

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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

1. Debtor's name LeClairRyan PLLC

2. All other names debtor used in the last 8 years LeClairRyan, A Professional Corporation
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 41-2252451

4. Debtor's address
Principal place of business
4405 Cox Road
Number Street
Glen Allen VA 23060
City State ZIP Code
Henrico
County
Mailing address, if different from principal place of business
Number Street
P.O. Box
City State ZIP Code
Location of principal assets, if different from principal place of business
Number Street
City State ZIP Code

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

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

Debtor LeClairRyan PLLC
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>.

5411

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 \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

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

☒ No

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

If more than 2 cases, attach a separate list.

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

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

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

Debtor LeClairRyan PLLC Case number (if known) _____
Name

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

Check all that apply:

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

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

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

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

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

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

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

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

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

Debtor LeClairRyan PLLC Case number (if known) _____
Name

16. Estimated liabilities

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

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

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

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

Executed on 09/03/2019
MM / DD / YYYY

☒ /s/ Lori D. Thompson

Signature of authorized representative of debtor

Lori D. Thompson, Esq.

Printed name

Title Chair, Dissolution Committee

18. Signature of attorney

☒ /s/ Tyler P. Brown

Signature of attorney for debtor

Date 09/03/2019
MM / DD / YYYY

Tyler P. Brown, Esq.

Printed name

Hunton Andrews Kurth LLP

Firm name

951 East Byrd Street

Number Street

Richmond

City

Virginia 23219

State ZIP Code

(804) 788-8200

Contact phone

tpbrown@hunton.com

Email address

28072

Bar number

Virginia

State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

LECLAIRRYAN PLLC,

Debtor.¹

Chapter 11

Case No. 19-[] (___)

**CORPORATE OWNERSHIP STATEMENT
PURSUANT TO RULE 7007.1 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, LeClairRyan PLLC hereby provides that there are no corporations that own 10% or more of any class of its equity interests.

¹ The last four digits of the Debtor's federal tax identification number are 2451.

HUNTON ANDREWS KURTH LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)

*Proposed Counsel to the Debtor
and Debtor in Possession*

Fill in this information to identify the case:

Debtor name LeClairRyan PLLC
 United States Bankruptcy Court for the: Eastern District of Virginia
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

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

12/15

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

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral	Unsecured claim
1	Matrix One Riverfront Plaza LLC CN 4000 Forsgate Drive Cranbury, NJ 08512	(609) -395-9382 farias@matrixcompanies.com	Lease obligations				\$815,405.80
2	Super-Server, LLC 707 East Main Street, Suite 1425 Richmond, Virginia 23219	(804) 482-2857 cjohnson@proxios.com	Trade debt				\$623,105.80
3	GLC Business Services, Inc. 28 Prince Street Rochester, NY 14607	(585) 546-5930 mhayes@glcbs.com	Trade debt				\$579,295.54
4	Thomson Reuters Master Data Center P.O. Box 673451 Detroit, MI 48267-3451	(651) 687-4601 cristina.romualdez@thomsonreuter.com; Jose.carvajal@thomseonreuter.com	Trade debt				\$476,215.83
5	Carlyle Overlook JV, LLC 711 High Street Des Moines, IA 50392	Erin.Albert@cushwake.com	Lease obligations				\$429,551.28
6	BCal, LLC c/o Beacon Capital Partners 200 State Street, 5th Floor Boston, MA 02109	Accountantmontgomery@avisonyoung.com	Lease obligations				\$418,149.19
7	Parmenter Realty Fund III, Inc. 701 Brickell Avenue, Suite 2020 Miami, FL 33131	nreser@parmco.com	Lease obligations				\$414,482.04
8	Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834	(212) 751-4864 Eric.Pike@lw.com	Lease obligations				\$370,243.44

Debtor LeClairRyan PLLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	60 State TRS (DE) LLC 320 Park Avenue, Floor 17 New York, NY 10022	Ahillman@oxfordproperties.com	Lease obligations				\$369,051.72
10	ConvergeOne, Inc. 3344 Highway 149 Eagan, MN 55121	Esalley@convergeone.com	Trade debt				\$364,742.50
11	Page White Farrer Limited Bedford House, 21 John Street Holborn, London WC1N 2BF United Kingdom	Robert.Hawthorne@pagewhite.com	Professional services				\$351,201.04
12	Thomson West-6292 P.O. Box 629 Carol Stream, IL 60197-6292	Jose.Carvajal@thomsonreuter.com	Trade debt				\$315,159.59
13	Post Oak Realty Investment Partners, LP 13355 Noel Road, 22nd Floor Dallas, TX 75240	Kim.Bishop@brookfieldproperties.com	Lease obligations				\$303,755.86
14	Poe & Cronk Real Estate Group, Inc. 10 S Jefferson Street, Suite 1200 Roanoke, VA 24011	slawrence@poechronk.com	Professional services				\$207,388.80
15	BPP Lower Office REIT Inc. BPP Connecticut Ave LLC - BLDG ID: 26870; P.O. Box 209259 Austin, TX 78720-9259	christopher.lyons@transwestern.com	Lease obligations				\$201,784.38
16	EYP Realty LLC P.O. Box 844801 Los Angeles, CA 90084-4801	(213) 612-4383 james.ishibashi@brookfield.com	Lease obligations				\$200,966.07
17	New Boston Long Wharf, LLC 75 State Street, Suite 1410 Boston, MA 02109		Lease obligations				\$189,916.58
18	Iron Mountain Records Management 448 Broadway Ulster Park, NY 12487	Noe.lebeau@ironmountain.com	Trade debt				\$187,583.94
19	NetRight Intermediate LLC iManage LLC 540 W. Madison Street, Suite 2400 Chicago, IL 60661		Trade debt				\$146,634.00
20	Integreon Managed Solutions (ND) Inc. 3247 47th Street South Fargo, ND 58104	murray.joslin@integreon.com	Professional services				\$117,118.14

Debtor Name LeClairRyan PLLC
 United States Bankruptcy Court for the: Eastern District of Virginia
 (State)
 Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: Corporate Ownership Statement Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure

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

Executed on September 3, 2019
 MM / DD / YYYY

X

/s/ Lori D. Thompson, Esq.
 Signature of individual signing on behalf of debtor

Lori D. Thompson, Esq.
 Printed name

Chair, Dissolution Committee
 Position or relationship to debtor

LECLAIRRYAN PLLC

UNANIMOUS WRITTEN CONSENT OF DISSOLUTION COMMITTEE

The undersigned being the DISSOLUTION COMMITTEE (the "Committee") of LECLAIRRYAN PLLC, a Virginia professional limited liability company (the "Company"), acting by unanimous written consent, hereby consents to the adoption of the following resolutions:

WHEREAS, effective July 29, 2019, the Members of the Company approved the dissolution and liquidation of the Company in accordance with and pursuant to (i) the Fourth Amended and Restated Shareholders Agreement of LeClairRyan, A Professional Corporation and Operating Agreement of LeClairRyan PLLC dated as of February 27, 2018 (as amended, the "Operating Agreement") and (ii) applicable provisions of the Virginia Limited Liability Company Act (the "LLC Act");

WHEREAS, the resolutions approved by the Members effective July 29, 2019: (i) appointed the Committee consisting of the undersigned to act as the "Liquidator" of the Company under Section 11.03(a) of the Operating Agreement; (ii) granted to the Committee full right and authority to take any and all actions, and to execute any and all documents, in connection with the dissolution and liquidation of the Company, including without limitation, authorizing the Committee to assume and exercise all powers and functions, of the Company's Board of Managers, Leadership Committees, the Lead Manager, the Chief Executive Officer and all other Officers of the Company with respect to the operation of the Company; and (iii) authorized the dissolution of the Company on such Effective Date as shall be determined by the Committee; and

WHEREAS, the Company has retained Protiviti Inc. to serve as its financial advisor ("Protiviti") and the law firm of Hunton Andrews Kurth, LLP to serve as its legal counsel ("Hunton"), to advise it with respect to liquidation of the Company after the Members of the Company approved the dissolution and liquidation of the Company; and

WHEREAS, the Committee has reviewed with representatives of Protiviti and Hunton, as well as officers of the Company, various alternative methods and processes associated with liquidating the Company; and

WHEREAS, following due consideration of such methods and processes for liquidating the Company, and the advice of Protiviti, Hunton and the Company's officers, the Committee has determined that, in its good faith business judgment, it is in the best interest of the Company, its creditors, stakeholders and other interested parties, that a voluntary petition for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), be filed in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Bankruptcy Court") for the Company.

NOW THEREFOR BE IT

RESOLVED, that each member of the Committee be, and is hereby, authorized, empowered and directed to execute and verify on behalf of and in the name of the Company a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court in such form and at such time as such member of the Committee executing said petition on behalf of the Company shall determine; and it is

RESOLVED FURTHER, that the Company shall be and is hereby, authorized, and empowered, to execute, verify and/or file, or cause to be filed and or executed or verified (or direct others to do so on its behalf as provided herein) all necessary documents, including without limitation a chapter 11 plan and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel or other professionals and to take any and all actions necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is

RESOLVED FURTHER, that each member of the Committee and the designee of any of them (collectively, the "Authorized Representatives"), or any one of them be, and each is hereby, authorized, empowered and directed to (i) prepare, or cause to be prepared on the Company's behalf, the necessary documents, including without limitation a chapter 11 plan and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers referred to in the foregoing resolution, and, (ii) with the express prior approval of the Committee (a) file and prosecute to a conclusion any such chapter 11 plan, and (b) to take any and all actions necessary and proper in connection with the chapter 11 case contemplated hereby, including without limitation incurring post-petition debt, with a view to the successful prosecution of such case; and it is

RESOLVED FURTHER, that the Company shall be and is hereby authorized, empowered and directed to employ, on behalf of the Company, Hunton under a special retainer as general bankruptcy counsel to the Company and in other related matters on such terms and conditions as the Authorized Representatives of the Company shall approve; and it is


RESOLVED FURTHER, that the Company shall be and is hereby authorized, empowered and directed to employ, on behalf of the Company, Protiviti, under a special retainer as Financial Advisor to the Company on such terms and conditions as the Authorized Representatives of the Company shall approve; and it is


RESOLVED FURTHER, that the Company shall be and is hereby authorized and empowered to employ, on behalf of the Company, such other counsel, financial advisors or other professionals as may be prudent and desirable in connection with the prosecution and/or administration of the restructuring of the Company under the Bankruptcy Code on such terms and conditions as the Authorized Representatives of the Company shall approve; and it is

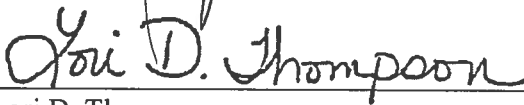
RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Authorized Representatives to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

RESOLVED FURTHER, that the effective date of the foregoing resolutions shall be August 27, 2019.

IN WITNESS WHEREOF, the undersigned Dissolution Committee of the Company has executed this Consent effective as of the date written above.


C. Erik Gustafson


Christopher J. Lange


Lori D. Thompson