

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

United States Bankruptcy Court for the:

\_\_\_\_ District of Nevada  
(State)Case number (if known): 17-[ ] Chapter 11☐ Check if this is an amended filing**Official Form 205****Involuntary Petition Against a Non-Individual****12/15**

Use this form to begin a bankruptcy case against a non-individual you allege to be a debtor subject to an involuntary case. If you want to begin a case against an individual, use the *Involuntary Petition Against an Individual* (Official Form 105). Be as complete and accurate as possible. If more space is needed, attach any additional sheets to this form. On the top of any additional pages, write debtor's name and case number (if known).

**Part 1:** Identify the Chapter of the Bankruptcy Code Under Which Petition Is Filed**1. Chapter of the Bankruptcy Code**

Check one:

- ☐ Chapter 7  
☒ Chapter 11

**Part 2:** Identify the Debtor**2. Debtor's name**EB Holdings II, Inc.**3. Other names you know the debtor has used in the last 8 years**

Include any assumed names, trade names, or doing business as names.

**4. Debtor's federal Employer Identification Number (EIN)**☐ Unknown**51-0462838****5. Debtor's address****Principal place of business**2777 N Stemmons FWY

Number Street

Suite 1800DallasTX75207

City

State

ZIP Code

County

**Mailing address, if different**2520 Rose Parkway, Suite 319

Number Street

c/o United Corp. Services, Inc.

P.O. Box

HendersonNV89074

City

State

ZIP Code

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

Number Street

City

State

ZIP Code

Debtor EB Holdings II, Inc.  
NameCase number (if known) 17-[ ]

6. Debtor's website (URL) \_\_\_\_\_

7. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other type of debtor. Specify: \_\_\_\_\_

8. Type of debtor's business

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 types of business listed.  
☐ Unknown type of business.

9. To the best of your knowledge, are any bankruptcy cases pending by or against any partner or affiliate of this debtor?

- ☒ No  
☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
District \_\_\_\_\_ Date filed \_\_\_\_\_ Case number, if known \_\_\_\_\_  
MM / DD / YYYY  
Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
District \_\_\_\_\_ Date filed \_\_\_\_\_ Case number, if known \_\_\_\_\_  
MM / DD / YYYY

## Part 3: Report About the Case

10. Venue

Check one:

- ☒ Over the last 180 days before the filing of this bankruptcy, the debtor had a domicile, principal place of business, or principal assets in this district longer than in any other district.  
☐ A bankruptcy case concerning debtor's affiliates, general partner, or partnership is pending in this district.

11. Allegations

Each petitioner is eligible to file this petition under 11 U.S.C. § 303(b).

The debtor may be the subject of an involuntary case under 11 U.S.C. § 303(a).

At least one box must be checked:

- ☒ The debtor is generally not paying its debts as they become due, unless they are the subject of a bona fide dispute as to liability or amount.  
☐ Within 120 days before the filing of this petition, a custodian, other than a trustee, receiver, or an agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

12. Has there been a transfer of any claim against the debtor by or to any petitioner?

- ☐ No  
☒ Yes. Attach all documents that evidence the transfer and any statements required under Bankruptcy Rule 1003(a).

Debtor EB Holdings II, Inc.  
NameCase number 17-[ ]  
(if known)

13. Each petitioner's claim	Name of petitioner	Nature of petitioner's claim	Amount of the claim above the value of any lien
	<u>Please see Attachment A</u>		\$ _____
			\$ _____
			\$ _____
Total of petitioners' claims			\$ _____

If more space is needed to list petitioners, attach additional sheets. Write the alleged debtor's name and the case number, if known, at the top of each sheet. Following the format of this form, set out the information required in Parts 3 and 4 of the form for each additional petitioning creditor, the petitioner's claim, the petitioner's representative, and the petitioner's attorney. Include the statement under penalty of perjury set out in Part 4 of the form, followed by each additional petitioner's (or representative's) signature, along with the signature of the petitioner's attorney.

**Part 4: Request for Relief**

**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.

Petitioners request that an order for relief be entered against the debtor under the chapter of 11 U.S.C. specified in this petition. If a petitioning creditor is a corporation, attach the corporate ownership statement required by Bankruptcy Rule 1010(b). If any petitioner is a foreign representative appointed in a foreign proceeding, attach a certified copy of the order of the court granting recognition.

I have examined the information in this document and have a reasonable belief that the information is true and correct.

**Petitioners or Petitioners' Representative****Name and mailing address of petitioner**

GLAS USA LLC, solely in its capacity as Administrative Agent

Name

125 Half Mile Road, Suite 200

Number Street

Red Bank

NJ

07701

City

State

ZIP Code

**Name and mailing address of petitioner's representative, if any**

Name

Number Street

City

State

ZIP Code

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

Executed on 05/18/2017

MM / DD / YYYY

X   
Signature of petitioner or representative, including representative's title  
EXECUTIVE VICE PRESIDENT

**Attorneys**

Andrew N. Goldman

Printed name

Wilmer Cutler Pickering Hale and Dorr LLP

Firm name, if any

250 Greenwich St.

Number Street

New York

NY

10007

City

State

ZIP Code

Contact phone (212) 230-8836

Email andrew.goldman@wilmerhale.com

Bar number 2520930

State New York

State

X   
Signature of attorney

Date signed 05/18/2017  
MM / DD / YYYY

Debtor EB Holdings II, Inc.Case number (if known) 17-[ ]

## Name and mailing address of petitioner

GoldenTree Master Fund, Ltd.

Name

InterTrust Corporate Services (Cayman) Limited190 Elgin Avenue

Number Street

Georgetown

City

Grand Cayman KY1-9005

State

Zip Code

Cayman Islands

## Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

Zip Code

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

Executed on 05/18/2017

MM / DD / YYYY

X

Signature of petitioner or representative, including representative's title

**Peter Alderman**  
**Vice President**Paul M. Basta

Printed name

Kirkland & Ellis LLP

Firm name, if any

601 Lexington Avenue

Number Street

New York

City

NY

State

10022

Zip Code

Contact Phone (212) 446-4800 Email paul.basta@kirkland.comBar number 2568046

State

New York

X

Signature of attorney

Date signed

05/18/2017

MM / DD / YYYY

Debtor EB Holdings II, Inc.Case number (if known) 17-[ ]

<b>Name and mailing address of petitioner</b> <u>Kneiff Tower SARL</u> Name <u>6D, route de Treves</u> Number Street <u>Senningerberg</u> <u>L-2633</u> City State Zip Code <b>Name and mailing address of petitioner's representative, if any</b> Name Number Street City State Zip Code I declare under penalty of perjury that the foregoing is true and correct. Executed on <u>05/18/2017</u> MM / DD / YYYY X  Signature of petitioner or representative, including representative's title		<b>Paul M. Basta</b> Printed name <u>Kirkland &amp; Ellis LLP</u> Firm name, if any <u>601 Lexington Avenue</u> Number Street <u>New York</u> <u>NY</u> <u>10022</u> City State Zip Code Contact Phone <u>(212) 446-4800</u> Email <u>paul.basta@kirkland.com</u> Bar number <u>2568046</u> State <u>New York</u> X  Signature of attorney Date signed <u>05/18/2017</u> MM / DD / YYYY
---	--	---

**Stéphane Lachance**  
 Manager

**Michelle McAdams-Origer**  
 Manager

Debtor

EB Holdings II, Inc.Case number (if known) 17-[ ]

## Name and mailing address of petitioner

Mount Kellett Master Fund II-A, LP

Name

1345 Avenue of the Americas

Number Street

New York

City

New York

State

10105

Zip Code

## Name and mailing address of petitioner's representative, if any

Mark McGoldrick

Name

1345 Avenue of the Americas

Number Street

New York

City

NY

State

11211

Zip Code

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

Executed on 05/18/2017

MM / DD / YYYY

X  Authorized Signatory

Signature of petitioner or representative, including representative's title

Paul M. Basta

Printed name

Kirkland & Ellis LLP

Firm name, if any

601 Lexington Avenue

Number Street

New York

City

NY

State

10022


Zip Code

Contact Phone (212) 446-4800Email paul.basta@kirkland.comBar number 2568046

State

New York

X

Signature of attorney Date signed 05/18/2017

MM / DD / YYYY



Debtor EB Holdings II, Inc.Case number (if known) 17-[ ]

## Name and mailing address of petitioner

Grace Bay III Holdings S.a.r.l.

Name

2 Rue Hildegard von Bingen

Number Street

Luxembourg Luxembourg 1282

City

State

Zip Code

## Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

Zip Code

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

correct. Executed on 05/18/2017  
MM / DD / YYYY

Signature of petitioner or representative, including representative's title

Paul M. Basta

Printed name

Kirkland & Ellis LLP

Firm name, if any

601 Lexington Avenue

Number

Street

New York NY 10022

City

State

Zip Code

Contact Phone (212) 446-4800 Email paul.basta@kirkland.comBar number 2568046

State

New York

X

Signature of attorney

Date signed 05/18/2017

MM / DD / YYYY

Debtor EB Holdings II, Inc.Case number (if known) 17-[ ]

<b>Name and mailing address of petitioner</b> <u>Arvo Investment Holdings S.a r.l.</u> Name <u>6C, rue Gabriel Lippmann</u> Number Street <u>Munsbach</u> <u>Luxembourg</u> <u>L5365</u> City State Zip Code <b>Name and mailing address of petitioner's representative, if any</b> <u>Jakub Jasica, Jean Lemaire</u> Name <u>6C, rue Gabriel Lippmann</u> Number Street <u>Munsbach</u> <u>Luxembourg</u> <u>L5365</u> City State Zip Code I declare under penalty of perjury that the foregoing is true and correct. Executed on <u>05/18/2017</u> MM / DD / YYYY X <u>[Signature]</u> Signature of petitioner or representative, including representative's title Manager		<u>Paul M. Basta</u> Printed name <u>Kirkland &amp; Ellis LLP</u> Firm name, if any <u>601 Lexington Avenue</u> Number Street <u>New York</u> <u>NY</u> <u>10022</u> City State Zip Code Contact Phone <u>(212) 446-4800</u> Email <u>paul.basta@kirkland.com</u> Bar number <u>2568046</u> State <u>New York</u> X <u>[Signature]</u> Signature of attorney Date signed <u>05/18/2017</u> MM / DD / YYYY
---	--	---

**Jean Lemaire**  
 MANAGER




Debtor EB Holdings II, Inc.Case number (if known) 17-[ ]**Name and mailing address of petitioner**Sound Point Montauk Fund, L.P.  
Name375 Park Avenue 33<sup>rd</sup> Floor  
Number StreetNew York NY 10152  
City State Zip Code**Name and mailing address of petitioner's representative, if any**

Name

Number Street

City State Zip Code

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

Executed on 05/18/2017X   
Signature of petitioner or representative, including representative's title

Kevin Gerlitz  
Chief Financial Officer  
Authorized Signatory

Paul M. Basta  
Printed nameKirkland & Ellis LLP  
Firm name, if any601 Lexington Avenue  
Number StreetNew York NY 10022  
City State Zip CodeContact Phone (212) 446-4800 Email paul.basta@kirkland.comBar number 2568046State New YorkX   
Signature of attorneyDate signed 05/18/2017  
MM / DD / YYYY

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

In re:

EB HOLDINGS II, INC., a Nevada corporation.

Debtor.

)  
) Chapter 11  
)  
) Case No. 17-[ ] ( )  
)  
)  
)

**Attachment A**

Petitioners declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information and belief.

<b>Name of petitioner</b>	<b>Nature of petitioner's claim</b>	<b>Amount of the claim above the value of any lien</b>
GLAS USA LLC, solely in its capacity as Administrative Agent on behalf of each of the PIK Lenders	Loan Facility Obligations owed to each of the PIK Lenders	€1,802,961,230.23 <sup>1</sup>
GoldenTree Master Fund, Ltd.	Loan Facility Obligations	€209,053,354.67
Kneiff Tower SARL	Loan Facility Obligations	€58,725,452.20
Mount Kellett Master Fund II-A, LP	Loan Facility Obligations	€200,402,145.67
Grace Bay III Holdings S.a.r.l.	Loan Facility Obligations	€127,192,904.92
Arvo Investment Holdings SARL	Loan Facility Obligations	€176,235,525.85
Sound Point Montauk Fund, L.P.	Loan Facility Obligations	€1,577,591.08
<b>TOTAL AMOUNT</b>		<b>€1,802,961,230.23</b>

<sup>1</sup> This amount includes the claims of the PIK Lender petitioning creditors identified below.