

## **CARTWHEEL ROBOTICS INC. 26-50278-LV-5-21-26 341 MOC**

[Speaker 1]

We're on track 54, oh heavens, calling case number 26-50278 NRA Cartwheel Robotics, Inc. Alright, so let's start with, who do I have here representing the debtor?

[Speaker 2]

Mr. Livali? Yeah, I guess that's me.

[Speaker 1]

Alright, you're going to be testifying for the debtor today? Okay, we'll talk about that a little bit more and just lay some groundwork and some foundation, but let's start. I'm going to go ahead and I'm going to swear you in.

Okay. Go ahead and please raise your right hand. Do you solemnly swear or affirm to tell the truth, the whole truth, and nothing but the truth?

Yes. I'm sorry, you cut out just a little bit. Yes.

Alright, thank you very much. Alright, you can put your hand down. Go ahead and state your full name for the record.

[Speaker 2]

Scott Livali.

[Speaker 1]

Alright, don't go anywhere. I'm going to take appearances from some other people. So, let's start with Mr. Haman, if you'll make your appearance.

[Speaker 3]

Jacob Haman, appearing on behalf of the Chapter 7 trustee.

[Speaker 1]

Alright, Mr. Dahu? Did I get anywhere close?

[Speaker 3]

Jimmy Dahu, on behalf of Petitioning Creditors. And also on the line is Misty Hale, who is a paralegal with McDonald's Corona.

[Speaker 1]

Okay, Miss Hale, great to have you with us. Do I have any other creditors here on the line with me today? Now that, I have a whole bunch of them.

They must have logged off. So, if they decide to show back up, they can come in. We'll get them in.

Alright, and then for the record, and so there's no ambiguity on the recording. This is Trustee Sims. I'm conducting the 341 meeting.

Alright, so Mr. Livali, for the record, what was your position with the debtor?

[Speaker 2]

I was the CEO, founder, president.

[Speaker 1]

Okay, and how long did you serve in that role? Four years. Alright, do you believe that you are competent to appear and testify on behalf of the debtor today?

I believe so. Alright, did you review any of the debtor's books or records in preparation for today's meeting? No.

Okay, did you review any other documents in preparation for today's meeting?

[Speaker 2]

Only the dockets on file.

[Speaker 1]

Okay, and when you say the docket, those are the docket numbers in this case? With the court, yep. Alright, did anyone assist you in preparing for today's meeting?

Nope. Alright, and do you understand that you are testifying under oath on behalf of the debtor? Yes.

Alright, does the debtor currently have an attorney?

[Speaker 5]

Nope.

[Speaker 1]

Okay. Okay, so there's been a lot of paper filed in this case already, and I am about 5341 meetings deep, so forgive me if my memory is hazy. Did I read in one of the filings that an attorney had been consulted for bankruptcy?

[Speaker 2]

Prior to shutting down, we had spoken with multiple bankruptcy attorneys in parallel in case funding fell through.

[Speaker 1]

Okay, so you talked to multiple bankruptcy attorneys for consultations, and that was on behalf of the debtor, or you personally? The debtor. Oh, it was on behalf of the debtor, and so there's more than one consultation.

Did you pay any of these attorneys any kind of retainer?

[Speaker 2]

No. We were considering moving forward with that, but we were advised that there was no value.

[Speaker 1]

Do you recall which attorneys you met with?

[Speaker 2]

I do not.

[Speaker 1]

Okay. Do you know roughly when you would have met with them?

[Speaker 2]

It was probably back around late November, early December timeframe.

[Speaker 1]

When you say late November, early December, that would be in 2025?

[Speaker 2]

2025, yeah.

[Speaker 1]

Okay. All right. So generally, I would ask questions about the debtor's statements and schedules here, but there are currently no statements and schedules on file.

All right. So are you intending to file statements and schedules on behalf of the debtor?

[Speaker 2]

I am not.

[Speaker 1]

Okay. Is there a reason why you do not intend to file statements and schedules on behalf of the debtor?

[Speaker 2]

I do not have access to records or information.

[Speaker 1]

Okay. All right. So because we don't have schedules, that may slow us down a little bit, and so this may take a little bit more time than an ordinary 341, but I'd like to see if we can put some information on the record and lay some groundwork that we'd ordinarily get from the schedules, but we'll see what kind of information we can get today.

Okay. So let me ask you some questions about some history and some general information. So when was the debtor formed?

[Speaker 2]

What do you mean by that?

[Speaker 1]

When was the company formed? When was the corporate entity, the debtor, formed?

[Speaker 2]

About four years ago. About four years ago? Well, four plus the six months that have gone by.

[Speaker 1]

Okay.

[Speaker 2]

So I guess four and a half years ago.

[Speaker 1]

So roughly 2021 or 2022? Probably 2021.

[Speaker 2]

Okay. It was around the day coming out of COVID.

[Speaker 1]

Okay. Oh, COVID. What a fun time.

All right. And when the debtor was initially formed, what type of entity was it? Was it an LLC, corporation?

It was a corporation. All right. Was it always a corporation?

[Speaker 4]

Yes.

[Speaker 1]

Okay. And what type of corporation was it? Was it S Corp, C Corp?

It was C Corp, I believe. C Corp. Okay.

And the corporate... Let me turn it off. Sorry, all the beeping from my computer.

All right. Did the debtor's corporate structure ever change? No.

Okay. Who were the original owners or shareholders of the debtor?

[Speaker 2]

The company was founded by Samantha Conway and myself.

[Speaker 1]

All right. And what percentage ownership did each party have?

[Speaker 2]

I don't recall, but I was likely around 80%. Okay.

[Speaker 1]

She might have been 20%. So roughly, and this is an estimate, you had 80, she had 20, and you

were the only two shareholders. Approximately.

Is that fair to say?

[Speaker 4]

Okay. Yes.

[Speaker 1]

Yeah. All right. Did ownership interest, the amount of ownership interest ever change over time?

[Speaker 2]

Yes, as we gave shares to employees and to vendors.

[Speaker 1]

Okay. So vendors and employees received shares over time? Yes.

About, I mean, did anyone receive more than 1% of the company?

[Speaker 4]

Yeah. Yeah.

[Speaker 1]

Okay. And who held additional shares?

[Speaker 2]

I don't have the cap table in front of me, but there was quite a few names.

[Speaker 1]

Okay. Was it more than 10? More than 20?

It was probably more than 10. More than 10? Less than 20?

More than 50? More than 10, less than 20, I'd say. Okay.

All right. Okay. And did any of those parties transfer any ownership interest?

Were any interests ever sold? No. Not that I'm aware of.

All right. Was there any restriction on transferring ownership?

[Speaker 2]

I don't believe so.

[Speaker 1]

Okay. And I know you said vendors and employees. Were any investors brought into the company?

[Speaker 2]

The first two years, we were completely bootstrapped with one large anchor customer.

[Speaker 1]

Okay. So you had a customer? Yep.

Okay. Did the company maintain capitalization tables or shareholder records? Yes.

All right. Where are those records currently located?

[Speaker 2]

I believe we used Carta.

[Speaker 1]

Carta. So who served as the debtor's officers? Samantha Conway.

Okay. So you were the CEO? I was the CEO.

And she was the COO? She was the COO. All right.

Were there any other officers? No. Did the debtor have a board of directors or managers?

[Speaker 2]

Yes. Who served on that board? Multiple people over the last two years of business.

[Speaker 1]

Okay. So within—let's see. I have to stop and consult and see what day today actually is.

So during 2025, who were the members of the board?

[Speaker 2]

I believe Sam Tolkoff was a member going into 2025.

[Speaker 5]

Okay.

[Speaker 2]

Gene Wong.

[Speaker 5]

Okay.

[Speaker 2]

Bob Christopher. And then I think Mudar Ali. I don't know.

I haven't heard the last name.

[Speaker 1]

Okay. All right. Any other board members?

[Speaker 2]

And I think Samantha Conway was a board member for a short period of time.

[Speaker 1]

Okay. For a short period of time. Do you recall if that was in 2025?

[Speaker 2]

I believe—yes, it was.

[Speaker 1]

Okay. Were formal meetings of the board held? Yes.

All right. Were minutes maintained for those meetings?

[Speaker 2]

Yes.

[Speaker 1]

All right. Who prepared or maintained the minutes? Corporate counsel.

Okay. And who was your corporate counsel?

[Speaker 2]

We had multiple attorneys over the life of the business, starting with Craig Macy. Craig Macy.

[Speaker 1]

Then Holland and Hart. Okay. Do you recall who at Holland and Hart?

Chris.

[Speaker 2]

I don't remember his last name.

[Speaker 5]

All right.

[Speaker 2]

And then we had Fenwick and West.

[Speaker 5]

Okay.

[Speaker 2]

And then Eric, and I don't recall—or I can't even pronounce the law for—was the last attorney.

[Speaker 1]

Okay. And that was the name of the law firm or the lawyer?

[Speaker 2]

That was the lawyer's name. It was Eric.

[Speaker 1]

Okay. So Eric, and we couldn't pronounce the last name. Do you recall what firm he was with?

[Speaker 2]

I don't have it in front of me. It's a tough one to pronounce. I'm searching to see if I can find it online here.

[Speaker 4]

Okay.

[Speaker 2]

Rick Ragattani Fretsa? R-A-G-G-H-I-A-N-T-I-F-R-E-I-T-A-S.

[Speaker 1]

Okay. Well, you weren't getting it, so I have to pronounce it. All right.

Okay. Okay, so corporate counsel maintained the minutes. Do you know if corporate counsel continues to have copies of those minutes?

[Speaker 2]

I have no idea.

[Speaker 1]

Okay. All right. Who had authority to approve financial transactions on behalf of the debtor?

[Speaker 2]

What type of financial transactions?

[Speaker 1]

Well, let me ask just generally, who approved financial transactions, and was there like a dollar limit over which there needed multiple signers? What kind of signers?

[Speaker 2]

No, we had no process like that. Okay.

[Speaker 1]

All right. Were there any transactions that required board approval?

[Speaker 2]

No. Okay. I mean, like procuring items, buying things?

[Speaker 1]

I mean, just anything, if there was any kind of safeguard wherein transactions.

[Speaker 2]

I think there may have been something in the convertible note that said any purchase over like \$50,000 or \$100,000 or something like that had to be approved by the board.

[Speaker 1]

Okay.

[Speaker 2]

But I don't remember the exact language.

[Speaker 1]

All right. Can you reference a convertible note? What is that?

[Speaker 2]

That's the note that the financing was taken under.

[Speaker 1]

Okay. Okay.

[Speaker 2]

That was prepared by Craig Macy. Okay. Who also represented Reno Seed Fund.

Who represented both parties.

[Speaker 1]

Okay.

[Speaker 2]

The investor and the company.

[Speaker 1]

Okay. How are the debtor's books and records maintained?

[Speaker 2]

I think we use QuickBooks.

[Speaker 1]

All right. I'm terrified to ask, was it the online one or was it the desktop one?

[Speaker 2]

I believe it was the online one, but I never touched it.

[Speaker 1]

Okay. Fair enough. Who maintained the financial records?

Samantha Conway. Okay. And so she would know whether it was QuickBooks or some other service?

[Speaker 2]

I'm pretty sure it was QuickBooks.

[Speaker 1]

And would she know the debtor's access information for QuickBooks?

[Speaker 2]

She would be the one that held those credentials at the time.

[Speaker 1]

All right. Did the debtor ever employ an outside accountant or bookkeeping service?

[Speaker 2]

Yes.

[Speaker 1]

Okay. And what was that? Who was that accountant?

I don't know. I don't recall their names. All right.

Would Ms. Conway know? She might know. All right.

Who prepared the debtor's tax returns? Well, did the debtor file tax returns?

[Speaker 2]

We did, and it was with the same CPA, the bookkeeping firm.

[Speaker 1]

Same CPA or bookkeeper filed the taxes?

[Speaker 2]

We went through two CPAs.

[Speaker 1]

Okay. Do you remember either of them?

[Speaker 2]

I don't remember either of the names.

[Speaker 1]

Okay. And so who actually filed the taxes? Did the CPA prepare them and give them to the company, or did they file them on behalf?

How did that work?

[Speaker 2]

I don't recall. I think they prepared them, and we may have filed them.

[Speaker 1]

Okay. Did the debtor file any state tax returns?

[Speaker 2]

I believe we had to file state returns with quite a few different states, based on the employees and where they were residents.

[Speaker 1]

Okay. Do you recall any of the states where the returns were filed?

[Speaker 2]

I believe California, Colorado, and Nevada.

[Speaker 1]

Okay. Were all the tax returns timely filed?

[Speaker 2]

I believe everything was done on time. Okay.

[Speaker 1]

Were any tax returns extended?

[Speaker 2]

I don't believe so.

[Speaker 1]

Were any tax returns amended?

[Speaker 2]

I don't believe so.

[Speaker 1]

What was the last tax year for which the debtor filed returns?

[Speaker 2]

I do not know. I'm assuming whatever tax year would be current.

[Speaker 1]

Okay. All right. Do you know if there were any returns that were prepared but not filed?

[Speaker 2]

I don't recall. I don't think so.

[Speaker 1]

Okay. Do you know where the debtor's tax records are currently located?

[Speaker 2]

I do not.

[Speaker 1]

Okay. Do you know if the debtor still possesses copies of its filed tax returns?

[Speaker 2]

Doubtful, because everything was handed over to the secured creditor. Okay.

[Speaker 1]

Were any audits ever conducted of the debtor?

[Speaker 2]

No.

[Speaker 1]

Okay. Did the debtor ever prepare internal financial statements?

[Speaker 2]

Like 13-week cash flows?

[Speaker 1]

Yeah.

[Speaker 2]

Yeah, we did those often.

[Speaker 1]

Okay. Do you know where those are at?

[Speaker 2]

I do not. I'm assuming everything's in the possession of the secured creditor.

[Speaker 1]

Okay. Did the debtor prepare any solvency analyses?

[Speaker 2]

What do you mean, solvency analysis?

[Speaker 1]

Did the debtor ever prepare an analysis as to whether it was solvent? Did it prepare any kind of books or records?

[Speaker 2]

No, but we did do some analysis towards the end on runway and insolvency.

[Speaker 1]

All right. When was that performed?

[Speaker 2]

It was all around the December timeframe last year.

[Speaker 1]

All right. So around December 2025?

[Speaker 2]

Yes.

[Speaker 1]

Okay. All right. Let's see.

How was the debtor initially capitalized?

[Speaker 2]

We had a large contract with a company in L.A. And what was the company? It's Confidential.

[Speaker 1]

Confidential based on?

[Speaker 2]

The NDA that was signed with the company, not the discloser name.

[Speaker 1]

Okay. Do you have a copy of the NDA?

[Speaker 2]

I do not.

[Speaker 1]

All right. When was that contract procured?

[Speaker 2]

The whole company was founded around that contract.

[Speaker 1]

Okay. And was the contract performed under? What was the status of the contract when the company ceased?

We had no contract at that time. Okay. So when was the contract fulfilled?

[Speaker 2]

Two years into the company's life.

[Speaker 1]

All right. So you had a contract and so did they pay you money up front and that's how the company was capitalized? Or where did the money disappear?

[Speaker 2]

I put in some money and Samantha put in some money.

[Speaker 1]

Okay. Do you recall about how much you put in?

[Speaker 2]

I don't. Maybe \$20,000.

[Speaker 1]

Okay. Do you recall about how much Samantha put in?

[Speaker 2]

Maybe five. Okay. All right.

I think whatever percentage we ended up having was based, I think, on how much cash we put in at the time.

[Speaker 1]

All right. And the contribution would have been back in 2021?

[Speaker 2]

Yeah, sometime around then.

[Speaker 1]

All right. Okay. Were there ever any other additional cash contributions?

[Speaker 2]

We raised a round of funding.

[Speaker 1]

Okay. And what did people receive in exchange for the funding?

[Speaker 2]

Nothing.

[Speaker 1]

Okay. So they didn't receive equity interest or anything?

[Speaker 2]

No. They were all debtors.

[Speaker 1]

Okay. Did the debtor have employees? Yes.

All right. How many employees did it have at its peak? Probably nine at the peak.

Okay. Who processed the payroll? Samantha.

Okay. And was the payroll company or software utilized?

[Speaker 2]

We used the payroll company, yeah.

[Speaker 1]

Do you recall which one?

[Speaker 4]

What's the name of it? Gusto, I think.

[Speaker 1]

Okay. All right. Were payroll taxes returns filed?

[Speaker 2]

I think so.

[Speaker 1]

All right. And were forms 941 filed quarterly?

[Speaker 2]

I would suspect so, but I don't even know what that form is.

[Speaker 1]

Okay. I am learning what that form is very vividly. Were forms W-2 issued to employees?

[Speaker 2]

I believe Gusto handled all that. Okay.

[Speaker 1]

And were payroll taxes timely paid?

[Speaker 2]

I think that was all automatically handled by the payroll service.

[Speaker 1]

All right. Did the debtor ever have any problems paying payroll taxes?

[Speaker 5]

No.

[Speaker 1]

All right. So was the debtor required to collect or remit any sales tax?

[Speaker 2]

I don't think so. I mean, we weren't selling anything. We were providing a service.

[Speaker 1]

I didn't think that would be the case. You're right. I couldn't tell.

All right. So who currently controls the debtor's corporate records?

[Speaker 2]

Everything was handed over and assigned to the secured creditor.

[Speaker 5]

Okay.

[Speaker 2]

So that would be, I think, Autonomous Ops or, yeah, I think it's Autonomous Ops.

[Speaker 1]

Okay. So when you were referencing the secured creditor, you're saying Autonomous Ops?

[Speaker 2]

I believe that's what the note and the assignment were under.

[Speaker 1]

All right. And they also have control of the debtor's electronic records?

[Speaker 2]

Everything was assigned over at that time to satisfy the debt.

[Speaker 1]

All right. And cloud storage systems was also assigned?

[Speaker 2]

I don't have a copy of the agreement of the paperwork that was assigned for that assignment and transfer, but I believe it included everything.

[Speaker 1]

All right. Did the debtor issue any preservation demands to employees, insiders, or affiliated

entities? What does that mean?

Was anyone contacted and told to preserve any data they might have?

[Speaker 2]

No. All right. So...

No, but... Yeah.

[Speaker 1]

All right. Forgive me. We're a few minutes in, 20 minutes in, and I have not put this on the record.

What type of business was the debtor in for the record? Robotics. Okay.

And what products and services did the debtor provide?

[Speaker 2]

We provided engineering services. We never... I mean, we didn't have a product.

We were developing a product.

[Speaker 1]

Okay. So were you developing a single product, or were you developing...

[Speaker 4]

We were developing a whole tech stack.

[Speaker 1]

Okay. All right. So...

Let's see. Did the debtor ever generate any revenue? Yes.

All right. How much revenue did the debtor generate in 2023, approximately?

[Speaker 2]

I don't know per year, but total, approximately \$4 million. Okay.

[Speaker 1]

So that would be total during the time that the debtor existed?

[Speaker 2]

Yes. Okay.

[Speaker 1]

All right. All right. When did the debtor cease active operations?

[Speaker 2]

I believe I was terminated, laid off, whatever it was, around the December timeframe, late December.

[Speaker 1]

All right. And did... How did wind-down happen?

Did it happen all at once, or was it a gradual wind-down?

[Speaker 2]

It was a free-for-all. It was a free-for-all? I mean, literally, we ran out of money.

[Speaker 1]

Okay.

[Speaker 2]

And there's nothing to keep the doors open.

[Speaker 1]

Okay. So when did...

[Speaker 2]

There's no... Zero support being given.

[Speaker 1]

Okay. So you say you ran out of money. Did that happen in December?

Yes. All right. So November you guys had plenty of money, and then December no?

Plenty of money?

[Speaker 2]

No. No. I think we forecasted being out of money in October.

[Speaker 1]

Okay.

[Speaker 2]

So in October you... Pinched by to sometime in December.

[Speaker 1]

All right. So you said... So in October you created some of those forecasts, and it said you're going to run out of money in December?

[Speaker 2]

Yep. All right. No, no, no.

Sorry. We had forecasts saying we were going to run out of money in October.

[Speaker 1]

Okay.

[Speaker 2]

Oh, okay. So you... And all the investors were very aware of it.

[Speaker 5]

Okay.

[Speaker 2]

All right. We were asking and trying to raise money.

[Speaker 1]

Okay.

[Speaker 2]

For a very long time.

[Speaker 1]

So you had forecasting earlier in 2025 that says in October you're going to be out of money,

right?

[Speaker 2]

We had forecasting on almost a weekly basis to present to Gene Wong on his request.

[Speaker 1]

So Gene Wong, who was one of the board members, is that right?

[Speaker 2]

He's an investor. Investor. He's a creditor to this bankruptcy case, petition creditor, and he was a board member at one point in time.

At one point he was a board member.

[Speaker 1]

Okay.

[Speaker 2]

And so you guys... But he was never properly appointed as a board member. Okay.

So he was removed.

[Speaker 1]

Okay. I'm not going to get into that today. That's a rabbit hole for other people to dive down.

So you guys were, this Gene Wong guy, you guys were giving him reports that says, hey, we're going to run out of money in October?

[Speaker 2]

He had a heads up from almost the day that he put in money as to exactly when we were going to run out of money.

[Speaker 1]

Okay.

[Speaker 2]

We were very accurate on forecasting.

[Speaker 1]

Okay. All right. So would it be fair to say that about July you were forecasting to people that we're going to run out of money in October?

[Speaker 2]

I mean, it depended on what... We raised a couple of rounds of money. And then we had a rolling round that lasted over a period of six to eight months.

[Speaker 5]

All right. When did that round...

[Speaker 2]

So we were about to run out of money. Then we get some money. Then we were about to run out of money.

And we get some money. And we did this the entire time.

[Speaker 1]

So when was that last... You said there was a round as you were on the down and then back up. When was the last...

[Speaker 2]

So we raised a safe round. I don't recall the timing of that. Okay.

But it was probably four months, maybe five months before becoming insolvent.

[Speaker 1]

You just mentioned that you were projecting October. You managed to stick it out until December. Did you institute any cost-cutting measures?

Yeah, we laid off the team. Okay, you laid off the team. When you say laid off the team, about how many people was that?

[Speaker 2]

Everybody but three of us.

[Speaker 1]

Everybody but three of you. Okay.

[Speaker 2]

And we ended all contracts.

[Speaker 1]

Okay. And so they were laid off, not terminated?

[Speaker 2]

They were laid off.

[Speaker 1]

They were laid off. Okay. All right.

Let me ask you a little bit about robots. So what robotic systems or robotic prototypes did the debtor develop?

[Speaker 2]

We developed actuation technology and a humanoid robot.

[Speaker 1]

Okay. Actuation technology. What on earth is actuation technology?

[Speaker 2]

It's a motor. So an actuator is a motor.

[Speaker 1]

Okay.

[Speaker 2]

Combined with sensors and a gearbox.

[Speaker 1]

Okay. And then you developed a humanoid robot.

[Speaker 4]

Yes.

[Speaker 1]

All right. And is it just the one humanoid robot? Or were there other...

[Speaker 2]

We were developing a prototype robot. Okay. And it took many different forms over the last year of business.

[Speaker 1]

All right. So it probably would have... Would it be fair to say...

So are we talking about Yogi?

[Speaker 2]

At one point in time, it became Yogi. Okay. But it was other things prior to becoming Yogi.

Okay.

[Speaker 1]

So it was always kind of a single thing?

[Speaker 2]

We never had the money to develop more than one thing. So the one thing was changing and becoming different embodiments over time.

[Speaker 1]

All right. So how did Yogi start out? What was its original purpose?

Or the thing that became Yogi, how did it start out?

[Speaker 2]

I guess I'm confused.

[Speaker 1]

I'm also confused, so we're confused together. So there was this robot prototype, right?

[Speaker 2]

Yep.

[Speaker 1]

Okay. And was that what the initial contract was founded around?

[Speaker 2]

No. The initial contract was to develop two humanoid robots. To finish the development of the humanoid robot and deliver two prototypes of that robot to the customer who owned all that.

[Speaker 1]

Okay, so you developed two robot prototypes for this customer and the customer owned the prototypes? Did the customer own all the source code, everything?

[Speaker 2]

Everything.

[Speaker 1]

Okay. All right. And so after that was done, did you start a new robotic prototype?

[Speaker 2]

Then we started bootstrapping with the money that we made to start developing an actuator first, and then the actuator combined with a link started to form a leg, and then the leg became two legs, and then two legs became two legs and a torso, and then that became two legs and a torso and an arm, and then two arms and a robot.

[Speaker 1]

Okay, so is it fair to say there was a finished robot prototype?

[Speaker 2]

Nothing was ever finished. Okay. Not at all.

Everything was very much in an R&D state and never at any point in time complete.

[Speaker 1]

Okay. So it wouldn't have been considered complete.

[Speaker 2]

We needed to raise about another \$5 million to get it to completion.

[Speaker 1]

All right. Was there ever a function?

[Speaker 2]

At a bare minimum, by the way. We were trying to raise \$15 million.

[Speaker 1]

Okay. Was there ever a functioning prototype?

[Speaker 2]

We had various elements that functioned. Okay. So we had an actuator that functioned.

[Speaker 5]

Okay.

[Speaker 2]

We had a leg that functioned. We had a lower body that functioned. We had an upper body that functioned.

But we never had a fully working humanoid robot.

[Speaker 1]

Okay. All right. Did the debtor maintain engineering documentation for the robot prototypes that he was developing?

[Speaker 2]

We were purely R&D and operating at a very fast pace, and so nothing was ever properly documented.

[Speaker 1]

Okay. Did the debtor develop proprietary software, source code, or technical designs?

[Speaker 2]

I'm sure. Okay.

[Speaker 1]

Did the debtor maintain source code repositories? Yes. All right.

And what platforms were utilized?

[Speaker 2]

We used GitHub.

[Speaker 1]

Okay.

[Speaker 2]

I think I mentioned that in my sworn testimony.

[Speaker 1]

Testimony today or...? No, no. The thing I filed. There's been a lot of paper on this case already.

All right. Who had administrative access to the GitHub?

[Speaker 2]

The individual that was administering GitHub was Vinay.

[Speaker 1]

The who? Vinay. Vinay.

Who's Vinay? He was a software engineer, control engineer. All right.

Who managed user permission and credentials?

[Speaker 2]

I believe there were multiple admins at the time. Estev, I think, was an admin at the time. All right.

I believe we even had a contractor as an admin at the time.

[Speaker 1]

All right. Who controlled multi-factor authentication systems?

[Speaker 2]

I don't think we ever used multi-factor authentication.

[Speaker 1]

Okay. You're very lucky. All right.

[Speaker 2]

So did the debtor maintain...? We were running super scrappy.

[Speaker 1]

Okay. All right. All right.

Let's see. All right. Does the debtor still possess the credentials or access to the GitHub?

[Speaker 2]

The debtor does not possess anything other than debt.

[Speaker 1]

Okay. So who possesses the credentials to log into the GitHub?

[Speaker 2]

Everything was assigned to the secure creditor.

[Speaker 1]

Okay. All right. Did the debtor use any confidentiality agreements or invention assignment agreements with its employees?

Yes. Okay. Who currently has possession of those agreements?

[Speaker 2]

I'm assuming previous past attorneys and the secure creditor.

[Speaker 1]

Okay. So what equipment did the debtor utilize in its operation? I mean, lots of different equipment.

Lots of different equipment. All right. Well, did the debtor own any manufacturing or testing equipment or did it just lease everything?

[Speaker 2]

No, we owned equipment.

[Speaker 1]

You owned equipment. All right. How much did you pay for the equipment?

[Speaker 2]

I have no recollection of that.

[Speaker 1]

Okay. Did the debtor own any specialized hardware? Specialized hardware.

[Speaker 2]

Give me an example.

[Speaker 1]

Do you have any robot parts lying around? Well, yeah. Why do you have them lying around?

Yeah. Okay. Yeah.

Okay. So it maintained some inventory, some components, some spare parts. All right.

Yeah. And it had machines it could manufacture?

[Speaker 2]

We never had spare parts. We only had enough parts for what we were trying to build.

[Speaker 1]

All right. So how did you build the parts? I'm scared to ask.

I mean, did you have machines that could make them? Did you have to, like, buy them off Amazon? Like, how do you get robot parts?

[Speaker 2]

We made parts. Okay. We bought parts.

It was a combination of all of the above.

[Speaker 1]

Okay. Was any appraisal or valuation ever conducted concerning the debtor's assets? Yes.

All right. And who conducted that appraisal?

[Speaker 2]

A third party out of Las Vegas.

[Speaker 1]

A third party out of Las Vegas? Do you recall the third party? I don't.

All right. When was it conducted?

[Speaker 2]

Would have been in the December time frame when we were pursuing both trying to finance the company and other options.

[Speaker 1]

Okay. So a third party out of Las Vegas conducted an appraisal in December. What categories of assets were evaluated?

[Speaker 2]

I mean, the whole company was evaluated. He drove up and spent the day with us on site.

[Speaker 1]

Okay. And did he assign a valuation to the whole company or did he assign a valuation to individual categories of assets?

[Speaker 2]

He assigned a value to the assets. Okay. What was the value he assigned, he or she?

I don't recall, but it was way under \$100,000.

[Speaker 1]

Okay. Do you recall, was it more than \$50,000?

[Speaker 2]

It was more than \$50,000, less than \$100,000, I believe.

[Speaker 1]

All right. Did that valuation include the source code?

[Speaker 2]

He made a statement that without proper documentation and without the team to support that software, that software had no value.

[Speaker 1]

Do you have any idea where a copy of that appraisal would be?

[Speaker 2]

I'm sure the secured creditor has all that information. All right.

[Speaker 1]

Okay. All right. So did the debtor operate from a physical location?

[Speaker 2]

Yes.

[Speaker 1]

All right. And where was that?

[Speaker 2]

6127 Reno Highway, I believe is the address.

[Speaker 1]

Okay. And who owned that premises?

[Speaker 2]

I believe it was owned by William LaValle.

[Speaker 1]

William?

[Speaker 2]

Or, well, it was probably owned by Thomas Ops.

[Speaker 1]

Okay.

[Speaker 2]

Actually, I don't know the ownership structure.

[Speaker 1]

Okay. I don't know the ownership structure. Was the debtor's principal place of business always located at that 6127 location?

[Speaker 2]

No.

[Speaker 5]

Okay.

[Speaker 2]

Where was it? Well, let me just try to recall when we founded the company what address was used, because I was traveling the world in my fifth wheel for the first year of business.

[Speaker 1]

Okay. So...

[Speaker 2]

We had no brick and mortar at the time.

[Speaker 1]

So for, like, the last... from 2024 and 2025, would it have been at the 6127 location?

[Speaker 2]

As soon as we established a footprint, it would have been at that location, yes.

[Speaker 1]

All right. And you said you don't know who owned the premises?

[Speaker 2]

I don't know the ownership structure.

[Speaker 1]

You don't know the ownership structure. So it was... effectively, it was either your father or some entity owned by your father, essentially?

[Speaker 2]

That's what I... I believe that's correct, yes.

[Speaker 1]

Okay. Do you know if ownership was consistent for the occupancy of the debtor? In other words, did the same entity or person own that premises the entire time?

[Speaker 2]

I believe so, but I do not have... I was not privy to any of that. All right.

[Speaker 1]

Was there a written lease agreement? Yes. All right.

And when was the lease entered into?

[Speaker 2]

I believe when we took occupancy of the building. All right. Do you know when that was?

Roughly? I'm horrible with dates. It would have been a year after, or six...

probably six months after founding. So I don't know if this output is in 2022.

[Speaker 1]

Probably. Probably. So around 2022?

Okay.

[Speaker 2]

Okay.

[Speaker 1]

All right. What was the monthly rent obligation?

[Speaker 2]

I don't recall. I believe we were paying maybe \$1, \$1.25 a square foot.

[Speaker 1]

\$1.25. Do you know about how big the place was?

[Speaker 2]

Well, we had... we occupied different amounts of the building at different times.

[Speaker 5]

Okay.

[Speaker 2]

So I don't... I believe, you know, the back building we occupied for, I think, the entire time was 4,000 square feet.

[Speaker 5]

Okay.

[Speaker 2]

So the rent was probably somewhere between \$4,500 to \$6,000 maybe.

[Speaker 1]

Okay. All right. Were there ever any amendments or modifications to the lease?

[Speaker 2]

I don't believe so.

[Speaker 1]

All right. Did the debtor ever sublease any portion of the premises?

[Speaker 2]

Sublease to...? To anyone.

[Speaker 1]

Did it ever sublease any portion?

[Speaker 2]

Oh, did the debtor? No. No, no, no.

We didn't do that.

[Speaker 1]

All right. Did any affiliated entities operate from the same premises?

[Speaker 5]

No.

[Speaker 2]

Okay.

[Speaker 1]

All right. And for the record, does the debtor still occupy or control the premises? No.

Okay. When did the company cease occupying the premises?

[Speaker 2]

It was all abandoned and assets transferred at the same time around the December timeframe.

[Speaker 1]

All right. And how did... okay, you say abandoned.

How did the debtor relinquish possession of the premises?

[Speaker 2]

It handed over keys and access.

[Speaker 1]

Okay. And left. So there was just...

you handed keys back to the landlord? Yep. Was there an eviction?

[Speaker 2]

I believe we were issued an eviction and multiple notices.

[Speaker 1]

Okay. Was there a notice to pay rent or quit?

[Speaker 2]

Yes.

[Speaker 1]

Do you recall when that was served?

[Speaker 2]

I don't. I mean, it all happened so quickly in the December timeframe.

[Speaker 1]

So it would have been about December? I believe so. All right.

Was any litigation ever filed concerning possession of the premises?

[Speaker 2]

I don't believe so.

[Speaker 1]

All right. Do you know if there was ever a judgment for possession entered? I don't believe there was.

All right. Do you know if a writ of restitution or writ of possession was ever issued?

[Speaker 2]

I don't know what that is.

[Speaker 1]

Okay. All right. What property remained at the premises when the operation ceased?

[Speaker 2]

All assets of Cartwheel.

[Speaker 1]

All right. Generally, what does that include?

[Speaker 2]

Oh, I mean, we could be here all day.

[Speaker 1]

I know. Give me, like, the rough buckets of assets.

[Speaker 2]

Mechanical parts. Okay. Prototype parts.

Scopes. Power supplies. Computers.

Machine equipment.

[Speaker 1]

Okay.

[Speaker 2]

Tooling.

[Speaker 1]

Okay. And did the debtor own or lease any vehicles ever?

[Speaker 2]

Yes.

[Speaker 1]

Yes. What vehicles?

[Speaker 2]

I've only used leases.

[Speaker 1]

Okay. So there were leases of vehicles? Oh, sorry.

What was the question? Did the debtor own any vehicles or lease any vehicles? Vehicles, yes.

Okay. And, like, company cars? Yes.

Okay. And were those provided to employees?

[Speaker 2]

They were provided to employees when necessary, yes.

[Speaker 1]

Okay. And what happened to those leased vehicles?

[Speaker 2]

They were all assigned to the security creditor. Okay.

[Speaker 1]

And that was done around December? Yes. All right.

All right. Did the debtor maintain insurance coverage during its operations? Yes.

All right. So did the debtor have premises and general liability insurance?

[Speaker 2]

I would assume so, but I don't know. I can't speak to the exact insurance that we held.

[Speaker 1]

All right. Who was responsible for obtaining or renewing the insurance coverage? Samantha.

Okay. So she would know more information about the types of insurance coverage?

[Speaker 2]

Yep.

[Speaker 1]

We were fully insured, though.

[Speaker 2]

I always make sure that we were fully insured.

[Speaker 1]

Okay. All right. Do you know if there were directors and officer insurance?

[Speaker 2]

There was.

[Speaker 1]

All right. Do you know who the carrier for that was? I don't.

All right. Do you know what the policy periods might have been?

[Speaker 2]

No. All right. I built robots.

I did not handle any of the day-to-day operations.

[Speaker 1]

Fair enough. All right. Do you know if there was workers' compensation coverage?

[Speaker 2]

Uh, if that was required, we likely had it.

[Speaker 1]

All right. Okay. Do you know if any claims were ever submitted under any insurance policy of the debtor?

[Speaker 2]

I don't believe so. All right.

[Speaker 1]

Do you know if the insurance premiums were paid cash or if you used a premium financing company?

[Speaker 2]

I have no idea.

[Speaker 1]

Okay. All right. Let's see.

All right. Did the debtor maintain bank accounts during its operations?

[Speaker 2]

Yes.

[Speaker 1]

All right. Where did the debtor maintain bank accounts?

[Speaker 2]

I believe D of A, but I'm sure there were other banks.

[Speaker 1]

Okay.

[Speaker 2]

All right.

[Speaker 1]

And did the debtor maintain a separate operating account and a separate payroll account?

[Speaker 2]

I believe there were many accounts.

[Speaker 1]

Many accounts. All right. All right.

Who had signatory authority on the debtor's accounts? I believe Samantha Conway did. I may have.

I don't know. Okay. Who had online access to the debtor's accounts?

I believe Samantha did. All right. And who controlled passwords on authentication credentials?

[Speaker 2]

I think all passwords and credentials were held by Samantha.

[Speaker 1]

We talked about this a little, but were dual signatures ever required for any transactions?

[Speaker 2]

I don't believe so.

[Speaker 1]

Okay. And were employees ever issued company debit cards?

[Speaker 2]

I believe we may have issued one or two.

[Speaker 1]

Who would have received them?

[Speaker 2]

I may have received one, and Brian Rowe may have received one. All right.

[Speaker 1]

Did the company have any company credit cards?

[Speaker 2]

Is that what you were just asking?

[Speaker 1]

No, I was asking about bank account debit cards.

[Speaker 2]

Oh. I'm talking about separate credit. No, I don't think we ever issued debit cards.

[Speaker 1]

Okay.

[Speaker 2]

We issued credit cards. Okay.

[Speaker 1]

So the company had credit card accounts?

[Speaker 2]

Yeah.

[Speaker 1]

Who was the credit card account with?

[Speaker 2]

I don't recall. I think we may have had an Amex account. We probably had a credit card with Bank of America, but we may have had others, too.

[Speaker 1]

All right.

[Speaker 2]

What I do know is I personally guaranteed everything.

[Speaker 1]

Okay. You personally guaranteed the credit cards? I had to.

Okay. And have you received any collection notices from any of the credit cards? I believe I received something from American Express.

So did the debtor maintain monthly bank statements?

[Speaker 2]

I believe I had to pay American Express somebody to clear that debt out of my personal account.

[Speaker 1]

Okay. So did the debtor maintain any monthly bank statements?

[Speaker 2]

I'm sure we did. Yeah.

[Speaker 1]

Do you know if the QuickBooks or accounting records were reconciled against the bank statements?

[Speaker 2]

We ran a pretty clean business, so I believe all that was on the up and up.

[Speaker 1]

All right. Do you know if those accounts were ever closed, the bank accounts we talked about?

[Speaker 2]

I don't think anything was officially closed. I think it just all kind of was left in limbo.

[Speaker 1]

Okay. Was there any money in the accounts when the debtor ceased operations?

[Speaker 2]

We were probably down to maybe \$1,000 in the bank, \$1,500 in the bank.

[Speaker 5]

Okay.

[Speaker 1]

All right. I have quite a few questions left, but I've been talking for a good long while. Well, let me do one more.

Well, Mr. Dahu, how long do you have questions for? Because I still have quite a few questions. About what time frame are you expecting to take?

[Speaker 3]

10 to 15 minutes maybe, if not less.

[Speaker 1]

All right. I'll go one more section. Well, let me ask one more section, and then I'll turn the time over to Mr. Dahu, and then we'll try and end by 5 o'clock. All right. Mr. LaValle, I'd like to ask some questions. Do you know of an entity called 6127 Reno Highway LLC?

I'm not familiar with the name. Okay. How is it you're familiar with the name?

[Speaker 2]

I think it was mentioned in the bankruptcy dockets.

[Speaker 1]

Do you know what relationship 6127 Reno Highway had to the debtor?

[Speaker 2]

It was either Thomas Ops or that entity that you mentioned that was the landlord.

[Speaker 1]

Okay. Do you know who owns or manages 6127 Reno Highway LLC? I don't.

All right. I'm just going to call it 6127 so that I don't have to repeat a long name. Okay.

All right. Do you know if any officers, directors, or employees or shareholders of the debtor have an ownership interest in 6127? It's possible.

All right. Do you know if any officers, directors, employees, or shareholders of the debtor serve as officers, directors, or employees of 6127?

[Speaker 2]

You're going to have to say that again. That was a long one.

[Speaker 1]

Do you know if any officers, directors, employees, or shareholders of the debtor serve as officers, directors, or employees of 6127? In other words, does it share officers?

[Speaker 2]

I am not familiar with 6127. I'm not familiar with their structure.

[Speaker 1]

Okay. But you are familiar with 6127? Yes.

Okay. All right.

[Speaker 4]

Per the documents.

[Speaker 1]

Okay. You mentioned that there was a lease in place and that that lease was part of it.

[Speaker 2]

It may have been with 6127. It may have been with Autonomous Ops. I do not know.

[Speaker 1]

Okay.

[Speaker 2]

How... Which is Mizzou.

[Speaker 1]

All right. How far had the debtor fallen behind on rent when it ceased operations?

[Speaker 2]

I think we had a year's worth of rent that had not been paid, and that was put under a note.

[Speaker 1]

Okay. And when did the debtor stop making rent payments?

[Speaker 2]

Oh, I don't know. I didn't control the payments. All right.

But I know we had some agreement in place for a year's worth of back-due rent or past-due rent.

[Speaker 1]

Okay. So you had past-due rent. Did the debtor enter into a security agreement involving 6127?

[Speaker 2]

Either 6127 or Autonomous Ops. I grouped them as landlord.

[Speaker 1]

Okay. So whoever the landlord was, was there a security agreement with that landlord? Yes.

All right. When was that agreement prepared?

[Speaker 2]

I don't recall the time frame.

[Speaker 1]

Well, was it prepared before...

[Speaker 2]

It was prepared before we ever took any financing. Okay. I believe.

All right.

[Speaker 1]

Do you recall when it was executed?

[Speaker 2]

No. I don't have the dates in front of me.

[Speaker 1]

All right. Well, was it executed in 2025?

[Speaker 2]

No. Maybe early 2025 or late 2024, and I don't know. Do you know who prepared that agreement?

I believe Craig Macy, our corporate counsel at the time.

[Speaker 1]

Okay. Do you recall who would have participated in discussions concerning the agreement?

[Speaker 2]

I'm assuming all parties involved in the agreement.

[Speaker 1]

All right. And what assets were identified as collateral under the agreement?

[Speaker 2]

I believe it was written as all assets.

[Speaker 1]

All right. So essentially, substantially all the assets of the debtor?

[Speaker 4]

Yes.

[Speaker 1]

All right. And this is when the debtor missed rent payments?

[Speaker 2]

I believe we had a month's past due rent on the books.

[Speaker 1]

Okay. All right. Was the agreement ever presented to the board?

[Speaker 2]

No, it was formalized as a note. Okay.

[Speaker 1]

Was that agreement...

[Speaker 2]

Sorry, before we took financing.

[Speaker 1]

All right. Was that agreement presented to the board?

[Speaker 2]

I mean, I was the board at the time.

[Speaker 1]

Okay. Were there any minutes, resolutions, or written approval prepared?

[Speaker 2]

There were no formal meetings when it was just me as the board.

[Speaker 1]

All right. And did you consult any outside professionals concerning the agreement?

[Speaker 2]

Yeah, we had corporate counsel the entire time.

[Speaker 1]

Okay.

[Speaker 2]

Corporate counsel was involved in everything.

[Speaker 1]

Okay. All right. So I'm going to go ahead.

I'm going to pause right now. Mr. Dehu, do you have any questions that you would like to ask the debtor at this time? I'll reserve time to ask questions at a later date, if we find it necessary.

But Mr. Dehu, if you'll go ahead.

[Speaker 3]

Go ahead. Thank you, Mr. Simms. And you actually asked a lot of questions that I was going to ask.

Hi, Mr. Lavallo. My name is Jimmy Dahum with McDonald's Corona. We represent the petitioning creditors.

[Speaker 5]

Mm-hmm.

[Speaker 3]

So if I heard you correctly, you say you don't know whether the landlord was 6127 Reno Highway or Autonomous Office. Is that correct? That's correct.

Okay. At docket 63, you filed a motion, and you attach a couple of emails. In the January 14, 2026, email to Nicholas Desmarais, you state, quote, as you know, the landlord is a family member.

Who were you referring to by that statement? Likely my dad. Likely your dad.

So you are familiar that your dad is associated with the landlord. Oh, yeah. But you're not familiar with anybody else who may be associated with the landlord?

I do not know the corporate structure or the structure of those entities. Is Samantha Conway associated with the landlord? She may be.

She may be. Is your mother associated with the landlord? I do not know.

Oh, no? Who did you hand over the keys to when you handed over possession of the premises?

[Speaker 2]

They were left in the building with William LaValle. With William LaValle, who is your father?

[Speaker 3]

Yes. Okay. I believe that was the case.

Okay. And those same emails at Docket 63 with discussions that you're having with Mr. Desmarais, you're negotiating, it seems like, an acquisition deal or financing deal. Is that accurate?

[Speaker 2]

I believe that's what Nick was trying to accomplish. Okay. And what were you trying to accomplish?

[Speaker 3]

He was trying to acquire the company, I think, for some time. And what were you trying to get out of the deal? Were you trying to get employment?

What was your goal in the process? My goal was to – I believe he was offering me a job at the time. Okay.

You made a comment in there in one of those emails basically saying that you were discussing your fiduciary duty. And as part of that, you said you believed, absent an agreeable solution, that your fiduciary duty would require you to engage in dissolution proceedings. Is there any reason why you did not proceed with dissolution?

[Speaker 2]

I believe the corporate attorney at the time was looking into how to do that properly, but the company was insolvent and could not pay the corporate attorney to finish off the dissolution process. Are you familiar with what your fiduciary duties entailed? I believe my fiduciary, when we were solvent, was to the shareholder.

And I believe when we became insolvent, it was to the creditor.

[Speaker 3]

Were your fiduciary duties – I'll ask it a different way. Do you believe you satisfied your fiduciary duties by leaving all paperwork in the leased premises and handing over keys to the landlord so

that no one can ever recreate and retrace any transactions that the debtor engaged in? I can't speak to that.

Okay. You said earlier, and you may have just misspoken, you said you were fired. Who fired you?

I don't think I was fired. I think I was separated. Separated?

And that was you voluntarily separating? I'm not even sure if it was properly done. Okay.

And when did you separate? I believe around the December time frame. December time.

And was Samantha Conway also separated from the company? I believe so. And did she separate also in December?

I believe so, or maybe earlier. I don't recall. Okay.

Well, I will represent to you that the Nevada Secretary of State has an annual filing as of January 22, 2026. Do you know who made that filing and why they made that filing? I believe the corporate attorney may have done it at the time.

Okay. Well, at least I'll just represent to you at least you and Samantha still as officers of the company. So if I hear you correctly, you say you really don't have much information because you're just both robots.

And it sounds like Samantha pretty much ran the company on the business side. Is that accurate? I mean, she handled most of the day-to-day operations.

Okay. And if I heard you correct, if I'm understanding you correctly in the pleadings you filed in the bankruptcy case, you are saying that you are not the person that should be speaking on behalf of the debtor because you have limited knowledge. Is that accurate?

[Speaker 2]

I mean, I can speak on the behalf of the debtor, but I don't have much information. Do you believe Samantha Conway?

[Speaker 3]

For talking over six months have gone by. Sure. Do you believe Samantha Conway would have more information?

She'd be a better representative for the company? Possibly. Okay.

You said the landlord acquired a security interest in Cartwheel. Did they loan Cartwheel money? I believe that's what the note was about.

Okay. It wasn't about unpaid rent? Well, isn't that a loan?

No. Okay. Well, I'm not an attorney, so I don't know.

Do you believe unpaid rent is a loan? How many leases have you ever entered into? Not many.

Not many? Okay. So let me ask you this.

Did you enter into the security agreement at the same time you entered into the lease, or did you enter into the security agreement after debtor was behind on their lease?

[Speaker 2]

I believe we entered into the lease first when we took occupancy of the building, and then I believe the note was entered on a much later date.

[Speaker 3]

And was it entered because of delinquent rent? I believe we had a year's worth of delinquent rent on the books. And the security agreement was collateralizing that delinquent rent?

I believe so, before taking financing. And who asked for that security interest? Was it your father?

I don't recall. Do you recall who signed on behalf of the debtor? Was it you or Samantha or anyone else?

On behalf of the debtor. I mean, I'm sure I signed it. Okay.

And you didn't negotiate with anybody? Negotiate what? Negotiate providing a security interest in debtor's collateral.

[Speaker 2]

Our corporate attorney handled it all.

[Speaker 3]

Okay. Craig Mason. How did Samantha Conway acquire a security interest in the debtor?

Did she loan the debtor money? I believe so. Do you know how much she loaned the debtor?

I believe you do. I believe it's on the docket. Do you know what the purpose of that loan was?

I mean, it was \$5,000, as I see on the docket. You just mentioned earlier you were looking for \$15 million to continue operations. What was the purpose of \$5,000?

I believe we couldn't make payroll.

[Speaker 2]

And \$5,000 would help you make payroll? I believe there was money that was put into the company by myself and Samantha so that we could make big pay bills.

[Speaker 3]

Okay. And did the board of directors approve Samantha Conway's loan and subsequent security interest? I was the board.

I believe I was the only board member at the time.

[Speaker 2]

And what time frame was that? Prior to taking financing. Do you know the approximate year?

I don't.

[Speaker 3]

Probably 2024, maybe. Okay. Does your father have individually a security interest in the debtor?

I don't believe so. Did you have a security interest in the debtor? What do you mean by that?

Do you have a lien? Are you collateralized? You filed a proof of claim and you say you provided a loan to the debtor?

I did. Yes, I do. And that was for purposes of payroll?

Is that accurate?

[Speaker 2]

I don't know what it was used for. I know that we had bills that we couldn't pay and that's why the money was put in. And did you approve that as the board in your words?

I don't know if Craig Macy did a board approval or a vote or whatever was required.

[Speaker 3]

Were you the only board member at the time? Yes. So you negotiated, you approved it as the borrower on behalf of the debtor and as the board member, is that right?

I operated under many capacities. Okay. So at ECF 61, that same motion, or a different, I'm sorry, a different declaration.

In paragraph 31, you state, quote, you did not agree to assign my equity. Let's see. I'm sorry.

I'm looking at something else. I apologize. In a December 30th, 2025 email attached to ECF 63, you express concern with Nick DeSmaris.

You say, quote, the scope of the IP assignment language concerned you. Did this refer to debtors? Were you looking at, was Nick DeSmaris trying to obtain an assignment of debtors IP?

Is that what you were referring to?

[Speaker 2]

I'm not sure what I was referring to without looking back and redoing that again closely. But I do know that Nick, Engineered Arts, AppDirect, all of the above, were interested in acquiring Cartwheel.

[Speaker 3]

Okay. And as of December 30th, if I understood you correctly, you had already handed over the keys to the landlord, and the landlord had all of debtors' assets, books, and records. Is that accurate?

[Speaker 2]

I don't have the exact date, but it was in the December timeframe that that took place.

[Speaker 3]

Okay. And so let's just assume the scope of the IP assignment referred to debtors' IP. Why would the scope of an IP assignment concern you if the debtor had already lost all of his IP to the landlord?

[Speaker 2]

Nick and I had been in discussions for quite some time, and I was trying to support that the best I can, or could.

[Speaker 3]

Okay. As part of a global wind-down of the company. Well, if this could have saved the debtor, and the debtor already lost its IP...

[Speaker 2]

I believe the debtor was in conversations with Nick DeSmaris. I believe Gene Wong, I believe Battleborn, and the debtors were in deep discussions with Nick. Who was the debtor as of

December 30th, 2025?

I mean, the debtor was Cartwheel Robotics, right?

[Speaker 3]

Sure. And I phrased that poorly. You say you and Samantha separated from the company in December, if not earlier.

[Speaker 2]

I think from a payroll perspective, separation took place. From a corporate perspective, and however it is on filing with Delaware, it may have been different.

[Speaker 3]

Okay. And in those discussions, you were expressing to Nick DeSmaris what you believed the landlord, your father, would accept on a going-forward basis. How did you know what your father wanted to satisfy the indebtedness of the landlord?

I didn't. You didn't speak to your father about what he wanted?

[Speaker 2]

I do speak with my father, but I have no idea what he would have accepted. And I appointed Nick and his team to speak with him directly, and I believe they did so.

[Speaker 3]

Okay. And then I'll just note, too, the emails that you attach to your ECF-63 come from a Gmail account. Did you regularly use this Gmail account to discuss Cartwheel business?

No, not at all. Did you use any other non-Cartwheel email accounts to discuss Cartwheel business? No.

Are there other emails in this Gmail account discussing Cartwheel business? There's one privileged email. And why is it privileged?

[Speaker 2]

It's with a corporate attorney. Corporate attorney.

[Speaker 3]

Okay. Well, I just point out for Trustee Sims' benefit that— And I think I mentioned that, by the way, in my filing, that there's one privileged email. Sure.

Well, I'll just point out to you that we're making a demand that you not delete anything on your Gmail account because litigation is anticipated. So I just point that for the record. And thank you, Mr. Sims. I'm sure I'll have more questions as these three— I assume this 341 will be continued, and I'm sure we'll have more questions today.

[Speaker 1]

Yeah. I mean, I can't conclude a 341 that doesn't have schedules. I mean, I would—the U.S. trustee would be unhappy, and I can't have— Thank you, Mr. Sims. All right. So, now, Mr. Lavallo, I do notice that you put a notice of unavailability on the docket. So there's a few things that are going on in this case.

There's a pending motion having to do with compelling the debtor to file statements and schedules. That's pending, and so we're not going to discuss it here. But that is set to be heard on the 9th.

[Speaker 2]

So it's— The 9th of—June 9th? June 9th.

[Speaker 1]

All right. And I believe an opposition's been filed. So that will be deemed a contested matter.

So oral argument, I believe, will take place. Let me make sure that I'm not telling you things that aren't true. Let me make sure that I actually have the date correct and not guess.

This is a long roundabout way of me trying to set a continued date that serves many masters and will please no one. Before I do that, Mr. Hammond, I'm sorry, I neglected to ask you. Do you have questions you would like to ask Mr. Lavallo at this time?

[Speaker 3]

Not at this time. I'll reserve them for the continued 341. I will just note those motions are on June 9th.

[Speaker 1]

June 9th.

[Speaker 3]

I'm asking for an order designating Scott Lavallo. Yes, sir.

[Speaker 1]

So, let's see. Okay. Notice of hearing on motion.

Let me make sure that this is correct. So that date and time of hearing is June 9th, 2026. And I believe the hearing is scheduled for 1 o'clock p.m. That is what the motion says. I encourage anyone and everyone wishing to attend that hearing and weigh in to go to the calendar at [www.nvb.uscourts.gov](http://www.nvb.uscourts.gov), the date of the hearing, simply to make sure that the call-in information is correct, as that can change, as well as the time of the hearing is correct as well. So, Mr. Lavalley, the motion is not as to the debtor's seat personally, and you file an opposition, so if you wish to address the court, I don't know why the court would not allow that. So, you're certainly welcome to appear at that oral argument and argue the opposition.

I believe we'll probably file a reply, and that will be due on June 2nd. All right. So that motion is pending, which means we will not have a decision on it prior to June 9th, absent some strange circumstance.

And then, Mr. Lavalley, you have filed a notice of unavailability, indicating that from June 15th to June 27th, you are unavailable, and that from July 20th to August 1st, you are also unavailable. Do I have those dates roughly correct? Yes, that's correct.

All right. I'm not going to inquire into those. I'm going to take them at face value, and let's see what dates I have available.

So, June 15th would have been the preferred date, through June 27th. So what... Well, let me ask the parties.

I'm hesitant to go this far out, although I'm mindful that in the case of a corporate debtor, there's no issues with discharge in those deadlines. I'm hesitant to go out to June 29th. No, I can't do June 29th.

I'm sorry. I will be gone. I can do...

You're going to June 27th. We might have to do June 12th, just to check in. So let's set it...

Well, I can either set for June 8th to check in, or I can set it for June 12th. It makes more sense to me to do it on June 12th, in the afternoon. So let me go ahead and take the temperature of the room.

Is everyone available at June 12th, around about 1.30? I'll start with you, Mr. LaValley. I'm looking right now.

[Speaker 2]

That's a Friday?

[Speaker 1]

Yes. At what time? Sorry.

I'm flexible on the time, but my preference would be 1.30. Yeah, I think I can support that.

[Speaker 2]

What is this... What would the meeting be?

[Speaker 1]

It'd be this meeting continued. It would have the benefit of us having gone and argued the motion to compel. It may be that nothing happens at our June 12th meeting, but I can't conclude this meeting while the debtor doesn't have schedules.

I have further questions. I'm not going to get into them here today, because I don't think it's respectful of people's time to keep you guys here until midnight. I'm proposing June 12th at 1.30. Mr. Dehu, is that a workable date and time for you?

[Speaker 3]

Yes, sir.

[Speaker 1]

That works. Mr. Hammond, is that a workable date and time for you? It is, yes.

All right. Ms. Hale, you're invited as well, but... Let's see.

What do I... I have someone here. Oh, okay.

It's a deadline to assume contracts. Okay. Let's see.

So, Interag Cartwheel Robotics. All right. We will reconvene...

Robotics. We will reconvene here... on or about June 12th at 1.30. And we'll see what developments we face in the meantime. All right. Thank you, everyone, for your presence here today.

[Speaker 3]

Quick question.

[Speaker 2]

Sorry. Go ahead, Jimmy. Oh, I'm sorry, Scott.

Sorry. Go ahead, Scott. I'm sorry.

Go ahead. I was going to ask when the transcript would be available for this meeting.

[Speaker 1]

So, the rough timeline on that is I am now going to upload the transcript to the United States trustee. Well, not the transcript. I'm going to upload the audio to the United States trustee.

At that point, you can request the transcript from the United States trustee. So, you're not going to... You don't request it directly from the court.

You request it from the office of the United States trustee, which creates maximum confusion. All right? You don't request it from me.

I don't have it. So, office of the United States trustee for Region 17. There will be a special form to fill out, and you go and you'll request it from them.

[Speaker 2]

And that's usually available within a couple of days?

[Speaker 1]

Well, maybe. Okay. They are running very short-staffed.

So, I think they will do the best they can.

[Speaker 3]

Okay.

[Speaker 1]

All right. Mr. Dahoo, did you have a question or a concern?

[Speaker 3]

Yes, Mr. Sims. It was going to be kind of the same question as Mr. LaValle, but my understanding is that we don't get transcripts. We just get audio of today's 341.

And I wanted to ask you who to reach out to, but you've already answered that.

[Speaker 1]

So, yes. Same issue. Whatever is available is going to come from the office of the United States trustee.

It has been a while since I've had to order a 341 transcript. I think you can actually specify audio or written, and there's a delay depending on which one you want.

[Speaker 3]

Thank you.

[Speaker 1]

All right. Don't quote me on that. Take that for the idle speculation that it is and a very hazy memory.

All right. So, thank you, everyone, for your presence here today and helping us work through the various issues. This matter will be continued to – let me actually hit the button and make it happen.

We'll continue this matter to June 12th at 1.30 p.m., and we'll see where we're at at that time. Thank you, everyone.