

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 ATopTech, 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) 14-1881945

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 2111 Tasman Avenue Santa Clara, CA 95054 Santa Clara County Location of principal assets, if different from principal place of business 2111 Tasman Avenue Santa Clara, CA 95054

5. Debtor's website (URL) http://www.atoptech.com

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

Debtor ATopTech, 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>.

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 _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor ATopTech, 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 checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000   | <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
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million             | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million           | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million          | <input type="checkbox"/> More than \$50 billion          |

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

Debtor A TopTech, Inc. Case number (if known) \_\_\_\_\_  
Name

**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**

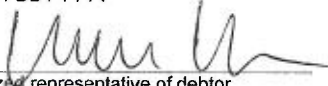
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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.

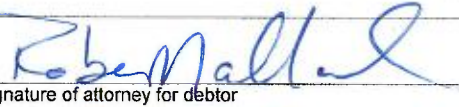
Executed on January 13, 2017  
MM / DD / YYYY

X 

Claudia Chen  
Printed name

Signature of authorized representative of debtor  
Title Vice President, Finance

**18. Signature of attorney**

X 

Date January 13, 2017  
MM / DD / YYYY

Signature of attorney for debtor

Robert W. Mallard  
Printed name

Dorsey & Whitney LLP  
Firm name

300 Delaware Avenue, Suite 1010  
Wilmington, DE 19801  
Number, Street, City, State & ZIP Code

Contact phone (302) 425-7164 Email address mallard.robert@dorsey.com

(4279)  
Bar number and State

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

In re:

ATopTech, Inc.,

Debtor.

Chapter 11

Case No. 17-\_\_\_\_\_ ( )

**LIST OF CREDITORS HOLDING  
TWENTY (20) LARGEST UNSECURED CLAIMS**

Following is the list of the above-captioned Debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest claims. The information contained herein shall not constitute an admission of liability by, nor shall it be binding on, the Debtor. The information contained herein, including the failure of the Debtor to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim.

## Fill in this information to identify the case:

Debtor name	<b>ATopTech, Inc.</b>
United States Bankruptcy Court for the:	<b>DISTRICT OF DELAWARE</b>
Case number (if known):	_____

Check if this is an amended filing

## Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
Synopsys, Inc. 690 E Middlefield Rd. Mountain View, CA 94043		District Court action jury award	Contingent Unliquidated Disputed			\$30,400,000.00
Arnold & Porter LLP P.O. Box 759451 Baltimore, MD 21275-9451		Legal Fees				\$2,713,844.85
Tasman East Parcel 56 Owner LLC 621 Capital Mall Sacramento, CA 95814		Real Property Lease Agreement	Contingent			\$300,631.00
Taipei City's Farmers Association 14F, No. 390, Sec. 1, Fuxing South Rd. Taipei, Taiwan		Real Property Lease Agreement Taipei Office: No. 149, Sec. 3, Xinyi Road, Taipei, Taiwan	Contingent			\$95,100.00
John Cooley PO Box 6222 DEEP-161228-01 Holliston, MA 01746-6222		Trade Debt				\$55,000.00
Zhi-Xun Zhuang 386, Gao Fong Road Hsinchu City, Taiwan		Real Property Lease Agreement Hsinchu Office: 10F-2, No. 229, Fuxing Second Road, Zhubei City, Hsinchu County, Taiwan	Contingent			\$26,020.88
Mingsheng Han 43534 Southerland Way Fremont, CA 94539		Wages and PTO accrual exceeding priority limit				\$18,514.14

Debtor ATopTech, Inc.  
Name

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
Lok Sang Chen 43389 Jerome Ave. Fremont, CA 94539		Wages and PTO accrual exceeding priority limit				\$17,506.52
Biing-Horng Liou 1703 Fumia Dr. San Jose, CA 95131		Wages & PTO accrual exceeding priority limit				\$17,277.10
Michael Trapp 16714 Sequoia St. Fountain Valley, CA 92708		Wages and PTO accrual exceeding priority limit				\$17,180.95
Jianjun Wang 2816 Alice Ct. Fremont, CA 94539		Wages & PTO accrual exceeding priority limit				\$17,089.55
Je Cho 334 Polaris Ter Sunnyvale, CA 94086		Wages & PTO accrual exceeding priority limit				\$16,744.62
Dennis Shumaker 1003 Madera Court Allen, TX 75013		Wages & PTO accrual exceeding priority limit				\$16,307.14
Zhong Chen 1588 Shore Drive San Jose, CA 95131		Wages and PTO accrual exceeding priority limit				\$15,395.00
Yang Wu 27227 Black Mountain Rd. Los Altos Hills, CA 94022		Wages and PTO accrual exceeding priority limit				\$15,123.40
Pingang Wang 481 Norwood Circle Santa Clara, CA 95051		Wages and PTO accrual exceeding priority limit				\$14,891.16
Fuliang Bian 1168 Wenig Ct. Pleasanton, CA 94566		Wages & PTO accrual exceeding priority limit				\$14,770.28
Stephen Deng 1942 Cambridge Dr. Mountain View, CA 94043		Wages and PTO accrual exceeding priority limit				\$14,537.57
Thompson Gee 3329 Kestrel Place Fremont, CA 94555		Wages and PTO accrual exceeding priority limit				\$13,789.90

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
ATopTech, Inc.,  Debtor.	Case No. _____ ( )

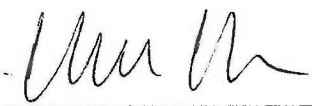
**CERTIFICATION CONCERNING LIST OF CREDITORS  
HOLDING TWENTY (20) LARGEST UNSECURED CLAIMS**

The above-captioned debtor and debtor-in-possession (the "Debtor") hereby certifies under penalty of perjury that the *List of Creditors Holding the Twenty (20) Largest Unsecured Claims* (the "Top 20 List"), submitted herewith, is complete, and to the best of the Debtor's knowledge, correct and consistent with Debtor's books and records.

The information contained herein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Top 20 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

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

Executed this 13<sup>th</sup> day of January, 2017.

Signature:   
By: Claudia Chen  
Title: Vice President, Finance



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  
**ATOPTECH, INC.,**  
  
Debtor.<sup>1</sup>

Chapter 11

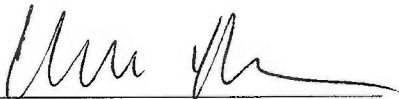
Case No. \_\_\_\_\_ ( )

**CERTIFICATION CONCERNING EQUITY SECURITY HOLDERS**

The above-captioned case debtor and debtor-in-possession (the "Debtor") hereby certifies under penalty of perjury that the list submitted herewith attached hereto as **Exhibit "A"**, pursuant to Local Rule 1007-1(a) of the Bankruptcy Court for the District of Delaware, containing the List of Equity Security Holders of the Debtor, is complete and to the best of the Debtor's knowledge correct and consistent with the Debtor's books and records.

I declare under penalty of perjury that the forgoing is true and correct to the best of my information and belief.

Executed this 13<sup>th</sup> day of January 2017

Signature:   
By: Claudia Chen  
Title: Vice President, Finance

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 1945. The Debtor's headquarters and mailing address is 2111 Tasman Avenue, Santa Clara, California 95054.

**List of Equity Security Holder  
Exhibit "A"**

Last Name	First Name	Mailing Address	Common - Common	Preferred - Series A Outstanding	Preferred - Series B Outstanding	ATOPTECH 2003 Stock Plan
698 Capital Acorn Asia Limited	N/A	41/F Central Plaza, 18 Harbour Road Wanchai, Hong Kong Hong Kong SAR China			93,737	
Agrahara	Gopinath	No 19 2nd main 2nd cross Ramanjaneya Nagar, Chikkalasandra Bengalore 560070 India				12,000
Akavarapu	Amarnadh	#757 Gangamma Temple Road, Raj Palyam, Hoodi, Near Bajaj Showroom Bangalore 560048 India				2,500
Amarjit & Rosa Gill Family Trust	N/A	22179 Hammond Way Cupertino CA 95014 United States		38,598	12,326	
Araki	Etsuto	Higashi 8-801, 4-3-1, Ryokuen, Izumi-Ku, Yokohama Kanagawa Japan	160,000			70,000
Baek	Chang-Ki	#210-104, Apt. 181 Seohyeon-ro, Bundang-gu, Sungnam-si, Gyeonggi-Do South Korea				16,000
Bagmar	Deepesh	Apt. 150 251 Brandon St San Jose CA 95134 United States	1,875			3,125
Bai	Geng	47477 Hoyt St. Fremont CA 94539 United States	163,951			141,049
Bailey	Marc	5781 Stresemann St San Diego CA 92122 United States				20,000

**List of Equity Security Holder  
Exhibit "A"**

Bennett	Robert	2898 Rancho Pancho Carlsbad CA 92009 United States				35,000
Berger	Mark	2715 Bonnie Dr. Santa Clara CA 95051 United States	26,875			
Bian	Fuliang	1168 Wenig Ct. Pleasanton CA 94566 United States	122,625			34,375
Burstein	Michael	22611 Poppy Drive, Cupertino CA 95014 United States				50,000
Camino Del Oro, LLC	N/A	5801 Pelican Bay Blvd #104 Naples FL 34108 United States		19,299	6,163	
Cascade Capital Management, LLC	N/A	Zhongshan Dist 7F., No. 36, Ln. 48, Sec. 3, Nanjing E. Rd. Taipei City, Taiwan ROC 00104 Taiwan		525,215	260,123	
Chada	Vishnu	444 Saratoga Avenue, #3-i Santa Clara CA 95050 United States	20,521			14,479
Chang	Anthony	5F., No.198, Jianguo Rd., Yingge Dist., New Taipei City 239, Tai New Taipei City Taiwan				20,000
Chang	Arton Hsin-Wei	No. 10, Jianmin St., Zhongshan Dist., Keelung City Taiwan				12,000
Chang	Christine	9F-1, No.5, Lane 141, Kung Ning Rd. Shi Ji City, NA 00000 Taiwan	15,000			
Chang	Chwen-Cher	800 Wooded Hills Court Fremont CA 94539 United States	21,667			61,933
Chang	Frank Chen- Feng	No 59-2, 5F, Musin rd., Sec. 2, Wenshen District Taipei Taiwan	22,063			6,937

**List of Equity Security Holder  
Exhibit "A"**

Chang	MIN-Hua	21836 Monte Court Cupertino CA 95014 United States			50,000	
Chang	Yu-Hsu Henry	21720 Rainbow Dr. Cupertino CA 95014 United States	223,750			126,250
Chang-Chien	Cynthia	No. 6, Ln, 46, Zhongshan E. Rd. Fengshan Dist. Kaohsiung 830 Taiwan	7,917			7,083
Chao	Kaiyuan	2746 NW Talamore Terrace Portland OR 97229 United States	10,000			
Chao	Nicole	2050 Royal Dr. Apt. 32 Santa Clara CA 95050 United States				24,000
Charcos	Ivan	769 Salt Lake Dr. San Jose CA 95133 United States				10,000
Che Family Trust	N/A	19976 Price Ave Cupertino CA 95014 United States		19,299	15,537	
Chen	Brian	10F, No. 105, Sec.3, He- Ping East Rd. Taipei, NA 00000 Taiwan	40,000			
Chen	Chien-Chih Leo	11F, No.7, Ln. 19, Guanxin Rd., East Dist. Hsinchu City, NA 00000 Taiwan	11,300			
Chen	Chih-Yuan Joseph	20436 Via Palamas Cupertino CA 95014 United States	205,000			108,000
Chen	Claudia	20160 Chateau Drive Saratoga CA 95070 United States	142,208			161,500
Chen	Duan-Ping	1303 Peralta Ct. San Jose CA 95120 United States		184,210	128,572	
Chen	Frank	No. 3, Alley 50, Lane 258, Mayuan 3rd Rod. Zhubei City, Hsienchu County 30266 Taiwan	7,167			6,833

**List of Equity Security Holder  
Exhibit "A"**

Chen	Fu-Tzu	21836 Monte Court Cupertino CA 95014 United States			50,000	
Chen	Kuang-chien	20160 Chateau Drive Saratoga CA 95070 United States	36,292			
Chen	Lok Sang	43389 Jerome Ave. Fremont CA 94536 United States	350,000			45,000
Chen	Shun-Tang	5,Alley 11, Lane 242 Xinsheng Street Zhonghe Dist., New Taipei City 23549 Taiwan	60,000			
Chen	Wufu	10566 Blandor Way, Los Altos CA 94024 United States				200,000
Chen	Yu-Chen Sophie	No.20, Lane 51, Xianzheng 12th St. Yilan City, Yilan County 260 Taiwan	3,167			4,833
Chen	Zack	2F.-8, No.8, Aly. 41, Ln. 485, Kaiyuan Rd., North Dist. Tainan City 704 Taiwan	3,833			
Chen	Zhong	1588 Shore Drive San Jose CA 95131 United States	129,000			101,000
Cheng	Chihliang Eric	41 Mission Cielo Ave. Fremont CA 94539 United States	63,333			
Cheng	Lily	5099 Forest View Dr. San Jose CA 95129 United States	58,750			28,250
Cheng	Simon Taikwei	11757 Pine Brook Ct. Cupertino CA 95014 United States		131,578		
Chern	Jue-Hsien	1325 Villa Dr. Los Altos CA 94024 United States	2,050,000			250,000
Chiang	Feng-yi Winston	No. 23, Alley 30, Lane 10, Zhongshan Rd. Zhubei Taiwan	24,000			4,000

**List of Equity Security Holder  
Exhibit "A"**

Chien	Tzuo-Fan	13F-2, No.3, Ln. 28, Sec. 2, Sinsheng N. Rd., Jhongsan Dist. Taipei, NA 00000 Taiwan	12,167			
Chiou	San-San	1745 Pilgrim Avenue Mountain View CA 94040 United States			6,171	
Chiu	Freeman	2831 Old Estates Ct. San Jose CA 95135 United States				40,000
Cho	Je	334 Polaris Ter Sunnyvale CA 94086 United States	41,667			48,333
Cho	Yun-Chung Eric	20401 Kirkmont Dr. Saratoga CA 95070 United States	180,000			
Choi	Joeng Guk	#205-704, Minsok Maeul Sinchang Missionhill, Apt. 33, Saeun-ro, 126 beon-gil, Giheung-gu, Yongin-si, Gyeonggi-Do 17079 South Korea				8,000
Chou	Ming-Chih	Xinyi Dist No 66-1, Song-qin St Taipei City, Taiwan ROC 00110 Taiwan		19,299	6,163	
Claremont Profits Limited	N/A	95-23, Section 2, Hsi- Tun Road Taichung, CA Taiwan			1,000,000	
Darji	Rajiv	1745 Nantucket Circle #166 Santa Clara CA 95054 United States				72,000
Dash	Biswanath	Raja Marathahalli, Munikalal Bangalore 560037 India				2,500
David Peng and Ying Peng TTEE, The Peng Family Trust, DTD 8/6/97	N/A	22575 Salem Ave. Cupertino CA 95014 United States		526,315	142,858	
Davu	Srigowri	2147 Briarwood Dr. Santa Clara CA 95051 United States	10,917			

**List of Equity Security Holder  
Exhibit "A"**

Deng	Stephen	1942 Cambridge Drive Mountain View CA 94043 United States	60,000		428,572	211,000
Desai	Girish	# 245, Royal County J P Nagar 8th Phase, Near Jambu Savari Dinne Bangalore 560076 India				22,000
Dobberpuhl Family 2001 Trust	N/A	113 Via Del Milargo Monterey CA 93940 United States		38,598	12,326	
Dragon Investment Fund I Co.	Ltd.	7F, No. 122, Dunhua N. Rd. Taipei, CA 10595 Taiwan			2,857,143	
Fang	Odysseus	301 Starlite Way Fremont CA 94539 United States	46,000			38,000
Fu	Fred	20135 Northwind SQ. Cupertino CA 95014 United States				67,200
Fu	So-Chung Fred	20135 Northwind Square Cupertino CA 95014 United States	63,958			
Fu-Yuan Lin 1996 Trust	N/A	21468 Continental Circle Saratoga CA 95070 United States		5,514	2,386	
Gee	Thompson	3329 Kestrel Place Fremont CA 94555 United States	48,333			16,667
Geocaris	Thomas	401 Woodside Terrace Lakeway TX 78738 United States	136,000			32,000
Gokhale	Vaibhav	755 E. Capitol Ave., Unit C 201 Milpitas CA 95053 United States	9,500			
Gondhi	Anantha	# 204/4, MM Residency, Kanthamma Layout Panathur Main Road Bangalore 560103 India				3,750

**List of Equity Security Holder  
Exhibit "A"**

Gong	Chih-Chien Jerry	21836 Monte Court Cupertino CA 95014 United States			70,000	
Gong	Joanne	21836 Monte Court Cupertino CA 95014 United States			200,000	
Gong	Mingfu	4675 Norris Rd Fremont CA 94536 United States	58,333			
Gong	Yuh-Tyng	21836 Monte Court Cupertino CA 95014 United States			50,000	
Gude	Raghuram	# 353/25, 1st Floor, Nagaraj Layout, Panathur Main Road Kadubeesanahalli, Bangalore 560103 India				4,500
Gurram	Venkat	# 104, Anand Nagar, Marathahalli Bangalore 560037 India				2,500
H&P Venture Capital Investment Corporation	N/A	10F., No. 172, Sec. 2, Minsheng E. Rd., Taipei 104, Taiwan			714,286	
Han	Mingsheng	43534 Southerland Way Fremont CA 94539 United States	200,000			300,000
Han Family 1996 Revocable Trust	N/A	20846 Dunbar Drive Cupertino CA 95014 United States		64,331	20,543	
HanTech International Venture Capital Corp.	N/A	32F-1, 333 Keelung Road, Sec. 1 Taipei, CA 110 Taiwan			1,428,572	
H Hi-Tech Investment Holdings, Ltd.	N/A	11F-9 303 Tun-Hwa N. Rd Taipei, Taiwan Taiwan		19,299	6,163	
Ho	Hui-Shan	9F-2, No.389, Sec.3, Taiwan Blvd. Taichung, CA Taiwan		265,000	100,000	



**List of Equity Security Holder  
Exhibit "A"**

Ho	Jan-Ming	7F, #28, Alley 47, Lane 70 Sec. 2, Academia Rd., Nankang Taipei, CA Taiwan		395,000	150,000	
Ho	Jan-Sheau	11F, 333, Long-Jiang Road Taipei, CA Taiwan		265,000	100,000	
Ho	Kent	1923 Hollyview Dr. San Ramon CA 94582 United States	5,500			
Ho	Sophy	6619 Mount Royal Drive San Jose CA 95120 United States	17,562			
Hsieh	Chang-Chao	1588 Provincetown Dr. San Jose CA 95129 United States	396,000		142,858	190,000
Hsiung	Angela	42638 Lerwick St. Fremont CA 94539 United States	4,000			
Hsiung	Kou-Jung Bear	No.9, Ln. 179, Liujia 7th Rd. Jhubei City, NA 00000 Taiwan	13,750			
Hsu	Tien-Chang	4692 Wilcox Ave. Santa Clara CA 95054 United States				35,000
Hsu	Tzu-Hwa	2-4, Lane 192. Syh-Wei Road Taipei, Taiwan 00106 Taiwan		2,316	740	
Hu	Jackson	58 Marymont Ave. Atherton CA 94027 United States	300,000			200,000
Huang	Felix	1830 Tambour Way San Jose CA 95131 United States	21,667			
Huang	Jung-Fa	Sec. 2, Nei-Hu Rd 7F No. 48-4, Lane 103 Taipei, Taiwan Taiwan		19,299	6,163	
Huang	Ming-Mo, George	3F., No.61, Ln. 19, Guanxin Rd., East Dist., Hsinchu City 300 Hsin-Chu City Taiwan	2,250			6,750

**List of Equity Security Holder  
Exhibit "A"**

Huang	Zhijun Jerry	10221 Parish Place Cupertino CA 95014 United States	45,833			
Hwang	Tien-Lai	1266 Avenida Benito San Jose CA 95131 United States			6,171	
Industrial Bank of Taiwan	N/A	99, Sec. 2, Tiding Blvd. Taipei, Taiwan Taiwan		385,984	123,255	
Jackson	Jackie	708 Elder Cir. Austin TX 78733 United States	15,450			5,250
Jamp	Joe	251 Avalon Drive Los Altos CA 94022 United States		30,000	14,286	
Jamp	Patrick	251 Avalon Drive Los Altos CA 94022 United States		30,000	14,286	
Jen	Tzu-Ping	12F, 19, Alley 61, Lane 208, Ruei-An Street Taipei, CA Taiwan		150,000	40,000	
Jiang	Zhanyuan Jerry	590 Mill Creek Lane, Apt. 204 Santa Clara CA 95054 United States	33,229			
Jyothi	Sai	38 2nd Cross Bangalore, NA 00000 India	3,750			
Kan	Tsang-Chi	9F, No. 35, Lane 347, Zhongzheng Rd., XinZhung Dist. New Taipei City Taiwan	20,000			7,000
Kao	Bennet	352 Bonita Ave San Jose CA 95116 United States	10,000			
Katkam	Radhika	# 139, 2nd Cross, Aiyappa Nagar, Munnekollal, Marathahalli Bangalore 560037 India				2,500
Ko	Jeffrey	No.39, Lih-Der East Street Taichung, NA 00000 Taiwan				11,600

**List of Equity Security Holder  
Exhibit "A"**

Kothari	Alpesh	1074 Cedar Lake Ct. Conroe TX 77384 United States	103,125			16,875
Kumar	Hemant	10541 Stokes Ave. Cupertino CA 95014 United States	36,667			
Kumar	Vivek	9115 judicial drive #4406 San Diego CA 92122 United States	2,708			
Kung-Li Kuo and Pi-Chu Kuowang	N/A	44985 Cougar Circle Fremont CA 94539 United States		268,000	500,000	
Kuo	Yu-Liang	44985 Cougar Circle Freemont CA 94539 United States			500,000	
Lau	Johnson	10829 Sycamore Court Cupertino CA 95014 United States	15,833			
Lee	Bosoon	#604-904, Donbu Centrevillr, Apt. 216 Sinbong 1-ro, Suji-gu, Yongin-City, Kyunggi- Do 16811 South Korea				20,000
Lee	Kaiwin	1220 Montclair Way Los Altos CA 94024 United States	2,000,000	263,157	214,286	
Lee	Kwan-Thai	4326 Marston Lane Santa Clara CA 95054 United States	124,062			
Lee	Min-Chu H.	P.O. Box 1-57, Nangang Taipei, CA 115 Taiwan		265,000	70,000	
Lee	Ying Hsin	4A, 314, Sec. 1, Tun Hwa S. Road Taipei, CA 100 Taiwan		30,000	40,000	
Lemmer	Travis	150 Stratton Ct Austin TX 78737 United States				45,000
Li	Chi-Feng	No.113, Jiawei Rd. Qiaotou Dist. Kaohsiung City 82505 Taiwan	17,375			1,625
Li	Feng	6909 Westmoor Way San Jose CA 95129 United States	56,000			28,000

**List of Equity Security Holder  
Exhibit "A"**

Li	Jingsong	4387 Mattos Dr. Fremont CA 94536 United States	22,900			65,850
Li	Richard	120 Surrey Court Milpitas CA 95035 United States				10,000
Li	Ying-Meng	4285 Payne Ave #700301 San Jose CA 95117 United States	275,833			69,167
Li	Yunqing Fred	10250 N. Foothill Blvd. Cupertino CA 95014 United States	114,583			
Liao	Stanley	No.28, Ln. 29, Songlin St. Sinfong Township, NA 00000 Taiwan	9,895			
Liao	Yuh-Zen	13647 Old Tree Way Saratoga CA 95070 United States		657,894	357,143	
Lin	Li-feng	1606 Mission Springs Cir. San Jose, CA 95131 San Jose CA 95131 United States	21,875			11,325
Lin	Shing-Tung	7F., No.56, Qingnian Rd., Wanhua Dist. Taipei 108 Taiwan	8,333			7,667
Lin	Steven Shuo-Ren	6F, No. 267, Linsen Rd, Fengshan Dist. Kaohsiung City 830 Taiwan	3,333			4,667
LINWU Limited Partnership	N/A	21468 Continental Circle Saratoga CA 95070 United States		77,197	24,651	
Liou	Biing-Horng	1703 Fumia Dr. San Jose CA 95131 United States	63,333			36,667
Liou	Yih-June	No. 28, Alley 70, Lane 400, Ming-Hu Road Hsinchu 300 Taiwan	15,000			

**List of Equity Security Holder  
Exhibit "A"**

Lip-Bu Tan & Ysa Loo Trust	N/A	One California Street, 28th Floor San Francisco CA 94111 United States		4,825	1,541	
Liu	I-Min	19932 Merribrook Dr. Saratoga CA 95070 United States	459,333		142,858	
Liu	James J.L.	42622 Queens Park CT. Fremont CA 94538 United States		30,000		
Liu	Le-Chin Eugene	57-4F, Ln311, Sec.2, Hoping E. Road Taipei, NA 00000 Taiwan	20,000			110,000
Liu	Lung-Chun	13748 Lexington Court Saratoga CA 95070 United States	10,000	78,947		90,000
Liu	Lung-Yuan	13748 Lexington Court Saratoga CA 95070 United States			71,430	
Liu	Qinghua	6496 Canterbury Ct. San Jose CA 95129 United States	198,334			
Liu	Rayxin	1F., No.16, Ln. 279, Dongfeng Rd. Zhudong Township Hsinchu County 31051 Taiwan	4,667			
Liu	Shu-Hua Tammy	19261 Harleigh Dr. Saratoga CA 95070 United States	80,000			20,000
Liu	Tai-Hung	1410 Bretmoor Way San Jose CA 95129 United States	250,000			237,000
Liu-Lee Family Trust	N/A	14598 Deer Spring Court Saratoga CA 95070 United States		57,898	18,488	
LN Family Trust	N/A	PO Box 2008 Menlo Park CA 94025 United States		38,598	12,326	
Lo	Abel Shi	20963 Bowhill Ct. Saratoga CA 95070 United States		77,197	24,651	

**List of Equity Security Holder**  
**Exhibit "A"**

Lo	Christine Shih-Tze	Shih-Lin District 11, Alley 88, LN 25, Dong-Shan Road Taipei, Taiwan Taiwan		38,598	12,326	
Lo	Erica	5F.-2, No.227,Chenggong 6th St Zhubei City Hsinchu County 302 Taiwan	4,688			
Lu	Feng-Yuan	No.107-6, Baixi, Tongxiao Township, Miaoli County 357 Miaoli County Taiwan				10,000
Luan	Chyau-Kuem	7F., No. 85 , Wenren St., Zhubei City 302 Taiwan	10,250			5,750
Matsubayashi	Akira	1-29-2-2C, Minami-ku, Minami-Ota Yokohama, NA 00000 Japan	8,333			
Maung	Tinaung Daniel	3241 Melendy Dr. San Carlos CA 94070 United States	70,000			94,000
Mehfooz	Arshad	Flat # G-3, Yamunotri Apartments 3rd Main, G M Palya, New Thippasandra PO Bangalore 560075 India				12,000
Midya	Arpan	# 5, Block A, D S Max, Serenity, Madivala Roopena Agrahara, Bangalore 560068 India				2,500
Mitelman	Yackov	1745 Noranda Dr Apt 2 Sunnyvale CA 94087 United States				20,000
Mizomichi	Kaori	1-25-16, Shibusawa, Hadano-shi, Kanagawa, 259-1322 Japan				2,000
Mo	Dennis	21836 Monte Court Cupertino CA 95014 United States			70,000	

**List of Equity Security Holder**  
**Exhibit "A"**

Most	Zachary	4801 Senora Creek Ct. Austin TX 78735 United States				20,000
Mudalla	Navateja	# 13, Sri Balaji Residency, Green Glen Layout, Bellandur Bellandur, Bangalore 560103 India				3,750
Muto	Nobumoto	622-1, 2-107, Noppacho, Kouhoku Yokohama Japan	37,500			12,500
Nallabolu	Rajasekhar	# 25, Sri Lakshmi PG, Room # 101, Bajaji Enclave, Munnekula, Marathahalli Bangalore 560037 India				2,500
Narayan	Lalith	36043 Dering Pl Fremont CA 94536 United States	41,334			
Ni	Ling-Ya	No.19, Aly. 17, Ln. 96, Sec. 2, Heping E. Road Da'an District Taipei City 106 Taiwan				8,000
Noppenberg	Cole	11904 Snow Goose Rd. Austin TX 78758 United States				8,000
N-Squared 2006 Trust		936 Addison Avenue Palo Alto CA 94301 United States		3,860	1,233	
Okada	Tokihito	2-34-12-223 Azamino Aoba-Ku, Yokohama- shi Danagawa 225-0011 Japan	10,000			5,000
Pacific Rim Capital, LLC	N/A	2150 California Street Mountain View CA 94040 United States		268,811	117,629	
Parameshwaran	Rajivkumar	4234 Canyon Glen Cir. Austin TX 78732 United States				11,667

**List of Equity Security Holder  
Exhibit "A"**

Peng	Song-Hsi	North District, Yun-shing St., 356-10, 4F Taichung 404 Taiwan	46,250			
Ping-San Tzeng and Yu-Ling Kuo	N/A	44985 Cougar Circle Fremont CA 94539 United States		18,000		
Potter	Philip	25372 Via De Anza Laguna Niguel CA 92677 United States				12,000
Priyadarshi	Rohit	44291 Pomace St. Fremont CA 94539 United States	54,792			
Yun Yi Investment Co. Ltd.		11F., No. 8, Gangqian Rd., Neihu Dist., Taipei 114, Taiwan			714,286	
Rueiming Jamp	N/A	251 Avalon Drive Los Altos CA 94022 United States			625	
Samanta	Anup	Bhavani PG AECS Layout, ITPL Main Road Khundanahalli Gate Bangalore 560037 India				2,500
Shiau	Jiing-Fu	10F, 48, Lane 177, Sec. 1, Tun Hwa S. Road Taipei Taiwan		300,000		
Shieh	Sentry	4F.-2, No.361, Zhonggang Rd., Xinzhuang Dist., New Taipei City 242 Taiwan	18,750			
Shueh-Mien & Ching Kung Lee Revocable Trust	N/A	18930 Hargrave Way Saratoga CA 95070 United States		19,299	6,163	
Shumaker	Dennis	1003 Madera Ct. Allen TX 75013 United States				38,000
Silicon Storage Technology, Inc.	N/A	c/o Microchip Technology 2355 W. Chandler Blvd. Chandler AZ 85224 United States			46,869	



**List of Equity Security Holder  
Exhibit "A"**

SKW Investment	N/A	11550 Upland Way Cupertino CA 95014 United States		423,157	188,000	
Sumitomo Osaka Cement Co., Ltd.	N/A	585, Toyotomi-cho, Funabashi-shi Chiba, Japan 274-8601 Japan		115,795	36,977	
Sun	Ganping	1233 Inverness Ct. Fremont CA 94539 United States	267,292			
Suragari	Madhav	3415 Lebon Drive San Diego CA 92122 United States	6,563			
Suzuki	Katsuharu	2111 Tasman Drive Santa Clara CA 95054 United States	9,375			
Thattarakkal	Sunil Raj	3000 23rd Street, #418 San Francisco CA 94110 United States	10,000			
The Li/Xin Family Trust	N/A	4387 Mattos Drive Fremont CA 94536 United States	31,250			
Thumula	Nikhil	Flat # 13 Sai Madhura Gokul Apartments, Uttarahalli Road Ankappa Layout, Bangalore - 560061 India				5,000
Thune	Eric	9 Mariposa Ave. Los Gatos CA 95030 United States	455,000			130,000
Tong	Yang-Shan	1335 Bonnet Ct. San Jose CA 95132 United States	17,333			24,667
Trapp	Michael	16714 Sequoia St. Fountain Valley CA 92708 United States	40,000			60,000
Troin	Philippe	179 Beatrice St. Mountain View CA 94043 United States	43,750			
Tsai	Charles	3F., No.43-1, Ln. 156, Wuxing St. Taipei 110 Taiwan				17,500

**List of Equity Security Holder  
Exhibit "A"**

Tsai	Ming-Feng	5F., No.16, Minquan Rd., Xindian Dist., New Taipei City 231, Tai New Taipei City Taiwan				12,000
Tsai	Sung-Han	1842 Wayne Circle San Jose CA 95131 United States	8,000			28,000
Tsang	David	758 Loyola Drive Los Altos CA 94024 United States		358,414	524,090	
Tsao	Sarah	5F, No.2, Aly. 6, Ln. 124, Jinjiang St., ZhongZheng Dist. Taipei 100 Taiwan	11,050			1,350
Tseng	Antony	3810 142nd Place NE Bellevue WA 98007 United States	170,000			155,000
Tseng	Hsin-Chia	1011 Kenmore Ct. Cupertino CA 95014 United States	45,000			53,000
Tseng Family Trust DTD 12-26-1996	N/A	4F-1 No. 478, Shipin Road Hsin-Chu City, Taiwan 30062 Taiwan			16,873	
Tsou	Don-Min	11550 Upland Way, Cupertino CA 95014 United States	2,000,000	283,684	400,000	
Tung	Sara	303 Diamond Way Milpitas CA 95035 United States	60,000			37,000
Tzeng	Dario	44985 Cougar Circle Fremont CA 94539 United States		80,000		
Tzeng	Derek	44985 Cougar Circle Fremont CA 94539 United States		80,000		
Tzeng	Dora	44985 Cougar Circle Fremont CA 94539 United States		80,000		
Tzeng	Ping-San	44985 Cougar Circle Fremont CA 94539 United States	2,000,000			600,000
Vandeputie	Sofie	405 Cervantes Road Portola Valley CA 94028 United States				20,000

**List of Equity Security Holder  
Exhibit "A"**

VCEDA Partners, Inc.	N/A	Synopsys, Inc., 690 E. Middlefield Rd. Mountain View CA 94043 United States		789,473	1,428,572	
Wan	Jih-Wen	10F-1, No. 538, Sec. 1, Jingguo Rd. Hsinchu City 300 Taiwan		77,000		
Wang	Chao-Yong Devin	No., 134, Sec. 1, Zhongping Rd., Hukou Township Hsinchu County 303 Taiwan				38,000
Wang	Fu-Ying	11F, 333, Long-Jiang Road Taipei, CA Taiwan		265,000	100,000	
Wang	Jianjun	2816 Alice Ct. Fremont CA 94539 United States	275,000			160,000
Wang	Kuan-Chang, Bill	4F-2, No. 31, Jianping 17th St., Anping Dist., Tainan City 708 Taiwan	7,062			3,438
Wang	Louis	2F., No.6, Aly. 15, Ln. 105 Tianmu N. Rd., Beitou Dist Taipei City 11283 Taiwan	15,000			2,000
Wang	Pingang	481 Norwood Circle Santa Clara CA 95051 United States	70,000			128,000
Wang	Sang	14200 Sholes Court Los Altos Hills CA 94022 United States	500,000			
Wang	Wei-Shen	8F, No.150, Songqin St. Taipei, NA 00000 Taiwan	25,000			14,000
Wang	Yucheng	21565 Monrovia St. Cupertino CA 95014 United States	760,000			121,000
Wu	Huaizhi Linda	450 Oak Grove Dr., #315 Santa Clara CA 95054 United States	12,500			

**List of Equity Security Holder  
Exhibit "A"**

Wu	Ping-Chih	20656 Craig Court Cupertino CA 95014 United States				95,000
Wu	Yang	27227 Black Mountain Rd Los Altos CA 94022 United States	328,750		200,000	26,250
Yang	Andrew	15720 Glen Una Dr. Los Gatos CA 95030 United States			1,142,858	
Yang	Baw-Ju	3F, 9-1, Alley 16, Lane 553 Sec. 4, Chung Hsiao East Road Taipei, CA Taiwan		150,000		
Yang	Jung-Hung	Banqiao Dist 23rd Floor, 276-2 Hangsheng E. Road New Taipei, Taiwan ROC Taiwan		19,299	6,163	
Yang	Kun-ming	Da'an District 2F., No.2, Aly. 7, Lane 94, Leye Street Taipei City 106 Taiwan				20,000
Yen Jun Lee and Su Hsin Teng	N/A	745 Boar Circle Fremont CA 94039 United States		131,578		
Yen Jun Lee and Su Hsin Teng, as husband and wife	N/A	745 Boar Circle Fremont CA 94539 United States			107,143	
Yuan	Ko-Lung	6th FL-2, No. 745, Xingfu Rd, Xinzhuang District New Taipei City, Taiwan Taiwan				8,000
Yuan	Lin	1794 Wayne Circle San Jose CA 95131 United States	25,000			30,000

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

In re:	Chapter 11
ATopTech, Inc.,  Debtor.	Case No. _____ ( )

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule Bankruptcy Procedure 1007(a)(1), other than a governmental unit, all corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

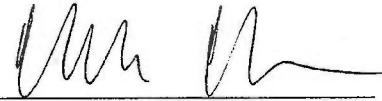
SHAREHOLDER	EQUITY SECURITY %
Dragon Investment Fund I Co. Ltd.	18.6% (Preferred series B)

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of the Debtor, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my, information and belief.

Dated: January 13<sup>th</sup>, 2017

Signature: \_\_\_\_\_



By: Claudia Chen

Title: Vice President, Finance

## **CORPORATE RESOLUTION**

A meeting of the Board of Directors of ATopTech, Inc. (the “Company”) was held telephonically on January 10, 2017. After a discussion, upon motion duly made, seconded and carried, the following resolutions were adopted:

### **I. COMMENCEMENT OF CHAPTER 11 CASE**

**NOW, THEREFORE, BE IT HEREBY RESOLVED** that this Board of Directors finds and determines that it is in the best interest of the Company, its stockholders and its creditors for it to commence a case under chapter 11 of the Bankruptcy Code;

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered and directed without further action by this Board of Directors to prepare, sign, file and prosecute, or cause to be prepared, signed, filed and prosecuted, (a) a petition for relief under chapter 11 of the Bankruptcy Code, (b) all papers, pleadings, lists and schedules attendant thereto, and (c) all agreements, instruments and documents necessary to effect (i) a sale of all or a portion of the Company’s assets, and (ii) a chapter 11 plan of reorganization and all instruments useful and necessary to the confirmation and implementation of such plan;

### **II. STALKING HORSE ASSET PURCHASE AGREEMENT**

**BE IT FURTHER RESOLVED** that this Board of Directors has determined, in light of current circumstances and after consultation with the Company’s professional advisors, and in connection with the filing of the Company’s chapter 11 case, that it is in the best interests of the Company, its creditors, stockholders and other parties in interest to authorize the Company to enter into a transaction to sell all or substantially all of the Company’s assets (the “Sale Transaction”);

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered and directed without further action by this Board of Directors to finalize the negotiation of and enter into that certain Asset Purchase Agreement (as amended, supplemented or otherwise modified from time to time, the “Stalking Horse APA”), by and between the Company, as seller, and a Delaware subsidiary of Draper Athena to be formed prior to the closing of the transaction, as purchaser (the “Purchaser”), and Draper Athena Management Co. Ltd, as guarantor, pursuant to which the Purchaser will (a) purchase all or substantially all of the Company’s assets and assume certain liabilities of the Company for \$8 million in the aggregate, less 10% of deferred revenue under customer contracts assumed by the Purchaser, and (b) serve as a “stalking horse” bidder through the Sale Transaction, subject to approval by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

**BE IT FURTHER RESOLVED** that the form, terms and provisions of each of (a) the Stalking Horse APA, substantially in the form presented to the Board of Directors and (b) any and all of the other agreements, including, without limitation, any, letters, notices, certificates, schedules, documents and instruments authorized, executed delivered, reaffirmed, verified and/or filed in connection with entering into the Stalking Horse APA (together with the Stalking Horse APA, the “Sale Documents”) and the performance of obligations thereunder are hereby, in all respects, confirmed, ratified and approved;

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered and directed without further action by this Board of Directors to take any and all actions to (a) obtain Bankruptcy Court approval of

the Sale Documents in connection with the Sale Transaction, and (b) obtain Bankruptcy Court approval of any Sale Transaction;

**III. RETENTION OF ADVISORS**

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of the law firm of Dorsey & Whitney, LLP ("Dorsey") as bankruptcy counsel to the Company to represent and assist the Company in connection with its consideration of various insolvency-related obligations and bankruptcy alternatives, and to commence and prosecute the aforementioned chapter 11 case, and to do all things, and to prepare, sign and file all papers and documents necessary and proper to the prosecution of said chapter 11 case, is hereby approved and ratified; and Dorsey is authorized to take such actions in the bankruptcy case which Dorsey, in its discretion, concludes are necessary to Dorsey's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Dorsey;

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of the law firm of Wilson Sonsini Goodrich & Rosati, PC ("Wilson Sonsini") as corporate counsel to the Company to represent and assist the Company in connection with corporate and tax matters with respect to the chapter 11 case and the contemplated sale of the Company's assets, is hereby approved and ratified; and Wilson Sonsini is authorized to take such actions in the bankruptcy case which Wilson Sonsini, in its discretion, concludes are necessary to Wilson Sonsini's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are



hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Wilson Sonsini;

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of the accounting firm of Grant Thornton, LLP ("Grant Thornton") as accountants to the Company to represent and assist the Company in connection with its consideration of various tax implications with respect to the chapter 11 case and the contemplated sale of the Company's assets, and to prepare, sign and file papers and documents necessary and proper in the chapter 11 case, is hereby approved and ratified; and Grant Thornton is authorized to take such actions in the bankruptcy case which Grant Thornton, in its discretion, concludes are necessary to Grant Thornton's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Grant Thornton;

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of Cowen and Company ("Cowen") as investment bankers to the Company to represent and assist the Company in connection with the marketing of its assets, the solicitation and analysis of bids and all other matters related to the Company's sale of its assets in the bankruptcy case, is hereby approved and ratified; and Cowen is authorized to take such actions in the bankruptcy case which Cowen, in its discretion, concludes are necessary to Cowen's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are hereby authorized and directed

to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Cowen;

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of the law firm of Arnold & Porter LLP ("Arnold") as litigation counsel to the Company to represent and assist the Company in connection with the lawsuit currently pending and any other lawsuits and related actions which may continue or arise in the chapter 11 bankruptcy case, is hereby approved and ratified; and Arnold is authorized to take such actions in the bankruptcy case which Arnold, in its discretion, concludes are necessary to Arnold's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Arnold;

**BE IT FURTHER RESOLVED** that the officers, directors, and agents of the Company be, and hereby are, authorized and directed to employ Epiq Bankruptcy Solutions, LLC as claims and noticing agent to assist the Company in the administration of claims and in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the officers, directors, and agents are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to appoint Epiq Bankruptcy Solutions, LLC as claims and noticing agent;

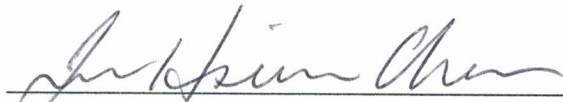
**BE IT FURTHER RESOLVED** that the officers, directors, and agents of the Company be, and hereby are, authorized and empowered to employ on behalf of the Company any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**IV. GENERAL**

**BE IT FURTHER RESOLVED** that the officers, directors, and agents of the Company be, and hereby are, authorized and directed, in the name and on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver all petitions, schedules, motions, lists, applications, pleadings, and any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as such officer, director, or agent or the Company's legal counsel may deem necessary, proper, or desirable in connection with the case under chapter 11 of the Bankruptcy Code, with a view to the successful prosecution of such case, and as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

**BE IT FURTHER RESOLVED** that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer, director, or agent on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

Dated: January 11, 2017

A handwritten signature in black ink, appearing to read "Jue-Hsien Chern", written over a horizontal line.

Jue-Hsien Chern  
Chief Executive Officer