845	Trade Debt				\$1,009,877.02
15. Beachfront Media 135 West 41 Street, 5 <sup>th</sup> Floor New York, NY 10036	Attn: Legal Dept. Phone: 310-740-9255 info@beachfrontmedia.com	Trade Debt				\$935,364.20
16. Ad Karma 3806 Buttonwood Drive Columbia, MO 65201	Phone: 573-446-5740	Trade Debt				\$926,353.90
17. Perform Sporting News, LLC 4 <sup>th</sup> Floor Uniton House 65-69 Sheperds Bush London, UK Q12 8TX	Attn: Legal Dept. Phone: 44 20 8484 0800 Fax: 44 20 8484 0808	Trade Debt				\$775,982.82
18. FuturesMedia Beauford Court Bath, UK, BA1 2BW	Attn: Legal Dept.	Trade Debt				\$715,256.40
19. LHP Media Group 817 East Hillsboro Blvd. Deerfield Beach, FL 33441	Attn: Legal Dept. Info@lhpmediagroup.com	Trade Debt				\$660,944.51
20. Optimatic Media, Inc. 261 Madison Avenue New York, NY 10016	Attn: Legal Dept. Phone: 212-968-0600 bizdev@optimatic.com	Trade Debt				\$628,121.38

Name

Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
21. Exelate, Inc. 28803 Network Place Chicago, IL 60673-1288	Attn: Legal Dept. Phone: 646-380-4400	Trade Debt				\$607,695.95
22. Theodore J. Leonsis, Trustee, Theodore J. Leonsis Revocable Trust Dated 3/21/00 11231 River View Drive Potomac, MD 20854-1565	Attn: Legal Dept.	Convertible Debt				\$600,000.00
23. SpotXchange, Inc. Dept. LA 24040 Pasadena, CA 91185	Attn: Legal Dept. Phone: 303-345-6650	Trade Debt				\$599,393.86
24. comScore, Inc. 14140 Collection Center Drive Chicago, IL 60693	Attn: Legal Dept. Phone: 312-775-6470	Trade Debt				\$590,000.00
25. Ascend Video LLC 7171 West 95 <sup>th</sup> Street Suite 300 Overland Park, KS 66212	Attn: Legal Dept. Phone: 913-469-1110  bkay@ascendintegratedmedia.com	Trade Debt				\$565,116.16
26. Vungle, Inc. 185 Clara St., Suite 100 San Francisco, CA 94107	Attn: Legal Dept. Phone: 951-181-5377 Phone: 415-963-9227	Trade Debt				\$563,168.15
27. ITV plc 200 Gray's Inn Road London, UK WC1X 8HF	Attn: Legal Dept. Phone: +44 20 7156 6000  groupsecretariat@itv.com	Trade Debt				\$547,814.16
28. AOL Advertising, Inc. Shropshire House 11-20 Capper Street London, UK WC1E 6JA	Phone: 020 1701 0514 Alt Ph: 020 7492 1000 Fax: 020 7492 1099  infouk@teamaol.com	Trade Debt				\$519,373.83

Name

Name of Creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured
29. Yahoo (BRX) 17-19 Guillaume Tell Paris, France	Attn: Legal Dept. Phone: 33 142 27 47 25	Trade Debt				\$517,606.88
30. Philip Archer 5802 Gentle Breeze Ter. Austin, TX 78731	(512) 495-1992 512.407.9787 (W) 512.680.9558 (M)  phil@wisepartners.com	Convertible Debt				\$506,391.60

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

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In re:	:	Chapter 11
VIDEOLGY, INC.,	:	Case No. 18-____ (___)
Debtor.	:	Tax I.D. 26-1772191

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**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the above-captioned Debtor's equity interests:

<b>Holder</b>	<b>Kind of Interest</b>	<b>Percentage of Ownership</b>
Comcast Ventures, LP	Common Stock	11.84%
New Enterprise Associates 12, Limited Partnership	Common Stock	17.27%
Valhalla Partners II, L.P.	Common Stock	13.15%

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

In re:	:	Chapter 11
VIDEOLOGY, INC.,	:	Case No. 18-____ (____)
Debtor.	:	Tax I.D.: 26-1772191

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtors' equity security holders. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in these chapter 11 cases.

Name and Address of Debtor	Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Shares Held
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Tidal Group LLC c/o Scott A. Ferber 2409 Boston Street Baltimore, MD 21224	Class A Voting Common Stock	265,000 (100%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Richard D. Ferber, Trustee, SF Family Trust, U/D Dated September 30, 2007 Richard D. Ferber 2315 Velvet Ridge Drive Owings Mills, MD 21117	Class B Non- Voting Common Stock	1,500,000 (38.25%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	New Enterprise Associates 12, Limited Partnership 1119 St. Paul Street Baltimore, MD 21202	Series A Non- Voting Convertible Preferred Stock	573,637 (26.33%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Valhalla Partners II, L.P. c/o Wednesday Management LLC 8000 Towers Crescent Drive Suite 1050 Vienna, VA 22182	Series A Non- Voting Convertible Preferred Stock	575,796 (26.43%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Valhalla Partners II, L.P. c/o Wednesday Management LLC 8000 Towers Crescent Drive Suite 1050 Vienna, VA 22182	Series B Voting Convertible Preferred Stock	300,000 (12.72%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Tidal Group LLC Attn.: Scott Ferber 720 S. Montford Ave. Baltimore, MD 21224	Series B Voting Convertible Preferred Stock	431,848 (18.31%)



<b>Name and Address of Debtor</b>	<b>Name and Last Known Address of Equity Interest Holder</b>	<b>Kind of Interest</b>	<b>Number of Shares Held</b>
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Comcast Ventures, LP Attn: David Horowitz 1201 Market Street, Suite 1000 Wilmington, DE 19801	Series B Voting Convertible Preferred Stock	863,694 (36.62%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	New Enterprise Associates 12, Limited Partnership 1119 St. Paul Street Baltimore, MD 21202	Series C Senior Voting Convertible Preferred Stock	866,666 (32.04%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Valhalla Partners II, L.P. c/o Wednesday Management LLC 8000 Towers Crescent Drive Suite 1050 Vienna, VA 22182	Series C Senior Voting Convertible Preferred Stock	566,666 (20.95%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Comcast Ventures, LP Attn: David Horowitz 1201 Market Street, Suite 1000 Wilmington, DE 19801	Series C Senior Voting Convertible Preferred Stock	566,666 (20.95%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Group M Worldwide, Inc. 498 Seventh Avenue New York NY 10018	Series C Senior Voting Convertible Preferred Stock	675,000 (24.95%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Catalyst Investors QP III, L.P. Attn: Ryan McNally 711 Fifth Avenue, Suite 600 New York, NY 10022	Series D Senior Voting Convertible Preferred Stock	1,165,850 (27.32%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	New Enterprise Associates 12, Limited Partnership Attn.: Patrick Kerins 1119 St. Paul Street Baltimore, MD 21202	Series D Senior Voting Convertible Preferred Stock	937,500 (21.97%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Valhalla Partners II, L.P. Attn.: Arthur Marks c/o Wednesday Management LLC 8000 Towers Crescent Drive Suite 1050 Vienna, VA 22182	Series D Senior Voting Convertible Preferred Stock	625,000 (14.65%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Christopher Duncan 6421 Aden Lane Austin, TX 78739	Series X Voting Convertible Preferred Stock	23,491 (11.78%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	D. Bryan Jones 3936 Sendero Dr. Austin, TX 78735	Series X Voting Convertible Preferred Stock	28,189 (14.13%)

<b>Name and Address of Debtor</b>	<b>Name and Last Known Address of Equity Interest Holder</b>	<b>Kind of Interest</b>	<b>Number of Shares Held</b>
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	Junfer Tech LLC Editora el Sol / Jorge A. Meléndez Washington 629 Ote. Monterrey Nuevo León 64000 México	Series X Voting Convertible Preferred Stock	57,939 (29.05%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	LucidMedia Holdings, LLC Attn: John Kohler c/o Redleaf Group Inc. 16033 Matilija Dr. Los Gatos, CA 95030	Series Y Voting Convertible Preferred Stock	53,400 (49.13%)
Videology, Inc. 1500 Whetstone Way Suite 500 Baltimore, MD 21230	LucidMedia Holdings, LLC Attn: John Kohler c/o Redleaf Group Inc. 16033 Matilija Dr. Los Gatos, CA 95030	Series Y Voting Convertible Preferred Stock	55,300 (50.87%)

Fill in this information to identify the case and this filing:
Debtor Name: Videology, Inc.
United States Bankruptcy Court for the: District of DELAWARE
Case number (if known): _____

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

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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:

<input type="checkbox"/>	<i>Schedule A/B: Assets-Real and Personal Property</i> (Official Form 206A/B)
<input type="checkbox"/>	<i>Schedule D: Creditors Who have Claims Secured by Property</i> (Official Form 206D)
<input type="checkbox"/>	<i>Schedule D/F: Creditors Who Have Unsecured Claims</i> (Official Form 206E/F)
<input type="checkbox"/>	<i>Schedule G: Executory Contracts and Unexpired Leases</i> (Official Form 206G)
<input type="checkbox"/>	<i>Schedule H: Codebtors</i> (Official Form 206H)
<input type="checkbox"/>	<i>Summary of Assets and Liabilities for Non-Individuals</i> (Official Form 206Sum)
<input type="checkbox"/>	<i>Amended Schedule</i> _____
<input checked="" type="checkbox"/>	<i>Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders</i> (Official Form 204)
<input checked="" type="checkbox"/>	Other document that requires a declaration: Corporate Ownership Statement and List of Equity Security Holders

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

Executed on 05/10/2018  
MM/DD/YYYY

**X** Scott A. Ferber  
Signature of individual signing on behalf of debtor

Scott A. Ferber  
Printed name

Chief Executive Officer  
Position or relationship to debtor