

United States Bankruptcy Court District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): F-Squared Investment Management, LLC
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):
All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 30-0639247
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State): Wellesley Office Park, 80 William Street Suite 400, Wellesley, MA 02481
Street Address of Joint Debtor (No. & Street, City, State):
County of Residence or of the Principal Place of Business: Norfolk County
County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):
Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE 02481
ZIP CODE
ZIP CODE
ZIP CODE

Type of Debtor (Form of Organization) (Check one box)
Nature of Business (Check one box)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Nature of Debts (Check one box.)
Country of debtor's center of main interests:
Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Filing Fee (Check one box)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities
THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): F-Squared Investment Management, LLC	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) Date</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))			

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
F-Squared Investment Management, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Russell C. Silberglid
Signature of Attorney for Debtor(s)
Russell C. Silberglid (DE 3462)
Printed Name of Attorney for Debtor(s)
Richards, Layton & Finger, P.A.
Firm Name

One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Address
(302) 651-7700
Telephone Number
July 8, 2015
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security Number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Laura Dagan
Signature of Authorized Individual
Laura Dagan
Printed Name of Authorized Individual
President and Chief Executive Officer
Title of Authorized Individual
July 8, 2015
Date

Schedule 1

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company	Date Filed	District
F-Squared Investment Management, LLC	July 8, 2015	Delaware
F-Squared Institutional Advisors, LLC	July 8, 2015	Delaware
F-Squared Retirement Solutions, LLC	July 8, 2015	Delaware
F-Squared Alternative Investments, LLC	July 8, 2015	Delaware
F-Squared Investments, Inc.	July 8, 2015	Delaware
F-Squared Solutions, LLC	July 8, 2015	Delaware
F-Squared Capital, LLC	July 8, 2015	Delaware
AlphaSector LLS GP 1, LLC	July 8, 2015	Delaware
Active Index Solutions, LLC	July 8, 2015	Delaware

WRITTEN CONSENT OF THE MANAGEMENT
BOARD OF F-SQUARED INVESTMENT MANAGEMENT, LLC

On July 8, 2015, the undersigned, being all of the managers (the “**Managers**”) of the management board (the “**Management Board**”) of F-Squared Investment Management, LLC, a Delaware limited liability company (the “**Company**”), acting in accordance with Section 18-302 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq. and the limited liability company agreement of the Company, hereby consent to the following actions and adopt the following resolutions in lieu of a meeting of the Managers of the Management Board of the Company (this “**Consent**”):

RESOLVED: That for purposes of this Consent and the resolutions contained herein, the term “**Authorized Officer**” shall mean David N. Phelps, the chief restructuring officer of the Company, Laura Dagan, the president and chief executive officer of the Company, and Deborah Deskavich, the chief operating officer of the Company.

RESOLVED: That the Company shall be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing.

RESOLVED: That each Authorized Officer shall be, and hereby is, authorized and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as such Authorized Officer, in such officer’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as such Authorized Officer may approve.

RESOLVED: That each Authorized Officer shall be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company;

(b) Gennari Aronson, LLP, as special corporate counsel to the Company, (c) Grail Advisory Partners LLC (d/b/a PL Advisors) and Managed Account Services, LLC, as financial advisors and investment bankers to the Company, (d) Stillwater Advisory Group LLC to provide crises management and restructuring services; and (e) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in such Authorized Officer's judgment may be necessary or desirable in connection with the Company's chapter 11 case and other related matters, on such terms as such Authorized Officer shall approve.

RESOLVED:

That (a) the Company shall be and is authorized to enter into, deliver, and perform, and any Authorized Officer on behalf of the Company is hereby authorized to execute and deliver, that certain Asset Purchase Agreement (the "**Asset Purchase Agreement**") dated on or about July 3, 2015, by and between the Company, F-Squared Institutional Advisors, LLC, F-Squared Alternative Investments, LLC, F-Squared Investments, Inc., F-Squared Retirement Solutions, LLC, F-Squared Solutions, LLC, F-Squared Capital, LLC, AlphaSector LLS GP 1, LLC, Active Index Solutions, LLC, and Broadmeadow Capital, LLC (the "**Purchaser**"), in substantially the form presented to and reviewed by the Management Board and attached hereto as Exhibit A, pursuant to which the Purchaser will purchase the Purchased Assets (as defined in the Asset Purchase Agreement) and assume the Assumed Liabilities (as defined in the Asset Purchase Agreement), with such modifications and supplements as may be approved by the Authorized Officers (which approval shall be conclusively evidenced by such person's execution and delivery thereof) and (b) the Management Board approves in all respects the form, terms, and provision of the Asset Purchase Agreement and the transactions contemplated thereby, and all ancillary documents related thereto, pursuant to sections 105, 363, and 365 of the Bankruptcy Code.

RESOLVED:

That in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is authorized, directed, and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, consents, including sole member consents for each of its wholly-owned subsidiaries, containing resolutions consistent with the resolutions set forth herein; and other documents, including any amendments to the LLC agreements of such subsidiaries, and to pay all expenses,

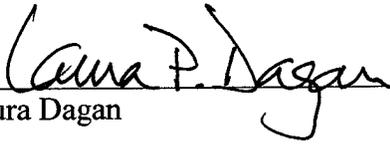
including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED: That all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved.

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature page follows]

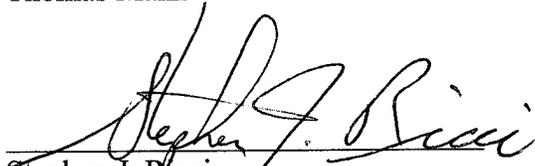
IN WITNESS WHEREOF, the undersigned have caused this Consent to be executed as of the date first written above.



Laura Dagan



Thomas Mann



Stephen J. Ricci

Exhibit A

Asset Purchase Agreement

(attached as an exhibit to the Sale Motion)

3	Advent Software, Inc. 600 Townsend Street San Francisco, CA 94103	Leah Rowell leah.rowell@advent.com Phone: (415) 645-1222 Fax: (415) 241-4098	Contract	Contingent	\$395,193.40
4	Simpson Thacher & Bartlett LLP 1155 F Street, N.W. Washington, DC 20004	Karen Gift karen.gift@stblaw.com Phone: (202) 636-5569 Fax: (202) 636-5502	Contract		\$336,190.43
5	Cantella & Co., Inc. 28 State Street, 40th Fl. Boston, MA 02110	Jay Lanstein Phone: (617) 521-8630 Fax: (617) 521-8604	Contract	Contingent, Unliquidated and Disputed	\$198,152.02
6	First National Bank Omaha P.O Box 2818 Omaha, NE 68103-2818	Karl Pfiefer Phone: (916) 543-9341 Fax: (916) 471-0236	Credit Card		\$115,536.58
7	Grove Street Advisors, LLC 20 William Street, Suite 230 Wellesley, MA 02481	Chris Quinn clq@grovestreet.com Phone: (781) 263-6182 Fax: (781) 263-6101	Sub Lease	Contingent	\$114,805.65
8	Kimberly Collins 2 Conrick Lane Dover, MA 02030	Kimberly Collins kcsearch@comcast.net (617) 775-6159	Employee Contract		\$68,429.48
9	Paul Gamble 20 Cedar Street Charlestown, MA 02129	Paul Gamble paulgamble@comcast.net (617) 283-9861	Employee Contract		\$48,076.92
10	Bloomberg Finance LP P.O. Box 416604 Boston, MA 02241-6604	Christian Torres chtorres@bloomberg.net (212) 617-5557	Contract		\$47,140.34
11	Nathan Eigerman 360 Hammond St. Chestnut Hill, MA 02467	Nathan Eigerman n@eigerman.com (617)784-3384	Employee Contract		\$41,596.14
12	Tony Garvin 10 Riverside Drive Marlbehead, MA 01945	Tony Garvin legarvin@me.com (781) 771-1882	Employee Contract		\$40,384.62
13	TransPerfect Document Management, Inc. Three Park Avenue 39th Floor New York, NY 10016	Isaac Margulis imargulis@transperfect.com Phone: (212) 689-5555	Contract		\$39,874.00
14	Kathleen Weckler 665 Washington Apt. 902 Boston, MA 02111	Kathleen Weckler ktweck@gmail.com (248) 219-8733	Employee Contract		\$39,711.54
15	Mitchell Fishman 69 Canton Point Road Canton, MA 02021	Mitchell Fishman vfishman@f2inv.com (617) 763-5370	Employee Contract		\$38,076.90
16	Rooker Price 58 Stratford Rd Melrose, MA 02176	Rooker Price rookerprice@comcast.net Phone: (617) 620-3715	Employee Contract		\$31,410.28
17	Institutional Investor, LLC P.O. Box 417611 Boston, MA 02241-7611	Andres Montero andres.montero@institutionalinvest or.com Phone: (212) 224-3682	Contract		\$29,250.00
18	Melanie Karlberg 977 Temple Street Duxbury, MA 02332	Melanie Karlberg melaniekarlberg@verizon.net (781) 626-3792	Employee Contract		\$28,365.38
19	Joseph Miskel 600 Burgundy Place Yardley, PA 19067	Joseph Miskel jmiskel@gmail.com (215) 806-8479	Employee Contract		\$25,961.54
20	Cushman & Wakefield 225 Franklin Street, Suite 300 Boston, MA 02110	Mark Roth mark.Roth@cushwake.com Phone: (617) 204-4165 Fax: (617) 330-9499	Contract		\$20,918.50

21	FactSet Research Systems, Inc. P.O. Box 414756 Boston, MA 02241-4756	Sean Savage ssavage@factset.com invoices@factset.com Phone: (617) 757-1194	Contract		\$20,454.30
22	The Kinlin Company, Inc. 749 Main Street Osterville, MA 02655	Ellen Kinlin eck@kinlin.com (508) 420-1165	Contract		\$20,000.00
23	McLagan Partners Inc. P.O. Box 100137 Pasadena, CA 91189-0137	Linda Fagan lfagan@mclagan.com Phone: (203) 602-1217 Fax: (203) 323-9851	Contract		\$17,225.00
24	Alan Dunaway 9446 Gotten Way Germantown, TN 38139	Alan Dunaway lcadad@hotmail.com (901) 359-3493	Employee Contract		\$17,134.62
25	Sean Tierney 93 Old Harbor Street South Boston, MA 02127	Sean Tierney sean.tierney009@gmail.com (781) 346-3069	Employee Contract		\$15,576.90
26	Wells Fargo Advisors Fee Billing - MAC H0006-08Q St. Louis, MO 63103	Trenita Coleman advisorybillinginquiry@wellsfargo advisors.com (314) 955-8639	Contract		\$15,221.04
27	Victoria Newhouse 525 Salem Street, Apt. 2 Wakefield, MA 01880	Victoria Newhouse vanewhouse@sbcglobal.net (630) 621-2035	Employee Contract		\$12,000.00
28	Ashland Partners & Co., LLP 525 Bigham Knoll Drive, Suite 200 Jacksonville, OR 97530	Sean P. Gilligan sean@ashlandpartners.com Phone: (303) 607-8000 x 4144	Contract		\$9,000.00
29	Morningstar Inc. 2668 Payshere Circle Chicago, IL 60674	David Fabrisi david.fabrisi@morningstar.com Phone: (312) 696-6375 Fax: (312) 244-8026	Contract		\$8,377.81
30	Hotel Indigo Newton Riverside 399 Grove Street Newton, MA 02462	Lauren Brandon Phone: (617) 454-3408 Fax: (617) 454-3493	Contract		\$6,558.41

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

)	
In re:)	Chapter 11
)	
F-Squared Investment Management, LLC,)	Case No. 15-_____ (_____)
)	
Debtor.)	
)	
Tax I.D. 30-0639247)	
)	

CONSOLIDATED LIST OF ALL CREDITORS

A list of the above-captioned debtor’s (the “**Debtor**”) creditors in accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure has been separately transmitted to the Clerk of the Court.

The list has been prepared on a consolidated basis from the books and records of the Debtor and certain of its affiliates that also commenced chapter 11 cases in this Court (collectively, the “**Debtors**”). The list contains only those creditors whose names and addresses were maintained in the Debtors’ databases or were otherwise readily ascertainable by the Debtors prior to the commencement of the chapter 11 cases.

Certain of the creditors listed may not hold outstanding claims against the Debtors as of the commencement of the chapter 11 cases and, therefore, may not be creditors for purposes of these cases. By submitting this list, the Debtors in no way waive or prejudice their rights to dispute the extent, validity, or enforceability of the claims, if any, held by parties identified herein.

The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

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

In re:)	
)	Chapter 11
F-Squared Investment Management, LLC,)	Case No. 15-_____ (_____)
)	
Debtor.)	
)	
Tax I.D. 30-0639247)	
)	

LIST OF EQUITY SECURITY HOLDERS

Holder	Name and Address of Owner(s)	Description of Equity Interest Owned
Howard Present	Howard Present 46 Sagamore Road Wellesley, MA 02481	Common Units; Series A Preferred Units
HB Present Holdings, LLC	HB Present Holdings, LLC 46 Sagamore Road Wellesley, MA 02481	Common Units
Haley Present	Haley Present 46 Sagamore Road Wellesley, MA 02481	Common Units
Hunter Present	Hunter Present 46 Sagamore Road Wellesley, MA 02481	Common Units
Hilary Present	Hilary Present 46 Sagamore Road Wellesley, MA 02481	Common Units
Holden Present	Holden Present 46 Sagamore Road Wellesley, MA 02481	Common Units
Harvey and Jody Present JTWROS	Harvey and Jody Present 1703 Appalachian Trail Chesterfield, MO 63017	Common Units
Marcy Present Ettlinger	Marcy Present Ettlinger 3412 Birch Hollow Road Baltimore, MD 21208	Common Units
Paul and Marcy Ettlinger JTWROS	Paul and Marcy Ettlinger 3412 Birch Hollow Road Baltimore, MD 21208	Common Units
Brian Pultman	Brian Pultman 29 Southmoor Drive Clayton, MO 63105	Common Units
Brian I. Pultman Rev. Living Trust dtd 12/30/97	Attn: Brian Pultman 29 Southmoor Drive Clayton, MO 63105	Common Units

Jeff Peskind	Jeff Peskind 420 Lexington Avenue, Suite 2225 New York, NY 10170	Common Units
Suzanne and Brian Doherty JTWROS	Suzanne and Brian Doherty 27 Oxford Road Wellesley Hills, MA 02481	Common Units
Lynn B. Heuer and Jeffrey Heuer JTWROS	Lynn and Jeffrey Heuer 39 Nobscot Road Weston, MA 02493	Common Units
Donald and Susan Boudreau JTWROS	Donald and Susan Boudreau 26311 Rookery Lake Drive Bonita Springs, FL 34134	Common Units
Donald L. Boudreau	Donald Boudreau 26311 Rookery Lake Drive Bonita Springs, FL 34134	Common Units
George McClelland	George McClelland 12 Reservoir Drive Southboro, MA 01772	Common Units; Series A Preferred Units
Charles Hart	Charles Hart 29 Green Road Bolton, MA 01740	Common Units
Geordie McClelland	George McClelland 8 Eustus Street Cambridge, MA 02140	Common Units
Jacquelyn McClelland	Jacquelyn McClelland 12 Reservoir Drive Southboro, MA 01772	Common Units
Lindsay Hart	Lindsey Hart 29 Green Road Bolton, MA 01740	Common Units
Lindsay McClelland	Lindsey McClelland 8 Eustus Street Cambridge, MA 02140	Common Units
Graham R. Hart	Graham R. Hart 29 Green Road Bolton, MA 01740	Common Units
Hazel Hatton McClelland	Hazel Hatton McClelland 8 Eustus Street Cambridge, MA 02140	Common Units
Quinn McClelland Hart	Quinn McClelland Hart 29 Green Road Bolton, MA 01740	Common Units
Agnes Carol McClelland	Agnes Carol McClelland 8 Eustus Street Cambridge, MA 02140	Common Units
The McClelland Irrevocable Grantor Trust - 2012	The McClelland Irrevocable Grantor Trust - 2012 12 Reservoir Drive Southboro, MA 01772	Common Units
Vadim Fishman	Vadim Fishman 112 Hobart Avenue Beach Haven Crest, NJ 08008	Common Units; Series A Preferred Units

Ilya Muchnik	Ilya Muchnik 11 Forest Glen Drive Highland Park, NJ 08904	Common Units
Cynthia Liu	Cynthia Liu 865 1/2 Carina Lane Foster City, CA 94404	Common Units
Richard (F.) Tomney	Richard (F.) Tomney 3 Emerson Way Hopkinton, MA 01748	Common Units; Option Units
Beth Ann Warner	Beth A. Warner 1 Prospect Street Needham, MA 02492	Common Units
Kenneth McLaughlin	Kenneth McLaughlin 1 Wildwood Street Winchester, MA 01890	Common Units
Stephen J. Ricci and Geraldine R. Ricci	Stephen J. Ricci and Geraldine R. Ricci 10 Devereaux Street Arlington, MA 02476	Series A Preferred Units
The Jennifer L. Kingsbury Trust	The Jennifer L. Kingsbury Trust 10 Devereaux Street Arlington, MA 02476	Common Units
Stephen J. Ricci	Stephen J. Ricci 10 Devereaux Street Arlington, MA 02476	Common Units
Laura P. Dagan Family Trust	Attn: Laura P. and Barry W. Dagan as Trustees 40 College Street, Unit 801 Burlington, VT 05401	Common Units; Series A Preferred Units; Series A1 Preferred Units
Barry W. Dagan Family Trust	Attn: Barry W. Dagan as Trustee 40 College Street, Unit 801 Burlington, VT 05401	Common Units; Series A Preferred Units; Series A1 Preferred Units
Deborah (L.) Deskavich	Deborah (L.) Deskavich 177 Gulf Road Northfield, MA 01360	Common Units; Series A Preferred Units; Series A1 Preferred Units
Deborah L. Deskavich and Stephen (M.) Roberto JTWR0S	Deborah L. Deskavich and Stephen (M.) Roberto 177 Gulf Road Northfield, MA 01360	Common Units
Maureen Black	Maureen Black 5 Old State Road Erving, MA 01344	Common Units
Karen Palaoro	Karen Palaoro 2444 South Ellis Street Lakewood, CO 80228	Common Units
Nathan Black	Nathan Black 125 Millers Fall Road Turner Falls, MA 01376	Common Units
Katie Black	Katie Black 3991 East Hill Road Wolcott, VT 05680	Common Units
Regina Palaoro	Regina Palaoro 310 Colorado Blvd. Denver, CO 80206	Common Units

Joseph T. Palaoro III	Joseph T. Palaoro, III 2444 South Ellis Street Lakewood CO, 80228	Common Units
Jon F. Holsteen Declaration of Trust Dated 9-28-2006	Attn: Jon F. Holsteen 426 West County Line Road Barrington Hills, IL 60010	Series A Preferred Units
Paul W. Martin and Christine L. Martin JTWROS	Paul W. Martin and Christine L. Martin 245 Plumb Brook Road Woodbury, CT 06798	Series A Preferred Units; Series A1 Preferred Units
Jonathan Stern	Jonathan Stern 200 East 24th Street, Apt. 306 New York, NY 10010	Common Units; Series A Preferred Units
William D. Strecker	William D. Strecker PO Box 1269 West Tisbury, MA 02575	Series A Preferred Units
William D. and Nancy W. Strecker JTWROS	William D. and Nancy W. Strecker PO Box 1269 West Tisbury, MA 02575	Series A Preferred Units
Millenium Trust (Bob Padgette IRA)	Millenium Trust Co., LLC 200 Spring Road, Suite 700 Oak Brook, IL 60523	Series A Preferred Units
Affinity Investments II, LLC	Attn: Jon F. Holsteen 426 West County Line Road Barrington Hills, IL 60010	Series A Preferred Units
Dave P. Souza & Adrienne W. Souza JTWROS	Dave P. Souza 28 Carleton Drive East East Sandwich, MA 02537	Series A Preferred Units
Edward D'Alelio	Edward D'Alelio 88 Black Rock Dr Hingham, MA 02043	Series A Preferred Units
John Chu & Tina Eng JTWROS	John Chu 664 Woodstock Road Hillsborough, CA 94010	Series A Preferred Units
MMF-NH, LLC	Michael M. Michingami 2 Langley Park Farmington, CT 06032	Common Units; Series A Preferred Units
Thomas W. Littauer	Thomas W. Littauer 268 Jerusalem Road Cohasset, MA 02025	Common Units; Series A Preferred Units
William J. Weyand	William J. Weyand 6805 Alberly Lane Cincinnati, OH 45243	Series A Preferred Units
William J. Weyand Trust	William J. Weyand 6805 Alberly Lane Cincinnati, OH 45243	Common Units
Robert G. Gottlieb	Robert G. Gottlieb 15803 Mill Point Drive Houston, TX 77059	Common Units; Series A Preferred Units; Series A1 Preferred Units
Reese C. Jacobs Education Trust	Cordelia S. Jacobs, Trustee 321 Woodland Road Sewickley, PA 15143	Common Units

Elizabeth C. Jacobs Education Trust	Cordelia S. Jacobs, Trustee 321 Woodland Road Sewickley, PA 15143	Common Units
Charles E. Jacobs Revocable Trust dated 1/28/2000	Cordelia S. Jacobs, Trustee 321 Woodland Road Sewickley, PA 15143	Series A Preferred Units
Irrevocable deed of trust for Anna E. Jacobs dated 10/21/02	Peter Jacobs 3303 94th Avenue S.E. Mercer Island, WA 98040	Common Units
Irrevocable deed of trust for Claire Helena Jacobs dated 12/10/05	Peter Jacobs 3303 94th Avenue S.E. Mercer Island, WA 98040	Common Units
Peter S. Jacobs	Peter Jacobs 3303 94th Avenue S.E. Mercer Island, WA 98040	Common Units
Irrevocable deed of trust for Catherine G. Smith dated 3/16/01	Catherine G. Smith 306 Kettlebridge Drive Cary, NC 27511	Common Units
Irrevocable deed of trust for Andrew W. Smith dated 12/17/96	Andrew W. Smith 306 Kettlebridge Drive Cary, NC 27511	Common Units
Irrevocable deed of trust for Charles R. Smith dated 12/17/96	Charles R. Smith 306 Kettlebridge Drive Cary, NC 27511	Common Units
Laura J. Smith	Laura J. Smith 306 Kettlebridge Drive Cary, NC 27511	Common Units
Ann Aghababian	Ann Aghababian 5 Hidden Meadow Lane Southboro, MA 01772	Common Units; Series A1 Preferred Units
TRN Capital, LLC	William W. Hunt 304 Marsh Street Belmont, MA 02478	Series A1 Preferred Units
Ron Santangelo	Ron Santangelo 8028 San Simeon Way Naples, FL 34108	Series A Preferred Units
F. Warren McFarlan	F. Warren McFarlan 462 Soldiers Field Road Boston, MA 02163	Series A Preferred Units
Keith B. Jarrett	Keith B. Jarrett 400 Beach Drive NE #502 St. Petersburg, FL 33701	Common Units; Series A Preferred Units
John M. Weyand 2005 Trust	William Weyand 6805 Alberly Lane Cincinnati, OH 45243	Series A1 Preferred Units
John Nelson	John Nelson 23 Manor Lane East Hampton, NY 11937	Series A Preferred Units
Jack Chafin	Jack Chafin 4 Teal Circle Mashpee, MA 02476	Common Units
Flynn McDonnell	Flynn McDonnell 196 Main Street Wendham, MA 01984	Common Units; Option Units

Robert W. Milotte, Jr. and Debra S. Milotte JTWROS	Robert W. Milotte, Jr. 15532 Monterosso Lane, Apt 102 Naples, FL 34110	Common Units
Richard V. Aghababian	Richard V. Aghababian 5 Hidden Meadow Lane Southboro, MA 01772	Common Units
Thomas B. Rosedale	Thomas B. Rosedale 18 Pilgrim Road Wellesley, MA 02481	Common Units
MLPF&S Custodian FBO John Chu IRA	John Chu 664 Woodstock Road Hillsborough, CA 94010	Common Units
Svitlana Senenko	Svitlana Senenko 205 Nancy Lane Ewing, NJ 08638	Common Units
Svitlana Senenko and Mykola Rabchevskiy JTWROS	Svitlana Senenko 205 Nancy Lane Ewing, NJ 08638	Common Units
Brendan (McCarthy) and Katherine McCarthy JTWROS	Brendan McCarthy 234 Elm Street Braintree, MA 02184	Common Units
William J. McNamara and Mary C. McNamara JTWROS	William J. McNamara 72 Yarmouth Road Wellesley, MA 02481	Common Units
William (J.) McNamara	William J. McNamara 72 Yarmouth Road Wellesley, MA 02481	Common Units; Option Units
Rooker Price and Shannon Price JTWROS	Rooker Price 58 Stratford Road Melrose, MA 02176	Common Units
Rooker Price	Rooker Price 58 Stratford Road Melrose, MA 02176	Common Units
John J. Harrington & Meribeth Harrington JTWROS	John J. Harrington 120 Forest Street Wellesley, MA 02481	Common Units
Kevin Orr and Elizabeth Boen JTWROS	Kevin Orr 34 Valley Road Chestnut Hill, MA 02467	Common Units
Philip R. Murray	Philip R. Murray 21 Lexington Avenue Needham, MA 02494	Common Units
Thomas Mann	Thomas Mann 550 Okeechobee Blvd. Unit 1701 West Palm Beach, FL 33401	Common Units; Option Units
Creighton Mann and Ellen Hazenfield Mann, JTWROS	Creighton Mann and Ellen Hazenfield Mann 42 Pine Hill Road Norwalk, CT 06855	Common Units
Allison Mann and Ellen Hazenfield Mann, JTWROS	Allison Mann and Ellen Hazenfield Mann 42 Pine Hill Road Norwalk, CT 06855	Common Units
MannMaxx Management	Thomas Mann 550 Okeechobee Blvd. Unit 1701 West Palm Beach, FL 33401	Common Units

William Carey	William Carey 27 Tabor Hill Road Lincoln, MA 01773	Common Units
Joseph Miskel and Patricia Miskel JTWR0S	Joseph Miskel 600 Burgundy Place Yarkley, PA 19067	Common Units
Thomas W. Hagstrom	Thomas W. Hagstrom P.O. Box 542 Hingham, MA 02043	Common Units; Option Units
Richard B. Weed	Richard B. Weed 308 Elliot Street Newton Upper Falls, MA 02464	Common Units; Option Units
Betsy Amenta	Betsy Amenta 49 Sheffield Terrace Marlborough, MA 01752	Common Units
Betsy Amenta and Gerry Amenta JTWR0S	Betsy Amenta 49 Sheffield Terrace Marlborough, MA 01752	Common Units
Brian Sullivan	Brian Sullivan 5 Boiling Spring Avenue Medfield, MA 02052	Common Units
Melanie Karlberg	Melanie Karlberg 977 Temple Street Duxbury, MA 02332	Common Units
Jim Celico (James Celico)	James Celico 21 Central Avenue Barrington, RI 02806	Common Units
Mitchell Fishman	Mitchell Fishman 69 Canton Point Road Canton, MA 02021	Common Units
Alexandra Swirbalus	Alexandra Swirbalus 176 LedgeWood Drive Hanover, MA 02339	Common Units
Michael Comiskey	Michael Comiskey 11 Jersey Way Walpole, MA 02081	Common Units
Karl Desmond	Karl Desmond 266 West Broadway, Apt. 2 Boston, MA 02127	Common Units; Option Units
Olivia Fahey	Olivia Fahey 392 West Broadway, Apt. 2 South Boston, MA 02127	Common Units; Option Units
Lisa Quinn	Lisa Quinn 22 Fairway Lane Foxboro, MA 02035	Common Units
Dennis Follmer	Dennis Follmer 35 Tavern Circle Sudbury, MA 01776	Common Units
Michael Albert	Michael Albert 11 Earl Street Boston, MA 02127	Common Units
Valerie Villegas-Hoag	Valerie Villegas-Hoag 548 E 7th Street, Apt. 1 South Boston, MA 02127	Common Units

Nathan Eigerman	Nathan Eigerman 360 Hammond Street Chestnut Hill, MA 02467	Common Units
Sonia Spirling	Sonia Spirling 35 Tavern Circle Sudbury, MA 01776	Common Units
Holly Cloutier	Holly Cloutier 61 Monument Avenue Charlestown, MA 02129	Common Units
Kelley Sloane	Kelley Sloane 398 W. Broadway, Apt. 1 South Boston, MA 02127	Common Units
Kyle Parker	Kyle Parker 9 W. Broadway, Apt. 119 South Boston, MA 02127	Common Units
Elena Zarubina and Dmitry Zokayev JTWROS	Elena Zarubina 1217 White Pine Circle Lawrenceville, NJ 08648	Common Units
Alexey Pancheckha and Anna Pancheckha JTWROS	Alexey Pancheckha 33 Peach Tree Lane North Haledon, NJ 07508	Common Units
Ellen Kinlin and Robert B. Kinlin JTWROS	Ellen Kinlin 328 Commercial Street, #35 Boston, MA 02109	Common Units
Ellen Kinlin	Ellen Kinlin 328 Commercial Street, #35 Boston, MA 02109	Restricted Units
Nathan A. Williams	Nathan A. Williams 1 Walnut Road Wenham, MA 01984	Common Units
Robert J. McDermott	Robert J. McDermott 73 Woodworth Lane Scituate, MA 02066	Common Units; Option Units
Eileen M. Leary	Eileen M. Leary 50 Green Lane Canton, MA 02021	Common Units
Paul Gamble	Paul Gamble 20 Cedar Street Charlestown, MA 02129	Common Units
Sharon French	Sharon French 85 Oak Ridge Avenue Summit, NJ 07901	Common Units
Carey L. Hoch	Carey L. Hoch 149 Tower Road Lincoln, MA 01773	Common Units
Kimberly Collins	Kimberly Collins 2 Conrick Lane Dover, MA 03030	Common Units
William Thompson	William Thompson 11 Wilton Road Newtonville, MA 02460	Common Units
Steve Deroian	Steve Deroian 185 Lindbergh Avenue Needham, MA 02494	Common Units; Option Units

Sea View Investments, LLC	Sea View Investments, LLC 31 St. James Avenue, Suite 740 Boston, MA 02116	Common Units; Series A Preferred Units
Joseph P. Finn	Joseph P. Finn 245 Country Club Way Kingston, MA 02364	Common Units
David J. Hanlon	David J. Hanlon P.O. Box 144 Prides Crossing, MA 01965	Common Units
Rich Block	Rich Block 166 Fair Oaks Park Needham, MA 02492	Common Units
Alexander J. Nary	Alexander J. Nary 29 West Street Marblehead, MA 01945	Common Units
Rob Lynch	Rob Lynch 29 Haynes Road Stoughton, MA 02072	Common Units
Ryan Wellman	Ryan Wellman 18 Winter Avenue Taunton, MA 02780	Common Units
Deborah Spielman	Deborah Spielman 131 Oxbow Road Needham, MA 02492	Common Units
Nicole Beauregard	Nicole Beauregard 13 Belair Road Wellesley, MA 02482	Common Units
Brian G. Fairhurst and Sarah R. Fairhurst JTWROS	Brian G. Fairhurst 3320 Sweet Drive Lafayette, CA 94549	Common Units
Bill Taylor	Bill Taylor 4 Buckingham Terrace Wellesley, MA 02482	Option Units
Steven Winks	Steven Winks 2001 E Grace Street Suite 416 Richmond, VA 23223-7062	Option Units
Shannon O'Brien	Shannon O'Brien 6 Danecca Drive Whitman, MA 02382	Option Units
Richard Weed	Richard Weed 308 Elliot Street Newton Upper Falls, MA 02464	Option Units
Dabney Treacy	Dabney Treacy 4932 Locksview Road Lynchburg, VA 24503	Option Units
Matthew Hurd	Matthew Hurd 188 Sugar Road Bolton, MA 01740	Option Units
Cailey Colantuno	Cailey Colantuno 79 Phillips Street Boston, MA 02114	Option Units

John J. Harrington	John J. Harrington 120 Forest Street Wellesley, MA 02481	Option Units
Brendan McCarthy	Brendan McCarthy 234 Elm Street Braintree, MA 02184	Option Units
Rodrigo Franco Toso	Rodrigo Franco Toso 23 Heritage Boulevard Princeton, NJ 08540	Option Units
Kara Brown	Kara Brown 10 Black Oak Road Wayland, MA 01778	Option Units
Ellen Kinlin	Ellen Kinlin 328 Commercial Street, #35 Boston, MA 02109	Option Units
Todd Larson	Todd Larson 38 Frederic Lane Mansfield, MA 02048	Option Units
Jonathan Eng	Jonathan Eng 4 Littles Brook Court Apartment 101 Burlington, MA 01803	Option Units
Will Creedon	Will Creedon 75 Wapole Street Dover, MA 02030	Option Units
Tyson Pettitt	Tyson Pettitt 1 Crossland Place Apartment 2 Brighton, MA 02135	Option Units
Andrew Tewksbury	Andrew Tewksbury 815 East 4 th Street Apartment 1 Boston, MA 02127	Option Units
Frank Costigliola	Frank Costigliola 181 D Street, Apt. 2 Boston, MA 02127	Option Units
Brian Fairhurst	Brian Fairhurst 3320 Sweet Drive Lafayette, CA 94549	Option Units
Chris Crosby	Chris Crosby 123 Sherwood Lane Westhampton, NJ 08060	Option Units
Mark Ramunno	Mark Ramunno 4591 West Point Drive Cleveland, OH 44126	Option Units
Steven Perlmutter	Steven Perlmutter 60 Saville Street North Andover, MA 02462	Option Units
Karen Walsh	Karen Walsh 123 Essex Street Quincy, MA 02171	Option Units
Michael Fardy	Michael Fardy 68 Pheasant Landing Needham, MA 02492	Option Units

Kevin Ramsier	Kevin Ramsier 25 High Meadow Road Wrentham, MA 02093	Option Units
Eric Frasier	Eric Frasier 304 Royal Crescent Lane Waxhaw, NC 28173	Option Units
Daniel O'Brien	Daniel O'Brien 20 Pine Drive Pound Ridge, NY 10576	Option Units

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

_____)	
In re:)	Chapter 11
)	
F-Squared Investment Management, LLC,)	Case No. 15-_____ (_____)
)	
Debtor.)	
)	
Tax I.D. 30-0639247)	
_____)	

DECLARATION CONCERNING THE LIST OF EQUITY SECURITY HOLDERS

I, Laura Dagan, President and Chief Executive Officer of F-Squared Investment Management, LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Holders and that the information contained therein is true and correct to the best of my information and belief.

Date: July 8, 2015
Wilmington, Delaware

/s/ Laura Dagan
Name: Laura Dagan
Title: President and Chief Executive Officer

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

In re:)	
)	Chapter 11
F-Squared Investment Management, LLC,)	
)	Case No. 15-_____ (_____)
)	
Debtor.)	
)	
Tax I.D. 30-0639247)	
)	

CORPORATE OWNERSHIP STATEMENT

The following is the list of entities that own ten (10) percent or more of the above-captioned debtor’s membership interests. The list is prepared in accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case.

Member	Percentage of Membership Interests Held
None	N/A

