

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

**In re:**

**CARTWHEEL ROBOTICS INC.**

Debtor.

Case No. 26-50278-HLB

**SWORN WRITTEN ACCOUNTING AND  
DECLARATION OF SCOTT LAVALLEY IN  
COMPLIANCE WITH COURT ORDERS  
ENTERED APRIL 27, 2026**

**ECF Nos. 36 & 37**

I, Scott LaValley, declare under penalty of perjury that the following is true and correct to the best of my personal knowledge, information, and belief:

1. I am the former Chief Executive Officer and President of Cartwheel Robotics Inc. (the "Debtor"). I submit this written accounting in response to and in compliance with the Court's Order Granting Motion for Turnover of Bankruptcy Estate Property Pursuant to 11 U.S.C. § 542(e) (ECF No. 36) and the Order Granting Motion for Turnover of Bankruptcy Estate Property Pursuant to 11 U.S.C. § 542(a) (ECF No. 37), both entered on April 27, 2026.
2. I do not currently have possession, custody, or control of any of the Debtor's property, books, records, files, systems, source code, repositories, hardware, robotics systems, prototypes, software, cloud accounts, financial records, or other recorded information responsive to the Court's orders.
3. Prior to the commencement of this bankruptcy case, in or around December 2025, the Debtor had ceased operations; the premises had been surrendered or lost, and the

Debtor's assets were assigned to **6127 Reno Hwy, LLC or Autonomous Ops**. For purposes of this declaration, I refer to the relevant transferee, secured creditor, landlord, or possessor of the premises and assets as the "**Landlord**." Following that assignment and loss of the premises, I no longer had possession, custody, legal authority, or practical control over the Debtor's assets, systems, records, or equipment.

4. The Debtor's technical infrastructure was not centralized with me alone. Access to source code, cloud systems, repositories, engineering files, computers, and development infrastructure was distributed among multiple former employees and technical personnel during the Debtor's operations. As a result, any suggestion that I alone possessed, controlled, or had the exclusive ability to retrieve the Debtor's technical assets or recorded information would be inaccurate.
5. I have not used, transferred, exploited, commercialized, or provided Cartwheel Robotics intellectual property to Google, Google DeepMind, or any other current employer. To the extent any party has suggested that I am using Cartwheel Robotics intellectual property elsewhere, that suggestion is false.
6. Pursuant to the specific requirements outlined in paragraph 3 of ECF No. 36 and paragraph 4 of ECF No. 37, I provide the following accounting.

### **(a) Identification of Items Not in My Possession, Custody, or Control**

7. The items no longer in my possession, custody, or control include, without limitation:
  - a. all tangible assets, hardware, robotics systems, prototypes, and component parts, including systems known as "YOGI" and "Speedy";
  - b. all computers, workstations, development hardware, lab equipment, tools, test fixtures, and related physical property;
  - c. all intellectual property, software, source code, repositories, models, simulation files, controls code, AI/ML development materials, mechanical design files, electrical design files, CAD files, drawings, schematics, and related engineering materials;
  - d. all books and records, including financial books, ledgers, bank records, vendor records, customer records, investor records, payroll records, cloud-based records, contracts, corporate records, and accounting information;
  - e. all digital access credentials, administrative rights, cloud accounts, repository

credentials, third-party platform access, and other digital access points previously used by the Debtor; and

f. all other recorded information relating to the Debtor's business, assets, liabilities, operations, technical development, or intellectual property.

8. I do not currently have the practical ability or legal authority to retrieve or turn over the above property or recorded information from premises, systems, devices, accounts, repositories, or cloud services no longer under my control.

## **(b) Current Location of Such Property and Recorded Information**

9. At the time of the assignment and loss of the premises, the bulk of the Debtor's physical property, hardware, robotics systems, prototypes, tools, lab equipment, and any physical records left onsite were located at the commercial premises commonly known as 6127 Reno Hwy, Fallon, Nevada 89406.
10. After the assignment and loss of access to the premises, which occurred months before the Court's April 27, 2026 orders, I no longer had control over those physical items. I do not know whether all such items remain at that location, have been moved, have been sold, have been discarded, have been damaged, or have otherwise changed location.
11. The Debtor's digital property and recorded information were maintained across distributed systems, including cloud platforms, software repositories, company computers, employee-assigned devices, and other third-party services. Because I no longer have legal authority, administrative access, or practical control over those systems, I do not know the exact current location or status of all such digital property or recorded information.
12. To the best of my knowledge, one company computer assigned to former employee Esteve Valls Mascaro was not returned after the Debtor ceased operations and is currently believed to be in Spain.
13. I know that the computer in Mr. Mascaro's possession contains the Debtor's source code.
14. I know that certain mechanical design files relating to the "YOGI" robotics system are stored in former employee Brian Roe's personal cloud account or personal cloud storage environment. To my knowledge, Mr. Roe's personal cloud storage contains the only

existing copy of those specific files. I do not have access to or control over Mr. Roe's personal cloud account, personal cloud storage environment, or those files.

15. Former software engineers who worked directly on the Debtor's codebase, controls software, AI/ML systems, repositories, and cloud infrastructure are likely to have more specific knowledge than I do regarding the location, structure, and prior access points for certain source code, software repositories, cloud systems, and engineering files.

### **(c) Persons or Entities Having Possession, Custody, Control, or Knowledge**

16. The entity that took possession, custody, or control over the physical premises, physical assets, and digital access left at the premises was the **Landlord**.

17. Following the assignment of assets and loss of the premises, the Debtor's former employees may not have live access to company systems, and I do not know the present status of any such access. However, based on their roles, responsibilities, assigned equipment, and possession of certain materials during and after the Debtor's operations, several former employees have relevant knowledge or possession regarding the Debtor's systems, repositories, hardware, and engineering files.

18. Specifically:

- a. **Esteve Valls Mascaro**, former AI software engineer, was assigned a company computer and worked on the Debtor's AI/ML software systems. To my knowledge, Mr. Mascaro did not return that company computer after the Debtor ceased operations and remains in possession of it in Spain. I know that the computer in Mr. Mascaro's possession contains the Debtor's source code. Based on his role, Mr. Mascaro likely has specific knowledge regarding the Debtor's source code repositories, AI/ML development materials, cloud-based engineering infrastructure, and related access points. I understand that Mr. Mascaro is now employed by Engineered Arts Ltd. and/or an affiliated entity ("EA"), which is a creditor in this bankruptcy case and, to the best of my knowledge, is developing similar humanoid robotics technology.

- b. **Vinay Kamidi**, former software/controls engineer, worked on the Debtor's software and controls systems. Based on his role, Mr. Kamidi likely has knowledge of source code repositories, software architecture, controls code, cloud systems, development infrastructure,

and related access points used by the Debtor during operations. I understand that Mr. Kamidi is now employed by Boston Dynamics, a company operating in the humanoid robotics field.

c. **Brian Roe**, former mechanical engineer, worked on the Debtor's mechanical design files and robotics hardware. As stated above, I know that Mr. Roe has certain Debtor mechanical design files relating to the "YOGI" robotics system stored in his personal cloud storage, which to my knowledge contains the only existing copy of those specific files. Based on his role, Mr. Roe likely has specific knowledge regarding the Debtor's mechanical design files, CAD files, robotics hardware, and related engineering materials. I understand that Mr. Roe is now employed by Engineered Arts Ltd. and/or an affiliated entity ("EA"), which is a creditor in this bankruptcy case and, to the best of my knowledge, is developing similar humanoid robotics technology.

19. I do not control EA, Boston Dynamics, Mr. Mascaro, Mr. Roe, Mr. Kamidi, their devices, accounts, private cloud storage, or any materials they possess.

## **(d) Additional Context Regarding Interested Creditors, Potential Acquirers, Funding, Appraisal, and Asset-Control Discussions**

20. Prior to the bankruptcy filing, Engineered Arts Ltd. and related persons were not passive or unrelated parties with respect to Cartwheel's assets. Engineered Arts had proposed or discussed an acquisition transaction or letter of intent involving Cartwheel Robotics.

21. Nicolas Desmarais was, to my knowledge, the CEO of Engineered Arts and the CEO of AppDirect. Mr. Desmarais is also personally a creditor in this bankruptcy case, and Engineered Arts is a creditor in this bankruptcy case.

22. After the Landlord had taken control of the Debtor's assets and before the bankruptcy filing, Mr. Desmarais communicated with me regarding Engineered Arts' proposed acquisition of Cartwheel, the likelihood of a bankruptcy proceeding, Gene/Nevada's asserted position regarding the assets, and a proposed release/holdco structure. These communications occurred after I no longer had possession or control of the assets assigned to the Landlord.

23. After the Landlord had taken control of the Debtor's assets and before the bankruptcy filing, the Landlord had discussions with Engineered Arts and/or related creditor representatives regarding a potential assignment or release of the Debtor's assets back

into a transaction structure at or around the value of the Landlord's secured debt. I understood that these discussions involved Gene Wong, Battle Born and/or other creditor representatives. My understanding was that the Landlord's position was limited to satisfaction of its secured debt, and that the Landlord was willing to release or assign the assets if that secured debt was paid. That funded resolution did not occur.

24. Before the Debtor reached insolvency, Cartwheel was actively attempting to raise a financing round to preserve the company, retain the team, continue development, and avoid a distressed outcome. The Debtor had obtained a term sheet for financing, but the round did not close.
25. During that same period, Gene Wong/Reno Seed Fund-related interests communicated demands regarding governance, control, releases, or creditor treatment. Mr. Wong also stated in writing that he would "tank" or otherwise interfere with financing if his demands were not satisfied. This is relevant because Cartwheel had obtained a financing term sheet and was attempting to preserve the company, but the financing did not close, and the company then lost its team, development momentum, and going-concern value.
26. To my knowledge, creditor and interested-party groups, including Gene Wong/Reno Seed Fund-related interests, Engineered Arts-related interests, and Battle Born-related interests, had the opportunity to participate in or support a funded path that would have preserved the Debtor's team, development momentum, and going-concern value. That funding did not occur.
27. Cartwheel initiated the independent appraisal before the bankruptcy filing. The appraisal was obtained on the advice of bankruptcy counsel as part of evaluating available options if funding fell through and a bankruptcy or other insolvency process became necessary. At that time, bankruptcy did not appear to be a viable company-preservation path because the Debtor had limited remaining cash, was insolvent, and the appraised value of the assets was substantially below the amount owed to secured creditors.
28. The independent appraiser retained by Cartwheel emphasized that the Debtor's intellectual property, standing alone and without the team, documentation, funding, and development momentum necessary to continue development, had limited standalone value. This was consistent with statements made by Engineered Arts during acquisition discussions, in which Engineered Arts repeatedly stated that Cartwheel had little or no value without the team. After the financing did not occur, the Debtor's employees were already seeking other employment due to lack of funding, and I ultimately had to lay off

the team before the employees departed on their own. Once the team was lost, the practical value of the Debtor's early-stage technical assets was substantially impaired.

29. I also believe it is important to distinguish the interests of Engineered Arts-related parties from the interests of Gene Wong/Reno Seed Fund-related parties. To my knowledge, those were separate interested parties with separate economic and strategic interests in Cartwheel, its assets, or control of the company. Engineered Arts had acquisition-related interest in Cartwheel's assets and technology, while Gene Wong/Reno Seed Fund-related interests had investor, creditor, governance, and control-related interests.
30. I understood the prepetition communications and conduct described above as reflecting separate but overlapping efforts by interested creditors, investors, and acquisition parties to obtain control over Cartwheel, its assets, or the disposition of its assets through releases, holdco structures, asset-control arrangements, distressed transactions, or bankruptcy-related processes, rather than supporting a funded solvent restart on terms I believed were consistent with my fiduciary duties.
31. I did not agree to assign my equity, transfer corporate control, or make ownership decisions under threat of litigation or pressure. I believed that doing so would have been inconsistent with my fiduciary duties absent a fully funded, executable path that restored Cartwheel to solvency.

## **(e) Description of Transfer, Including Date, Manner, Consideration, and Transferee**

32. The transfer or assignment of assets left at the premises occurred in or around December 2025, before the January 2026 communications described above, and before the March 19, 2026 filing of the involuntary bankruptcy petition.
33. To the best of my knowledge, the transfer was made through a legal assignment of the Debtor's assets to the **Landlord**, in connection with unpaid rent, secured obligations, enforcement of secured creditor rights, the loss of the commercial premises, or a combination of those circumstances.
34. The consideration for the assignment was the satisfaction or partial satisfaction of secured debt owed by the Debtor, and was consistent with the appraised value.

35. After the assignment and loss of the premises, I did not retain possession, custody, or control over the Debtor's physical assets, digital systems, cloud accounts, repositories, records, or other property.
36. With respect to former employees who retained company-assigned devices, software, source code, engineering files, design files, or other digital materials, I am not aware of any formal transfer authorizing those individuals to own or control such property. Rather, based on my present understanding, any such possession resulted from devices, files, copies, or cloud-based materials remaining with those individuals after the Debtor ceased operations.

## **(f) Documents Supporting the Foregoing**

37. Because I no longer have access to the premises, cloud systems, company records, company computers, or the Debtor's physical files, I do not currently possess the supporting documents and cannot identify all such documents with complete certainty.
38. Documents supporting the assignment, secured creditor enforcement, transfer of assets, prepetition acquisition discussions, creditor communications, release proposals, holdco structures, asset-control discussions, potential bankruptcy strategy, funding efforts, appraiser comments, statements by Engineered Arts regarding the company's value without the team, and the failure of a funded resolution may include assignment agreements, commercial lease agreements, eviction notices or related landlord enforcement documents, secured promissory notes, security agreements, publicly recorded Delaware Uniform Commercial Code financing statements, the independent appraisal retained by Cartwheel, financing correspondence, term sheets, investor communications, board communications, creditor communications, appraiser communications, valuation materials, and correspondence among me, Mr. Desmarais, Engineered Arts representatives, AppDirect representatives, the Landlord, Gene Wong, Reno Seed Fund-related parties, Battle Born-related parties, and/or other interested parties.
39. Communications between Mr. Desmarais, Gene Wong, Reno Seed Fund-related parties, Engineered Arts-related parties, AppDirect-related parties, and/or other interested parties may contain relevant information regarding prepetition acquisition discussions, creditor coordination, proposed releases, holdco structures, asset-control discussions,

potential bankruptcy strategy, threats to interfere with financing, and the failure of a funded resolution.

40. I do not currently possess documentation regarding unreturned company hardware, private cloud storage, source code copies, engineering file copies, or other digital materials that remained with former employees after the Debtor ceased operations, other than my personal knowledge described above.

## Reservation Regarding Access and Ability to Comply

41. I have provided this accounting based on my current personal knowledge and present ability to respond. I do not currently have possession, custody, control, legal authority, or administrative access sufficient to retrieve property or recorded information from the **Landlord**, the former premises, former employee devices, private cloud accounts, third-party platforms, software repositories, or any systems no longer under my control.
42. To the extent the Chapter 7 trustee seeks additional information, property, or access, the persons and entities identified above are likely to have relevant possession, custody, control, access, knowledge, creditor interest, or strategic interest beyond what I currently possess.
43. I remain willing to cooperate within the limits of my actual possession, custody, control, legal authority, and personal knowledge.

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

Executed on May 9, 2026.

/s/ Scott LaValley

