

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

CARTWHEEL ROBOTICS, INC.,
Debtor.

Case No. BK-S-26-50278-HLB
Chapter 7

REPLY OF SCOTT LAVALLEY IN SUPPORT OF RULE 2004 MOTION AND IN RESPONSE TO ECF NOS. 103, 104, AND 106

Scott LaValley ("LaValley"), appearing pro se as a creditor and party in interest, respectfully submits this Reply in support of his pending Rule 2004 request, including ECF No. 63 as supplemented and narrowed by ECF No. 97, and in response to Petitioning Creditors' Omnibus Opposition at ECF No. 103, the Trustee's Response at ECF No. 104, and Engineered Arts Holding Company, Inc.'s Omnibus Opposition at ECF No. 106.

ECF No. 103 does not reduce the need for targeted Rule 2004 discovery. It does not answer the February 4 acceleration notice or the underlying Majority Holder authority; the specific ACOI approval, disclosure, and authority questions; the August 18 "tank the deal" communication; or the contemporaneous financing and strategic-transaction alternatives—including the Murata / Wonderstone process—that were being pursued as Cartwheel moved away from the Engineered Arts transaction. "Majority Holder" appears only in paragraph 47, quoting LaValley's declaration concerning records he does not possess. ECF No. 103 at 14, ¶ 47.

ECF No. 104 confirms that the Trustee does not oppose the third-party discovery actually requested in ECF No. 63.

ECF No. 106 is adverse to discovery from Engineered Arts, but it narrows the dispute. Engineered Arts states that it invested in Cartwheel and "explored a possible transaction with Cartwheel that never closed." ECF No. 106 at 3. Engineered Arts further states that it "does not dispute that communications concerning the Potential Transaction may arguably fall within" Rule 2004's broad scope. *Id.* at 11.

Since ECF No. 97 was filed, records produced through Nevada's public-records process have provided additional contemporaneous evidence concerning the governance dispute, BBG's decision-making

process, and communications among BBG, Gene Wong / RSF, and counsel. LaValley Decl. ¶¶ 2–5, Exs. A–B. Those records further support—not replace—the targeted discovery requested here.

The oppositions do not resolve the concrete factual questions identified in ECF No. 97. Since that filing, newly produced third-party records have reinforced the need for targeted discovery rather than adjudication on competing characterizations. ECF No. 97 presented those matters as predicates for discovery, not adjudicated findings.

Petitioning Creditors repeatedly ask the Court to treat disputed accusations as conclusions. LaValley asks for the records necessary to test them.

I. THE TRUSTEE DOES NOT OPPOSE ECF NO. 63, AND RULE 2004 IS AVAILABLE TO A PARTY IN INTEREST

Petitioning Creditors argue that LaValley's discovery improperly intrudes upon the Trustee's exclusive authority over estate claims and estate administration.

The Trustee does not adopt that position as to ECF No. 63.

ECF No. 104 states:

“The Trustee does not[t] oppose the LaValley Motion because it only seeks discovery from third parties and does not seek any affirmative relief from the Trustee.”

ECF No. 104 at 2.

ECF No. 104 defines the “LaValley Motion” as ECF No. 63. LaValley therefore does not characterize the Trustee's response as affirmative adoption of every subject later identified in ECF Nos. 88 or 97. The significance of the Trustee's position is narrower but substantial: the Trustee does not oppose the third-party discovery actually requested in ECF No. 63 on the theory that it usurps his authority.

LaValley likewise does not ask to prosecute an estate cause of action, settle an estate claim, direct the Trustee, or exercise estate authority. He seeks third-party records concerning matters potentially bearing on the Debtor's financial affairs, liabilities, and estate administration.

Petitioning Creditors' reliance on *Estate of Spirtos v. One San Bernardino County Superior Court Case No. SPR 02211*, 443 F.3d 1172, 1176 (9th Cir. 2006), does not eliminate that distinction. *Spirtos* concerns a creditor's authority to prosecute claims belonging to the bankruptcy estate. LaValley does not seek authority to prosecute an estate claim through Rule 2004.

Rule 2004(a), by contrast, expressly permits the Court, “on motion of any party in interest,” to order an examination. ECF No. 104 likewise recognizes, with respect to Conway, that a party in interest may use Rule 2004 to conduct her own investigation of the Debtor's financial affairs, while objecting to relief that would direct the Trustee how to perform his statutory duties. ECF No. 104 at 3–4. LaValley invokes that investigative authority here only to seek targeted third-party document discovery, with any production proceeding through the applicable subpoena procedures.

That is the distinction LaValley asks the Court to maintain here: targeted third-party discovery by a creditor and party in interest, without authority to prosecute estate claims and without an order directing the Trustee's investigation.

II. THE UNANSWERED QUESTIONS ARE CONCRETE; ACCUSATIONS DO NOT ANSWER THEM

ECF No. 97 identifies documents, transactions, communications, custodians, and questions of authority. Petitioning Creditors' increasingly categorical characterizations of disputed conduct do not eliminate those factual questions. If their conclusions are correct, contemporaneous records should support them. If LaValley's understanding is incomplete or incorrect, the same records should expose that as well.

Petitioning Creditors continue to rely on a compressed chronology that treats distinct and overlapping events as a single sequence supporting their narrative. One omission from Petitioning Creditors' chronology is particularly significant. They characterize Cartwheel's withdrawal from the Engineered Arts transaction as part of a chronology of self-interested conduct leading to the Debtor's collapse, but omit that Cartwheel was simultaneously evaluating multiple financing and strategic-transaction paths. At the time Cartwheel withdrew from the Engineered Arts path, substantial diligence with Murata / Wonderstone was already underway, and that process subsequently resulted in a written term sheet. Other potential strategic transactions were also under consideration. Against that contemporaneous record, a concrete discovery question remains: what effect, if any, did the November 6 demand, the governance dispute, and related investor-side communications have on those financing and strategic-transaction alternatives? The requested discovery seeks the records necessary to answer that question rather than asking the Court to assume the answer.

A. Acceleration and Majority Holder Authority

The February 4 acceleration raises straightforward factual questions: who authorized it, which holders participated, what principal amount they represented, and on what basis the contractual Majority Holder threshold was claimed to have been satisfied.

The February 4 notice states that it was sent "on behalf of the holders of 2024A Convertible Promissory Notes," that "each of the Notes has accelerated," and states: "The Majority Noteholders will pursue all rights and remedies." ECF No. 73, Ex. P at pdf pp. 169–70.

ECF No. 103 does not answer which holders authorized that declaration or what principal amount supported the asserted Majority Holder authority.

ECF No. 106 does not resolve those questions either. It states that Engineered Arts is "not alleged to have" participated in the February 2026 acceleration and that nothing in the present record suggests Engineered Arts accelerated the 2024A Notes. ECF No. 106 at 3, 6. Those statements do not establish whether Engineered Arts or Nicolas Desmarais was contacted, consulted, asked to authorize or consent to acceleration, or counted toward the contractual Majority Holder threshold.

ECF No. 88 ¶¶ 69 states, based on LaValley's knowledge, that Nicolas Desmarais personally and Engineered Arts were each convertible noteholders and together represented approximately \$500,000 of the convertible-note financing, or two of the ten noteholder positions. ECF No. 88 also sought discovery into whether those noteholders were notified, consulted, asked to authorize any bankruptcy position, declined to participate, disagreed with the narrative, or possessed contrary information. Id. ¶¶ 72–74.

Against that background, the February acceleration presents a concrete record question: which holders actually authorized or joined the acceleration, what principal amount each represented, whether Engineered Arts or Desmarais was contacted or counted for that purpose, and what authority supported the statement that “each of the Notes has accelerated.”

The later proofs of claim make the underlying records more—not less—relevant.

B. The ACOI and Governance Record

ECF No. 97 identifies a threshold question concerning the ACOI: why did the governance and protective-provision framework ultimately implemented through the ACOI differ from the executed 2024A Term Sheet?

The Revised RSF Convertible Note Term Sheet expressly required closing documentation “in form and substance substantially similar to the terms agreed to herein.” ECF No. 90, Ex. C at pdf p. 54. It further provided that specified protective actions required either written consent of a majority of the Note holders or consent of a majority of the Board “that includes the Independent Director.” Id. at pdf p. 56. The ACOI instead required Board approval and, in addition, either consent of the Requisite Holders or approval of the “2024A Director.” ECF No. 90, Ex. E at pdf p. 85.

That discrepancy presents concrete discovery questions: who requested or drafted the departure from the Term Sheet; why it was made; when Craig Macy, Gene Wong, or others became aware of it; what approvals were obtained; and whether the departure was specifically disclosed and explained to Cartwheel before execution.

ECF No. 90 itself asks whether the final governance provisions were consistent with the Term Sheet, whether investor-favorable provisions were added that were not specifically negotiated, whether founders were given adequate time and information to understand the ACOI, and whether material deviations from the Term Sheet were adequately disclosed before execution. ECF No. 90 at 14–15.

The approval process is therefore independently relevant. ECF No. 97 states that Craig Macy walked Cartwheel through the convertible note paragraph by paragraph but did not provide a comparable paragraph-by-paragraph review, explanation, or informed approval process for the ACOI.

Discovery should determine whether Cartwheel's management and directors were informed of the differences from the Term Sheet and their legal and practical consequences, whether they knowingly approved those differences, who urged or directed execution and filing of the ACOI, and why governance and protective rights associated with the 2024A convertible note financing were implemented through the ACOI rather than reflected consistently in the Notes and agreed financing materials.

The ACOI also raises separate disclosure and authority questions because the 2024A financing was a rolling round and later noteholders joined after the ACOI had been executed and filed.

ECF No. 90 specifically asks whether later investors received the ACOI, whether they were informed of and understood its protective provisions, why noteholder governance rights were placed in the corporate charter rather than the convertible-note documentation, and whether the ACOI materially differed from the financing term sheets or financing discussions. ECF No. 90 at 16–17.

Discovery should therefore determine what later noteholders were told; whether they approved, consented to, or ratified those provisions; who selected, elected, designated, approved, or ratified Gene Wong as the 2024A Director or as a representative of the 2024A noteholders; which holders participated in any such action; what voting or selection mechanism was used; and whether any written consent, vote, designation, approval, or ratification exists.

C. Recently Produced GOED / BBG Records Further Confirm the Need for Creditor-Side Discovery

After ECF No. 97 was filed, LaValley obtained additional records through Nevada's public-records process. On August 20, 2026, LaValley submitted a request under NRS Chapter 239 concerning records of the Nevada Governor's Office of Economic Development ("GOED") and Nevada Battle Born Growth Escalator, Inc. ("NBBGEI" / "BBG"). GOED acknowledged receipt on August 21, 2026. LaValley Decl. ¶¶ 2–3, Ex. A at 1–2. The records discussed below were thereafter received through that public-records process; they were not obtained through Rule 2004 discovery. LaValley Decl. ¶¶ 4–5, Ex. B.

Those records reveal a concrete decision-making sequence. On October 27, 2025, while Gene Wong was asking BBG to join a demand against Cartwheel, Kyle Ferguson told Karsten Heise and Christine Guerici that he had spoken with both RSF and Cartwheel, described the matter as a "he said she said" dispute, and recorded Cartwheel's position that "the final documents did not match the term sheet." LaValley Decl. ¶ 6, Ex. B at 1. At the same time, Wong told Ferguson that the demand needed more "teeth" and that "we also need to get BBG and other RSF LPs to be 'on this letter.'" Id., Ex. B at 1–2.

Those communications occurred while Cartwheel was still attempting to raise capital and preserve the business through financing and strategic alternatives. Thus, while Wong was seeking to add "teeth" to the investor demand and obtain BBG's participation, Cartwheel was simultaneously pursuing financing and transaction paths intended to extend runway and preserve enterprise value. That contemporaneous overlap presents an additional factual question relevant to Rule 2004: what effect, if any, did the escalating investor demands and related communications have on those ongoing financing and strategic-transaction efforts?

The following morning, Ferguson asked Wong to provide "the documents and sections" supporting both RSF's position and Cartwheel's position so that Battle Born could "review everything" and determine "Battle Born's position." LaValley Decl. ¶ 7, Ex. B at 5. Thus, although Ferguson had already spoken with both RSF and Cartwheel, when BBG sought the documentary support for the competing positions, it directed that request to Wong. Wong forwarded the request to his own counsel, Scott Wiegand, asking Wiegand for assistance. Id., Ex. B at 4–5. Wiegand then supplied a written comparison addressing the relevant governance documents and Cartwheel's position. Id., Ex. B at 3–4.

In that response, Wiegand described the Restated Certificate's protective provisions, the Term Sheet's Independent-Director language, Cartwheel's challenge to authorization of the Restated Certificate and Board structure, and Cartwheel's contention that the Restated Certificate "changed the terms agreed in the Term Sheet." LaValley Decl. ¶ 8, Ex. B at 3–4. The governing documents themselves are already in the record at ECF No. 90, Exhibits C and E. The point at this stage is not to adjudicate the correctness of counsel's characterization of the competing positions. It is that the written comparison BBG received in response to its request for documentary support for both sides was prepared by Wong's counsel.

On November 3, Ferguson circulated Wiegand's analysis internally to Heise and Guerri while BBG was considering whether its name could be included in Wong's demand, introducing the material as a "summary from Gene's attorney." LaValley Decl. ¶ 9, Ex. B at 3.

ECF No. 107 now identifies Wong individually, as manager of RSF Robotics I, and as trustee of the Wong Family Revocable Trust—collectively, the "Wong Parties." ECF No. 107 at 1. Those capacities identify Wong as the individual acting for two of the three Petitioning Creditors.

Against that background, the BBG sequence supports the basis for targeted discovery. BBG had communicated with both sides, but when it sought the documents and sections supporting the competing positions in order to determine "Battle Born's position," it asked Wong; Wong referred the request to his counsel; and BBG thereafter circulated counsel's analysis internally while considering Wong's request that BBG join the demand.

The produced record does not establish what additional communications occurred, what oral communications took place, or what records ultimately informed BBG's decision. Ferguson's October 27 email itself states that another call with Wong was scheduled "to get more details." LaValley Decl. ¶ 6, Ex. B at 1.

The public-records production therefore does not eliminate the need for Rule 2004 discovery. It does not provide the complete records of the Wong Parties, BBG, Scale LLP, Engineered Arts, or other private custodians, and the produced chain itself references communications outside the email record. LaValley Decl. ¶¶ 6–10, Ex. B at 1–5. LaValley does not ask the Court to determine whether BBG reached the correct legal conclusion or whether any participant acted improperly; he seeks the underlying records.

D. The Bridge Financing Term Sheet and August 18 Communication

ECF No. 97 separately identifies a bridge-financing term sheet bearing an apparent CEO signature that LaValley disputes, together with a DocuSign signature-ID issue.

Discovery may determine document provenance, approval history, dissemination, and whether the document was shown or described to prospective investors or other participants.

ECF No. 97 also identifies the August 18, 2025 communication concerning the "tank the deal" statement and disputed governance rights.

The Rule 2004 question is not whether the Court should draw a conclusion from those materials now. It is what surrounding communications exist, who received them, and what the relevant custodians' records show.

III. ECF NO. 106 SUPPORTS A NARROWER, TRANSACTION-SPECIFIC ENGINEERED ARTS INQUIRY

Engineered Arts is not accused of wrongdoing. It states that it invested in Cartwheel, explored “a possible transaction” that never closed, and “does not dispute that communications concerning the Potential Transaction may arguably fall within” Rule 2004’s broad scope. ECF No. 106 at 3, 11.

A. Communications Among Third Parties Are Not Necessarily in Cartwheel’s Files

ECF No. 106 argues that external Engineered Arts communications should be available from Cartwheel, LaValley, or Conway. *Id.* at 11. But the requested communications include those between Engineered Arts and Wong / RSF, BBG, other noteholders, or counsel outside Cartwheel. Those communications would not necessarily be contained in Cartwheel’s records or in the records available to LaValley or Conway.

ECF No. 63 ¶¶ 24–32 identifies communications involving Engineered Arts, Wong / RSF-related interests, and BBG representatives. The limited records available to LaValley do not reveal the full substance of those third-party communications. The first-phase Engineered Arts request is therefore narrowed to transaction-specific and noteholder-related communications concerning the contemplated transaction and later creditor posture.

B. Rule 45 Procedure and Good Cause

LaValley does not contend that a Rule 2004 order, standing alone, compels a nondebtor to produce documents. Any nonparty production will proceed, if pursued, through FRBP 9016, FRCP 45, LR 2004(c), and LR 9016, with otherwise available objections and protections preserved.

The first phase does not seek generalized production of Engineered Arts’ internal technical assessments, personnel evaluations, source-code diligence, valuation analyses, or unrelated commercial strategy. Any subpoena will be directed to Engineered Arts Holding Company, Inc., the Delaware entity that appeared through counsel in ECF No. 106; LaValley does not presently seek first-phase compulsory process against foreign Engineered Arts personnel.

ECF No. 106 argues that, after objection, the party seeking Rule 2004 discovery must establish good cause. *Id.* at 9. The narrowed request satisfies that standard because it concerns identified third-party communications not necessarily available from Cartwheel, LaValley, or Conway. The recently produced GOED / BBG records further demonstrate that independent third-party records can contain material information absent from LaValley’s records. LaValley Decl. ¶¶ 5–10, Ex. B at 1–5.

IV. PETITIONING CREDITORS’ OWN CLAIMS PLACE THE UNDERLYING RECORDS AT ISSUE

Petitioning Creditors and related claimants have filed Claims 8-1, 9-1, 11-1, and 12-1.

ECF No. 97 identified those claims as an additional reason targeted discovery had become important because creditor-side and investor-side records concerning asserted liabilities remain unavailable to LaValley.

Rule 2004 reaches matters concerning the Debtor's liabilities and estate administration. Records bearing on acceleration, contractual authority, claim authorization, claimant communications, governance rights, and the factual bases asserted for claims therefore fall within the permissible scope of targeted Rule 2004 document discovery.

LaValley does not ask the Court through this Reply to determine the allowance, priority, subordination, or ultimate merits of any claim. He asks for the underlying records.

V. LANDLORD-SIDE RECORDS DO NOT MAKE INDEPENDENT THIRD-PARTY COMMUNICATIONS DUPLICATIVE

ECF No. 106 argues that, to the extent Cartwheel's records were left with the landlord, Movants should have sought those records from the landlord rather than requiring Engineered Arts to reproduce Cartwheel-side correspondence. ECF No. 106 at 4.

But the Trustee has already used compulsory process on the landlord side. Trustee's counsel described ECF No. 73 at the June 9 hearing as "a document production to a subpoena that was served by the trustee." June 9, 2026 Hearing Tr. 5:15–17.

That landlord-side production does not make the separate communications sought from Engineered Arts and other third parties duplicative. Even complete recovery of Cartwheel-side or landlord-side records would not necessarily supply communications between Engineered Arts and Wong, RSF, BBG, other noteholders, Petitioning Creditors, counsel, or other third parties outside Cartwheel.

The location of those independent records is a reason for targeted third-party discovery, not a reason to foreclose it.

VI. PRIVILEGE PROVIDES A PROCEDURE; IT DOES NOT ELIMINATE NONPRIVILEGED FACTUAL DISCOVERY

ECF No. 103 argues that records held by Fenwick & West, Holland & Hart, and Craig Macy may implicate Cartwheel's attorney-client privilege and that the Trustee controls that privilege.

LaValley agrees that the Trustee controls Cartwheel's privilege.

That affects how privileged materials are handled; it does not make the underlying factual subjects immune from discovery.

LaValley does not seek a blanket waiver or wholesale access to privileged former-counsel communications. Any privileged Cartwheel communication remains subject to the Trustee's privilege authority and other applicable protections.

The Macy inquiry is limited to nonprivileged factual records concerning his role in the preparation, transmission, and approval of governance and financing documents; communications and relationships with Wong / RSF and other investor-side parties to the extent nonprivileged; conflict-disclosure and dual-representation facts; document provenance; his economic interests in Cartwheel; and the timing and circumstances of his later request concerning his warrants or equity.

Scale LLP stands on a different footing because it represented investor- or creditor-side interests rather than Cartwheel. ECF No. 97 limits the immediate Scale inquiry to nonprivileged records sufficient to identify client authority, Majority Holder basis, and the factual basis for the February 4 acceleration notice.

To the extent a particular communication is privileged or otherwise protected, that protection can be asserted through the ordinary process. Privilege determines how protected communications are handled; it does not eliminate nonprivileged facts or independent third-party records.

VII. LABELING TARGETED DISCOVERY “HARASSMENT” DOES NOT ANSWER THE RECORD

ECF Nos. 103 and 106 characterize the requested discovery as harassment or deflection. ECF No. 103 at 3, 14; ECF No. 106 at 15. Those characterizations do not establish that the narrowed discovery lacks a proper bankruptcy purpose.

LaValley has sought these records since ECF No. 63 and has narrowed the immediate request in response to concerns regarding burden, privilege, procedure, and estate administration. The newly produced GOED / BBG records show that independent third-party records are already supplying material information unavailable to LaValley concerning subjects identified in ECF No. 97. LaValley Decl. ¶¶ 5–10, Ex. B at 1–5.

An accusation about motive does not answer the underlying record questions.

VIII. THE IMMEDIATE RELIEF IS PHASED AND TARGETED; THE SEPARATE ECF NO. 107 SUBPOENA DISPUTE DOES NOT RESOLVE THE RULE 2004 MOTIONS

ECF No. 103 portrays the Rule 2004 request as an unlimited investigation of numerous custodians over several years. ECF No. 106 similarly objects to the breadth of the original Engineered Arts categories. That is not the relief LaValley asks the Court to resolve at the October 6 hearing.

ECF No. 97 identified core custodians and proposed a targeted initial inquiry while preserving additional discovery as warranted by the developing record. The present request concerns records sufficient to address:

1. the February 4 acceleration and asserted Majority Holder authority;
2. the disputed ACOI, including its approval and disclosure history and the selection, election, designation, or ratification of Gene Wong as 2024A Director or noteholder representative;

3. communications concerning BBG's evaluation of the governance dispute, the November 6 demand and transition toward creditor enforcement, and what BBG received or relied upon from Wong / RSF, counsel, or other participants;
4. the August 18 communication concerning the "tank the deal" statement and related financing communications;
5. the bridge-financing term sheet, signature provenance, approval history, and dissemination;
6. communications concerning the financing and strategic-transaction paths identified in ECF No. 97, including the Murata / Wonderstone path;
7. transaction-specific and noteholder-related Engineered Arts communications within the narrowed scope described above;
8. the filed claims and communications concerning their asserted contractual and factual bases; and
9. limited nonprivileged factual records concerning Craig Macy's economic interests, relationships, and document / transaction role.

For clarity, LaValley does not ask the Court at the October 6 hearing to authorize the broader formation, capitalization, ownership, or source-of-funds inquiry identified in ECF No. 97 ¶ 86. Former-counsel materials remain subject to the Trustee's privilege authority and appropriate privilege procedures.

ECF No. 102 separately gave notice of a document subpoena directed to Eugene Wong. The Wong Parties filed ECF No. 107 asserting procedural, scope, burden, privilege, and timing objections. LaValley does not ask the Court through this Reply to adjudicate that separate subpoena dispute. The narrower point is that the existence of a dispute concerning one subpoena to one custodian does not resolve the scope or propriety of the Rule 2004 matters presently before the Court.

Nothing in the narrowing of the relief presented for October 6 is intended to withdraw previously identified custodians or subjects, waive discovery, or restrict any party's ability to seek documents or testimony through procedures otherwise available under the Federal Rules of Bankruptcy Procedure, Federal Rules of Civil Procedure, Local Rules, or further order of the Court. Any subpoena remains subject to the applicable procedural requirements and the recipient's rights and protections under Rule 45.

The relief presented for October 6 is therefore targeted to identified events and subjects. It does not ask the Court to authorize an estate-wide investigation or to adjudicate discovery matters that are not presently before it.

IX. THE REQUESTED FILING BAR DOES NOT ANSWER THE DISCOVERY QUESTIONS BEFORE THE COURT

ECF No. 103 asks that LaValley and Conway be prospectively barred from filing without prior Court approval.

Petitioning Creditors state that sanctions may be warranted "if continued" and reserve the right to seek additional sanctions in the future. ECF No. 103 ¶ 54. Their present request for relief nevertheless expressly includes a bar prohibiting LaValley and Conway from filing anything further on the docket without prior Court approval. ECF No. 103 at 16–17.

That requested restriction does not resolve the merits of the pending discovery request. A dispute concerning the permissible scope or procedure of discovery does not itself establish the findings required for a prospective filing restriction.

Any such restriction requires the procedural safeguards and substantive findings required by Ninth Circuit authority, including notice and an opportunity to be heard, an adequate record, substantive findings supporting the restriction, and narrow tailoring. *De Long v. Hennessey*, 912 F.2d 1144, 1147–48 (9th Cir. 1990); *Ringgold-Lockhart v. County of Los Angeles*, 761 F.3d 1057, 1062 (9th Cir. 2014).

Whatever the Court concludes about filing practice, the Rule 2004 request should be decided on the concrete and narrowed scope presented here.

X. CONCLUSION

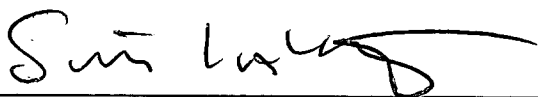
The issue before the Court is narrow. LaValley does not ask the Court to adjudicate the underlying disputes; he seeks a limited first phase of targeted third-party document discovery to obtain the records necessary to evaluate them. ECF No. 104 confirms that the Trustee does not oppose the third-party discovery requested in ECF No. 63, and the subsequent record has further demonstrated that material communications exist outside LaValley's possession. Disputed accusations are not a substitute for the underlying record.

LaValley respectfully requests that the Court:

1. permit the initial phase of targeted third-party document discovery described in ECF No. 97 and this Reply, without prejudice to later targeted discovery from custodians identified in ECF No. 63 or additional custodians whose relevance emerges from the developing record;
2. provide that any document production proceed in accordance with FRBP 9016, FRCP 45, LR 2004(c), and LR 9016, subject to otherwise applicable objections and protections;
3. provide that the initial-phase limitation does not constitute abandonment or waiver of later targeted discovery, subject to the applicable Rules and further Court order where required;
4. preserve the Trustee's exclusive authority to prosecute estate causes of action and to administer Cartwheel's attorney-client privilege, together with work-product and other applicable protections, without directing the Trustee's investigation;
5. deny Petitioning Creditors' request for a prospective filing restriction; and
6. grant such other and further relief as the Court deems just and proper.

Dated: September 28, 2026

Respectfully submitted,



Scott LaValley, Pro Se
Creditor and Party in Interest

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

CARTWHEEL ROBOTICS, INC.,
Debtor.

Case No. BK-S-26-50278-HLB
Chapter 7

DECLARATION OF SCOTT LAVALLEY IN SUPPORT OF REPLY IN SUPPORT OF RULE 2004 MOTION

I, Scott LaValley, declare as follows:

1. I am a creditor and party in interest in this case. I submit this Declaration in support of my Reply in Support of Rule 2004 Motion and in Response to ECF Nos. 103, 104, and 106. Except where otherwise stated, I have personal knowledge of the matters set forth below and, if called as a witness, could and would testify competently thereto.
2. On August 20, 2026, I submitted a written public-records request pursuant to NRS Chapter 239 concerning Cartwheel Robotics, Inc. and Nevada Battle Born Growth Escalator, Inc. ("NBBGEI" / "BBG") to the Nevada Governor's Office of Economic Development ("GOED"). The request stated that it was directed to both GOED and NBBGEI for responsive records within their respective possession, custody, or legal control.
3. On August 21, 2026, Carli Smith, GOED's Director of Communications, acknowledged receipt of my public-records request and stated that it had been received by GOED. Attached hereto as Exhibit A is a true and correct copy of the August 20, 2026 request email and GOED's August 21, 2026 acknowledgment.
4. I thereafter received records through the public-records process responsive to that request. I retained the records in the form in which they were provided to me, apart from later organization for ease of review.
5. Attached hereto as Exhibit B are true and correct copies of the portions of that production on which I rely in Section II.C of the accompanying Reply. Exhibit B is a five-page excerpt corresponding to pages 24 through 28 of the source production. Citations in the accompanying Reply refer to the page numbers of Exhibit B itself. I have not altered the content of those communications.
6. Exhibit B at page 1 contains an October 27, 2025 email from Kyle Ferguson to Christine Guerci and Karsten Heise concerning a proposed demand against Cartwheel. In that email, Ferguson

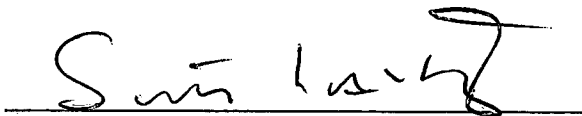
stated that he had spoken with RSF and Cartwheel, described the dispute as a "he said she said" situation, recorded Cartwheel's position that "the final documents did not match the term sheet," and stated that he had another call scheduled with Gene Wong "to get more details." The same email chain, continuing onto Exhibit B at page 2, contains an October 27 email from Gene Wong stating that the draft demand needed more "teeth" and that "we also need to get BBG and other RSF LPs to be 'on this letter.'"

7. Exhibit B at page 5 contains an October 28, 2025 email from Ferguson to Wong, copying Guerci and Heise, asking Wong to provide the documents and sections supporting both RSF's position and Cartwheel's position so that Battle Born could "review everything" and determine "Battle Born's position." The chain reflects that Wong forwarded Ferguson's request to Scott Wiegand and asked Wiegand for assistance. Exhibit B at pages 3 through 4 contains Wiegand's response.
8. In the response appearing at Exhibit B at pages 3 through 4, Wiegand stated, among other things, that the Restated Certificate's protective provisions required consent of either a majority of holders of 2024A Notes or approval of the 2024A Director; stated that the Term Sheet's reference was "unfortunately to the Independent Director and not the Investor Director"; summarized Cartwheel's position concerning Board authorization; and stated that Cartwheel contended the Restated Certificate "changed the terms agreed in the Term Sheet."
9. Exhibit B at page 3 contains a November 3, 2025 email from Ferguson to Heise and Guerci stating that Gene Wong was asking whether BBG's name could be included in the demand letter and introducing the forwarded Wiegand material as a "summary from Gene's attorney."
10. The records attached as Exhibit B include references to communications occurring outside the produced email chain, including Ferguson's statement that he had another call scheduled with Wong. I do not possess the complete records of communications held solely by Wong, RSF, Scale LLP, Engineered Arts, or other private custodians referenced in or related to those communications.
11. The quotations attributed to the GOED / BBG public-records production in Section II.C of the accompanying Reply are taken from Exhibit B.

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

Dated: September 28, 2026

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Scott LaValley", written over a horizontal line.

Scott LaValley, Pro Se
Creditor and Party in Interest

EXHIBIT A

AUGUST 20, 2026 NEVADA PUBLIC-RECORDS REQUEST AND AUGUST 21, 2026 GOED ACKNOWLEDGMENT

Submitted in Support of:

**Declaration of Scott LaValley in Support of Reply in Support of Rule 2004 Motion and in
Response to ECF Nos. 103, 104, and 106**



Scott LaValley <lavalley.scott@gmail.com>

Re: Nevada Public Records Request — GOED / NBBGEI / Cartwheel Robotics

1 message

Carli Smith <c.smith@goed.nv.gov>

Fri, Aug 21, 2026 at 11:59 AM

To: "lavalley.scott@gmail.com" <lavalley.scott@gmail.com>

Hi Scott!

Thanks for reaching out to GOED regarding your Public Records Request. Just wanted to let you know it has been received by our office, and I will keep you posted on a timeframe once I have some time to review your attached request.

Please let me know if you have any questions.

Thank you and talk soon!



Carli Smith
Director of Communications

O: 775.687.9903 | M: 775.431.0004

808 West Nye Lane
Carson City, NV 89703

GOED.NV.GOV



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E-mail received or sent is subject to release under the Nevada Public Records Act.

From: Scott LaValley <lavalley.scott@gmail.com>

Sent: Thursday, August 20, 2026 4:33 PM

To: GOED <goed@goed.nv.gov>

Cc: Thomas Burns <tjburns@goed.nv.gov>; Karsten Heise <kheise@goed.nv.gov>; Samantha LaValley Conway <samcconway@gmail.com>

Subject: Nevada Public Records Request — GOED / NBBGEI / Cartwheel Robotics

WARNING - This email originated from outside the State of Nevada. Exercise caution when opening attachments or clicking links, especially from unknown senders.

Dear Public Records Officer:

Attached are my completed State of Nevada Public Records Request form and **Attachment A — Detailed Description of Records Requested**, submitted pursuant to NRS Chapter 239 concerning Cartwheel Robotics, Inc. and Nevada Battle Born Growth Escalator, Inc. ("NBBGEI" / "BBG").

Please treat this as a request directed to both GOED and NBBGEI for responsive records within their respective possession, custody, or legal control, and please route it through the appropriate public-records process and to the relevant custodians.

Mr. Heise is copied because of his role with GOED/NBBGEI and because he is an identified custodian of potentially responsive records. Because some requested records concern Mr. Heise himself, I respectfully request that processing, legal review, exemption determinations, and production be administered through GOED's ordinary public-records process rather than solely by an individual whose records are responsive to the request.

Please confirm receipt, identify the person or office responsible for processing the request, and provide any assigned tracking number.

I request electronic production as specified in the attached materials.

Thank you,

Scott LaValley
508.525.5726
lavalley.scott@gmail.com



STATE OF NEVADA

Public Records Request

Deliver, Mail, or Fax to:

808 West Nye Lane, Carson City, NV 89703, Fax: (775) 687-9924

Attention: Public Records Officer, Governor's Office of Economic Development

Date of Request	August 20, 2026
Requestor Contact Information	
Name:	Scott LaValley
Organization:	
Address:	5586 Rivers Edge Drive
City, State, Zip:	Fallon, NV 89406
Phone:	508.525.5726
E-mail:	lavalley.scott@gmail.com

Records Requested:Check one: ☐ Paper copies ☒ Electronic copies ☐ Certified copies ☐ Inspection (in person)

Please be specific and include as much detail as possible regarding the records you are requesting.

See attached "Attachment A — Detailed Description of Records Requested," incorporated herein.

To complete an estimate, the agency will need the following information:

☐ I will pick up	☐ Please FedEx Fed Ex billing number:	☐ Please send USPS	☒ E-mail (if format allows)
---	---	---	---

Statement

☒ I understand there is a charge for copies of public records. I understand I will receive a written estimate for production of the records indicated above if the estimated cost is expected to be over \$25.00, which I will be required to pay in full prior to inspection or reproduction. Materials will be held for 30 days.

Requester
Signature

Signature

Office Use Only

Request status:		Estimate:	
Date	Request received	Estimate:	\$ _____
	Receipt acknowledgement issued	Date deposit received	_____
	Request filled	Actual (if different):	\$ _____
	Estimated completion	Date final payment received	_____
	Estimate provided	Completed by	_____
	Request denied in whole		
	Other:		

See "State of Nevada General Records and Retention and Disposition Schedule" for retention and disposition information

EXHIBIT B

EXCERPTS FROM RECORDS PRODUCED THROUGH THE NEVADA PUBLIC-RECORDS PROCESS

Five-Page Excerpt Corresponding to Source Production Pages 24–28

Containing October 27, 2025 through November 3, 2025 communications concerning:

- BBG's evaluation of the Cartwheel / RSF governance dispute;
- Gene Wong's request for BBG participation in the proposed demand;
- BBG's request for documents supporting both RSF's and Cartwheel's positions;
- Scott Wiegand's response concerning the Restated Certificate and 2024A Term Sheet; and
- BBG's internal circulation of the resulting analysis.

Submitted in Support of:

Declaration of Scott LaValley in Support of Reply in Support of Rule 2004 Motion and in Response to ECF Nos. 103, 104, and 106

From: Kyle Ferguson
To: Christine Guerici; Karsten Heise
Subject: FW: Cartwheel-Demand Letter
Date: Monday, October 27, 2025 12:07:39 PM
Attachments: image001.png
Demand Letter from Holders.docx (639740.1).docx

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Chrstine/Karsten,

I need your opinion on this letter. Gene Wong is asking to include the demand coming from BBV as well since they were the lead investor.

I have talked to RSF and Cartwheel and it is a "he said she said" situation. Cartwheel's position is the final documents did not match the term sheet, BUT they did sign them.

In summary Cartwheel has not structured the board according RSF final documents requested with Gene Wong having a seat. They also have not been providing material information on the health of the company and future financing plans.

I have another call with Gene tonight to get more details. Maybe we all 3 huddle in the morning?

Kyle Ferguson

Chief Program Officer Venture Capital
Nevada Battle Born Growth Escalator, Inc.
808 W. Nye Lane
Carson City, NV 89703
775-813-0689



From: Gene Wong <gene@renoseedfund.com>
Date: Monday, October 27, 2025 at 11:53 AM
To: Kyle Ferguson <kferguson@nvsmallbiz.org>
Subject: Fwd: Cartwheel-Demand Lettet

Hi Kyle:

The above is a first draft of the Demand Letter-that we plan to send to Cartwheel's counsel

tomorrow Tuesday.

It needs more "teeth" to it, including a date for remedy, e.g. next Monday, Nov. 3rd.

We also need to get BBG and other RSF LPs to be "on this letter".

We can discuss at 4pm.

Thank you,

Gene

----- Forwarded message -----

From: **Scott Wiegand** <scottwiegand@scalefirm.com>

Date: Mon, Oct 27, 2025 at 10:29 AM

Subject: RE: Cartwheel-Demand Lettet

To: Gene Wong <gene@renoseedfund.com>

Please an initial draft. You will see that I decided to set this up to come from my firm, and I'd like to add any Holders that agree with sending the letter to an attachment.

I look forward to your thoughts.

Scott

-----Original Message-----

From: Gene Wong <gene@renoseedfund.com>

Sent: Monday, October 27, 2025 10:02 AM

To: Scott Wiegand <scottwiegand@scalefirm.com>

Subject: Cartwheel-Demand Lettet

Good morning Scott:

I look forward to reviewing the demand letter that you're drafting.

...By 12noon?

Gene

Sent from my iPhone

--

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From: Kyle Ferguson
To: Karsten Heise; Christine Guerci
Subject: FW: Document Request: Cartwheel
Date: Monday, November 3, 2025 2:04:34 PM
Attachments: image001.png
image001.png
ScannedCOI.pdf
Cartwheel Robotics, Inc. - Convertible Note Term Sheet - Series 2024A (v3) (Final).doc.pdf

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Gene is asking if he can put BBV name in the demand letter. I have to travel tomorrow, but I could discuss today or Wednesday if you have time? Below is a summary from Gene's attorney.

Kyle Ferguson

Chief Program Officer Venture Capital
Nevada Battle Born Growth Escalator, Inc.
808 W. Nye Lane
Carson City, NV 89703
775-813-0689



From: Scott Wiegand <scottwiegand@scalefirm.com>
Date: Tuesday, October 28, 2025 at 10:01 AM
To: Gene Wong <gene@renoseedfund.com>
Cc: Kyle Ferguson <kferguson@nvsmallbiz.org>, Christine Guerci <cguerci@nvsmallbiz.org>
Subject: RE: Document Request: Cartwheel

The references to a three person board and investor protective rights are found in both the Restated Certificate of Incorporation and in the executed Term Sheet for the Notes offering.

See Article III of the Restated Certificate of Incorporation re the three person board, with the protective provisions found in Section 1.3 of Article V.B. In the Restated Certificate of Incorporation, the protective provisions require the consent of either a majority of Holders of 2024A Notes or the approval of the 2024A Director.

In the Term Sheet, the provisions are under the heading Charter and Bylaws, where the reference is unfortunately to the Independent Director and not the Investor Director.

Cartwheel maintains that the Restated Certificate of Incorporation wasn't properly authorized and is therefore null and void, and as a result the Term Sheet governs and the protective rights give the Independent Director (as opposed to the Investor Director) veto rights over protective provision matters.

Cartwheel also maintains that the 3 person board was also not established properly and therefore the board remains one person, Scott LaValley.

In essence, Cartwheel argues that Scott LaValley, as sole director, failed to properly establish the board on behalf of the Company and failed to properly authorize himself to sign and file the Restated Certificate of Incorporation. Cartwheel also argues that the Restated Certificate of Incorporation changed the terms agreed in the Term Sheet to allow the 2024A Director to veto matters described in the protective provisions, and the Company relied on the language in the Term Sheet such that it would be the Independent Director that would have a veto right over those provisions.

In my experience, it would be unusual for the independent director to have the veto right rather than the investor representative on the board, since the provisions protect the investors and aligning the veto right with the board member selected by investors is common. Why else have a representative on the board if not to represent the interests of the investors?

It would be very helpful if the Holders of the Notes indicated what their expectation was, ie whether they expected that their representative on the board would have these veto rights and not the independent member of the board.

Happy to speak live.

Regards,
Scott

From: Gene Wong <gene@renoseedfund.com>
Sent: Tuesday, October 28, 2025 10:39 AM
To: Scott Wiegand <scottwiegand@scalefirm.com>
Cc: Kyle Ferguson <kferguson@nvsmallbiz.org>; cguerci@nvsmallbiz.org
Subject: Fwd: Document Request: Cartwheel

Hi Scott.
Can your help here?
Thank you
Gene

Sent from my iPhone

Begin forwarded message:

From: Kyle Ferguson <kferguson@nvsmallbiz.org>
Date: October 28, 2025 at 8:51:08 AM PDT
To: Gene Wong <gene@renoseedfund.com>
Cc: Christine Guerici <cguerici@nvsmallbiz.org>, Karsten Heise
<kheise@goed.nv.gov>
Subject: Document Request: Cartwheel

Gene,

If you can forward us the documents and sections that you are referencing that defends RSF's position and the document and sections that Scott LaValley is referencing that defends Cartwheels position, we will review everything and let you now Battle Born's position.

Thank you,

Kyle Ferguson

Chief Program Officer Venture Capital
Nevada Battle Born Growth Escalator, Inc.
808 W. Nye Lane
Carson City, NV 89703
775-813-0689



**BATTLE
BORN
GROWTH**

Nevada's Small Business
Capital Program

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