Vega Capital Group LLC

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FORM ADV PART 2A
BROCHURE

JULY 28, 2017

This brochure provides information about Vega Capital Group's qualifications and business practices. If you have any questions about the contents of this brochure, please contact us at 415-318-8740. This information has not been approved or verified by the U.S. Securities and Exchange Commission (SEC) or by any state securities authority.

Vega Capital Group (the "Firm") is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser should provide you with information to assist you in hiring or retaining an Adviser. Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov.

For further information, please contact either:

- Vladimir Naroditsky, CFA - Managing Director

or

- Leonid Pinski - Managing Director, Chief Compliance Officer

Item 2. MATERIAL CHANGES

Vega Capital Group LLC has been registered with the California Department of Business Oversight (formerly the California Department of Corporations) since June 2012. We have now acquired sufficient assets under management to switch our registration to the Securities and Exchange Commission. Please see Item 4 for more information.

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Item 4. ADVISORY BUSINESS

A. Vega Capital Group LLC ("Vega Capital Group") is a California Limited Liability Company, in business since June 2001. The firm has been registered as an Investment Adviser with the California Department of Business Oversight. It is now eligible to register with the Securities and Exchange Commission as it currently has assets under management of at least $100,000,000. The Firm's three members are Mr. Vladimir Naroditsky, its Managing Director and CEO, Mr. Leonid Pinski, its Managing Director/Chief Compliance Officer and Mr. Youriy Drozd (passive member).

B. Based on the client's individual needs, Vega Capital Group provides investment management services to its clients. Such investment management services represent 100% of Vega Capital Group's business and income. A client, upon engaging Vega Capital Group as its discretionary investment manager, must select the combination of Vega Capital Group's styles of management for his or her portfolio. The client may change the selection upon written request to Vega Capital Group. The Firm will manage the client's portfolio in accordance with the client's individual investment objectives, financial situation, risk tolerance, and any reasonable investment guidelines established by the client.

THE FOLLOWING DESCRIBES EACH OF THE INVESTMENT STYLES UTILIZED BY VEGA CAPITAL GROUP IN MANAGING INVESTMENT ADVISORY ACCOUNTS. THIS INFORMATION SHOULD BE REVIEWED BY A CLIENT BEFORE ENGAGING VEGA CAPITAL GROUP TO ACT AS AN INVESTMENT ADVISER.

INVESTMENT ADVISORY ACCOUNT CLASSIFICATIONS AND FEES:

1) **Vega Safety (Fixed Income accounts):**

Primary investment objectives: Capital Preservation, Income. Quarterly Management Fee: 0.15% of assets under management, discounts are given for accounts with special circumstances.

Typical Investment Horizon: Defined by client.

Eligibility: General.

Fixed Income accounts are tailored to meet individual income needs of the client. Depending on the particular client's situation, Vega Capital Group may purchase income-generating securities, such as government, agency, municipal and corporate bonds, convertible bonds, preferred stock, short-term notes, closed-end funds and similar instruments.

2) **Vega Equity ETF:**

Primary investment objective: Capital Appreciation

Quarterly Management Fee: 0.5% of assets under management, discounts are given for accounts with special circumstances.

Typical Investment Horizon: 3-10 Years

Eligibility: General.

This type of account is for a sophisticated investor who understands and can tolerate risks associated with actively managed portfolio of varied securities. Vega Capital Group will attempt to outperform the market indices by primarily utilizing US and/or international exchange traded funds (ETFs) and protective options.

3) **Vega Equity Star:**

Primary investment objective: Capital Appreciation

Quarterly Management Fee: 0.375% of assets under management, discounts are given for accounts with special circumstances.

Performance Fee (charged annually in arrears): 10% of the net gain. Net gain is defined as the sum of all realized and unrealized gains and losses for the year. The concept of "high water mark" is utilized. "High water mark" is defined as the highest peak in value that an investment account has reached.

Typical Investment Horizon: 3-10 Years. Eligibility: Qualified Clients only.

SEC defines a "qualified client" as a person or company who immediately after entering into the Investment Advisory Contract has at least $1,000,000 under management, or has a total net worth of more than $2,000,000.

The strategy involves taking a combination of equities and options and other derivative positions to achieve aggressive growth of investments while attempting to control the risk. Trades are based on the fundamental and quantitative research and the positions are managed dynamically using technical analysis.

4) **Vega Balanced:**

Primary investment objective: Capital Appreciation and Income.

Quarterly Management Fee: 0.25% of assets under management. Discounts are given for accounts with special circumstances.

Typical Investment Horizon: 3-10 Years.

Eligibility: General.

The strategy involves taking a combination of equities and equity-like securities and fixed income securities similar to those in our Vega Safety Program. The assets are dynamically allocated between equities and fixed-income instruments. Trades are based on the fundamental and quantitative research and the positions are managed dynamically using technical analysis.

C. The Firm's investment advice for individually managed accounts is based on a number of factors, which may include the client's investment objectives, risk tolerances, asset class preferences, time horizons, or liquidity needs. As stated above, each client's account is individually managed according to one the investment programs selected by the client.

Clients may impose reasonable restrictions on the Firm's discretion to invest in certain securities or types of securities if a client provides clear, written directions to that effect.

D. Vega Capital Group does not participate in wrap fee programs.

E. As of July 28, 2017 Vega Capital Group managed $101.1 million of client assets on a discretionary basis.

Item 5. FEES AND COMPENSATION

A. For our investment management services the Firm charges a quarterly fee ranging between 0.15% and 0.5% of the value of the portfolio assets under management (asset-based fee). The exact rate of the asset-based fee is based on the investment strategy selected by the client (see Item 4.B.). The asset-based fees are negotiable and billed quarterly in advance based on the account balance on the last trading day of the previous quarter.

The performance fee (if applicable) is charged annually at the rate of 10% of the net investment gain defined as the sum of all realized and unrealized gains and losses for the year.

Vega Capital Group also offers a fixed quarterly fee for certain client accounts. The minimum fixed fee is $2,500 per quarter. The amount of fixed fee is negotiable and billed quarterly in advance.

B. Clients can choose whether the Firm's fee is deducted directly from their accounts or whether they are billed. Some clients may choose to write a check for the advisory fee; others may wish to sign a form instructing the custodian firm to have a check made payable to Vega Capital Group from their account. Clients, not the custodian, are responsible for verifying the management fees and the manner in which that fee was calculated. Asset-based fees are charged quarterly in advance, performance fees (if applicable) are charged annually in arrears.

C. In addition to the Vega Capital Group's fees, the clients may have to pay brokerage trading commissions and various account maintenance fees charged by a custodian for an account. We direct clients to this Brochure's Item 12 for further discussion of brokerage costs.

D. All clients must pay asset-based fees quarterly in advance. For the initial quarter of investment management services, the first quarter's fees will be calculated on a pro-rata basis. The agreement between us and a client will continue in effect until terminated by either party for any cause or reason effective upon thirty (30) days written notice. Upon the effective date of termination, the fees paid for that quarter shall be pro-rated through the termination date and any remaining balance shall be refunded to the client, as appropriate, in a timely manner. The performance fee (if applicable) shall be computed as though the termination date was the last day of the calendar year.

E. No one in the Firm receives compensation for selling securities or other investment products.

Item 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Vega Capital Group may render investment advisory services to qualified clients for a performance-based fee in accordance with the requirements set forth in Rule 205-3 of the Investment Advisers Act of 1940, as amended. For those clients, in addition to a quarterly management fee based upon a percentage of the market value of the assets being managed by Vega Capital Group ("asset-based fee"), Vega Capital Group can charge an annual fee based on the performance of the account ("performance fee"). The annual performance fee shall be based on the net gains of the client's portfolio at the end of the calendar year. Under this fee arrangement, there is the potential for a conflict of interest in that the performance fee may be an incentive for Vega Capital Group to make investments that are riskier or more speculative than would be the case absent a performance fee arrangement.

SEC defines a "qualified client" as a person or company who immediately after entering into the Investment Advisory Contract has at least $1,000,000 under the management with us, or has a total net worth of more than $2,000,000.

NOTE: Regulators have stated that performance fees can cause incentives for an adviser to manage a portfolio with an eye for short term gains only, including investments that are more speculative or have a higher risk of loss. They may also tempt an advisor to allocate more time to them than to other clients' portfolios due to the possibility of a higher fee. As a fiduciary, an investment adviser is to provide equitable treatment to each client's managed portfolio as if it were the adviser's own portfolio - within the investment parameters agreed to with the client.

Item 7. TYPES OF CLIENTS

Typically, our clients include high net worth individuals and other individuals (other than high net worth individuals). We are also prepared to provide services to corporations and other businesses, to charitable organizations, estates and trusts.

The firm generally requires a minimum investment of $250,000 to open an account for asset management. This amount may be negotiable, at the firm's own discretion, depending upon such factors as prior relationship or future expectations. As a condition for starting and maintaining a relationship, Vega Capital Group shall generally impose a minimum portfolio size of $250,000. Vega Capital Group, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, account composition, related accounts, and pre-existing clients. Vega Capital Group shall only accept clients with less than the minimum portfolio size if, in the sole opinion of Vega Capital Group, the smaller portfolio size will not cause a substantial increase in investment risk. Vega Capital Group may aggregate the portfolios of family members to meet the minimum portfolio size.

Item 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Caution: Investing in securities involves significant risk of loss and you should be prepared to bear this loss.

Our investing philosophy starts with the classification of the risks in the market place. By far, the largest risk is the "Market Risk"—that is the risk we are generally trying to mitigate with the strategy of covered calls. The second largest risk or rather a group of risks—the "Sector" and "Industry" risks—are the risks we do take.

We do not believe in timing the markets in the conventional sense, but we strongly believe in the theory of reasonable returns. We monitor our equity exposure very carefully, and make the necessary adjustments. Such dynamic allocation of capital is an additional instrument of controlling the risks in the portfolio.

Vega Capital Group may use fundamental analyses and technical analyses in formulating its investment advice for clients.

Fundamental Analysis – Called the "bottom-up" approach to investing, a fundamental analysis seeks an in-depth understanding of a specific company to evaluate its intrinsic value and its future prospects before investing in its stock. Such an analysis studies the company's management, its debt, equity and cash flow, history of financial performance/ growth, dividend payout percentages, its products, operating efficiency and marketing structures, among other factors. The company's balance sheet and income statement are two key sources of information about the company.

Fundamental Analysis will compare a company's stock price with its earnings per share and its net earnings to its gross revenues and compare both with the averages for that industry sector. The ratio of current liabilities to current assets is another important element of this form of evaluation.

A central focus is deciding whether the stock is over-valued or undervalued. As a term in large-scale economics, a fundamental analysis studies gross national product, inflation and interest rates, trade and unemployment trends, consumer confidence, savings and spending patterns and inventories in order to predict the larger movements of national and international economies. These larger concerns greatly influence the elements considered in a fundamental analysis of any given company.

Technical Analysis is, together with fundamental analysis, one of the two major schools of stock market study. This form of value analysis focuses on patterns of volume and price fluctuations for a given stock as compared to the activity of the larger, general market(s) indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, etc., that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little or no concern for any company's fundamental structure, production or worth. Market indicators kept in view include volume and direction of market activity, as indicators of supply and demand for securities, often using one or more established index/indices, such as the NASDAQ, S&P 500, and the Dow Jones Industrial Average. Trends and Penetrations (e.g. of previous "highs") are another type of indicator used. The patterns discerned, often using charts for a quick grasp of the relationship of various factors, are used to predict future market moves and their effects on stocks in general and/ or on particular sectors of the market.

Vega Capital Group's main sources of information are annual reports, prospectuses, SEC filings, research of corporate activities, research materials prepared by others, as well as corporate rating services, financial newspapers and magazines and company press releases. Vega Capital Group relies primarily on internal research, but does use "street" research reports in the process.

B. Depending on our macro-view of the market, clients' accounts might be fully invested, or have significant portion of the client's portfolio in cash or money market funds. To implement our investment programs, Vega Capital Group uses:

- long term purchases (securities held at least one year)
- short term purchases (securities sold within a year)
- trading (securities sold within 30 days)
- margin transactions
- option writing, including covered options, uncovered options or spreading strategies.

Investing in securities involves risk of loss that clients should be prepared to bear. While Vega Capital Group attempts to moderate these risks, there can be no assurance that its investment and trading activities will be successful or that clients will not suffer losses.

C. Vega Capital Group programs primarily invest in the following types of securities:

- Vega Safety strategy uses US Treasury securities, Treasury STRIPs, federal agency securities, municipal securities, corporate debt instruments, asset-backed securities, international bonds, preferred stocks and closed-end funds.
- Vega Equity ETF strategy uses US and international ETFs and options on ETFs.
- Vega Equity Star strategy uses common stock of US and international companies, Exchange Traded Funds (ETFs), covered and naked puts and calls, options on ETFs and indices.
- Vega Balanced strategy is the combination of Vega Safety and Vega Equity Star or Vega Equity ETF with the assets dynamically allocated between these strategies.

Type of Investment	Notable risks involved with this type of investment
US exchange-listed equities	Market fluctuations can bring losses, lower dividends
Foreign Issuers	May not be subject to US standards of financial reporting: higher risk
Corporate debt securities	Same as exchange listed, credit risk
Certificates of deposit	Limited liquidity
Municipal securities	Default risk, liquidity risk
US government securities	Returns can be low or even, rarely, negative
Exchange Trade Funds (ETF)	Market fluctuations can bring losses; various fees
Option contracts on securities	Market fluctuations can bring losses; must make transaction to realize profits; contract expire worthless

Other Significant risks associated with Vega Capital Group's investments include:

No Guarantee of Investment Performance. Vega Capital Group cannot guarantee it will achieve positive or competitive investment returns. Unanticipated market conditions, political developments, regulatory and other factors, many of which cannot be anticipated or controlled, could result in Vega Capital Group not generating positive or competitive after-tax returns or in a client losing a portion of his or her investment.

General Economic and Market Conditions. General economic and market conditions such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances may affect the success of the Firm's investment activities. These factors may also affect the level and volatility of securities prices. Unexpected volatility could impair Vega Capital Group's profitability or result in losses.

Foreign Companies. Vega Capital may choose to invest in American Depository Receipts (ADRs), which will subject the Firm to certain risks not typically associated with investing in securities issued by domestic issuers. These risks include unfavorable changes in currency exchange rates, imposition of exchange control regulation by the U.S. or foreign governments, certain foreign or U.S. taxes, and economic or political instability or disruptions in foreign countries. Further, Vega Capital may have access to less information about some non-U.S. companies compared to U.S. companies, and financial information may not be subject to comparable standards of companies traded in U.S. markets, making the basis for investment decisions less dependable.

Reliance upon the Firm. Vega Capital Group has been in the investment advisory business since 2001. The Firm's future profitability will depend upon the execution of our investment strategy. If there are losses of key personnel, Vega Capital Group's ability to achieve its investment objectives could be materially and adversely affected.

Tax Risks. Clients are urged to consult with a tax advisor with respect to the federal, state, and local tax consequences arising from investing with Vega Capital Group.

Item 9. DISCIPLINARY INFORMATION

As a registered investment adviser, Vega Capital Group and its management personnel is required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the Firm or the integrity of the Firm's management. Vega Capital Group and its management personnel have no information applicable to this Item.

Item 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Vega Capital Group and its management persons are NOT registered as a broker-dealer and do not have any applications pending to register as a broker-dealer or as representative of a broker-dealer.

B. Vega Capital Group and its management are NOT registered as a futures commission merchant and do not have any applications pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

C. NP Advisors, a California corporation, owned by Messrs. Naroditsky and Pinski, the Firm's managing directors and supervised persons, is a financial consulting company. NP Advisors currently consults to Vega Private Wealth Management AG, a Swiss corporation ("VPWM") based in Zurich, Switzerland. VPWM is in the business of providing financial and investment advice to individuals and corporate clients, none of whom are residents of the United States. NP Advisors provides market research and asset risk analysis, tracks performance of other managers used by VPWM and such other services as the parties may mutually agree upon. Messrs. Naroditsky and Pinski spend less than 10% of their time on this activity. In addition to the monthly consulting fee, NP Advisors is reimbursed for certain out-of-pocket expenses. As shareholders in VPWM, Messrs. Naroditsky and Pinski are entitled to receive annual dividends if such dividends are allocated by the annual meeting of the Board of Directors. The Firm does not believe these activities or financial arrangements are material to Vega Capital Group's advisory business or its clients, furthermore, they do not present any material conflict of interest in the operations of the Firm.

D. Vega Capital Group only receives compensation directly from clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

Item 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Vega Capital Group has adopted a Code of Ethics, the provisions of which are based on the principle that the officers, directors, and employees of Vega Capital Group owe a fiduciary duty to its clients and, therefore, Vega Capital Group and its personnel must place the clients' interests first. Supervised persons must comply with all applicable federal securities laws and all provisions of the Code of Ethics. Among other things the Code sets forth policies and procedures relating to the conduct of its investment advisory business and the securities trading activities of its advisory personnel. All personnel of the Firm are required to acknowledge in writing that they have received and understand Vega Capital Group's Code of Ethics and any amendments. Vega Capital Group will provide a copy of the Code of Ethics to any client or prospective client upon request.

B. Neither Vega Capital Group, nor any of our employees, recommends to clients, or buys or sells for client accounts, securities in which we have a direct material financial interest.

C. All personal trading of Vega's employees is strongly discouraged. Should an employee conduct personal trading, all transactions must be disclosed as outlined in the Code of Ethics and Personal Trading. Employees may not purchase or sell any securities held in clients' accounts until having received a written authorization from Vega Capital Group's Compliance Officer or until two business days following the date of any transaction effected for a client account.

Pre –approval for personal trades is required, other than:

1. Transactions and holdings in shares of mutual funds.
2. Transactions in units of a unit investment trust if the unit investment trust is invested exclusively in unaffiliated mutual funds.
3. Treasury bonds, Treasury notes, Treasury bills, U.S. Savings Bonds, and other instruments issued by the U.S. Government.
4. Money market instruments — bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments.

5. Shares of registered money market funds.

Employees and their family members' accounts subject to Vega Capital Group's Personal Trading Policy are required to provide their account statements and trade confirmations to Vega Capital Group's Chief Compliance Officer. Confirmations are matched with the pre-approval record.

D. Vega Capital Group does not buy securities for its own account. Therefore, no potential conflict of interest exits at the firm level. However, personal trading by employees is allowed as described in the answer to the prior question (Item 11, C.).

Item 12. BROKERAGE PRACTICES

A.

1. **Research and Other Soft Dollar Benefits.**

   Vega Capital Group does not pay for any products, research or services from the firms it trades with, nor are these items factors in determining the executing broker.

   a. We do not use client brokerage commissions to obtain research or other services. Trade execution is done on best execution basis.

   b. Since we do not use client brokerage commissions to obtain research or other services, our incentive is for clients to receive best execution in order to maximize our clients' wealth.

   c. We do not cause clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits.

   d. All information received from third parties is used to benefit all clients.

   e. Vega Capital Group does not pay for any products, research or services with client brokerage. However, even trading with broker-dealers on a best execution basis results in access to some general economic, factual company specific information and/or regulatory and compliance information regardless of commissions paid, which Vega Capital Group does receive in limited instances. The information received is not dependent on commission rates paid.

   f. Vega Capital Group does not receive any soft dollar benefits from broker-dealers.

2. **Brokerage for Client Referrals.**

   Vega Capital Group does not accept or receive client referrals from any broker dealers or third parties.

3. **Directed Brokerage**

   As a general policy, the Firm does not permit clients to direct brokerage.

   Vega Capital Group uses Schwab Advisor Services as its primary custodian and broker dealer. We do not receive compensation from Schwab Advisor Services for accounts our clients open with them. Schwab Advisor Services is our primary broker because of their low commission structure, effective trade execution platform and the ability to aggregate client trades, which leads to a decrease in potential dispersion of returns amongst accounts. More than 80% of the Firm's clients have accounts at Schwab Advisor Services. Some of our clients have accounts at Morgan Stanley. We do not receive compensation from Morgan Stanley for accounts our clients open with them. Clients should understand that their choice of broker-dealer may lead to higher brokerage costs than they might have otherwise obtained, due to higher transaction costs.

B. Vega Capital Group's trading policy is fair and equitable to all clients with no particular group or client(s) being favored or disfavored over any other clients. We will aggregate the purchase or sale of securities for various client accounts at Schwab when the timing of orders allows it.

Item 13. REVIEW OF ACCOUNTS

A. Vega Capital Group periodically reviews client accounts. The cash level of all accounts is reviewed weekly as a percentage of each account's total value. Outliers are analyzed to determine if positions should be purchased or sold to bring the accounts closer to the model. This review is generally conducted by Vladimir Naroditsky and Leonid Pinski. Monthly client portfolio performance is reviewed for outliers. If there are outliers, analysis is done to understand why and determine if any changes are needed. This review is generally conducted by Vladimir Naroditsky and Leonid Pinski.

B. Accounts are reviewed following material deposits or withdrawals. Accounts may also be reviewed in conjunction with purchasing or selling a position across all client accounts. This may include a post trade review of the position's weighting in all accounts, which is intended to identify outliers.

C. Quarterly, clients receive written reports from Vega Capital Group. Quarterly reports include the following:

- Account report, which includes quarter-to-date and year-to-date performance of the client's portfolio as wells as the performance of the major stock market indices. The report includes a note asking clients to compare our report to the statement sent by their custodian
- Advisory Fee calculation details and invoice
- Our Privacy Policy is included with the first quarter report each year

Custodians deliver monthly statements directly to the clients.

Item 14. CLIENT REFERRALS AND OTHER COMPENSATION

A. Vega Capital Group does NOT have any oral or written arrangements to receive cash or any economic benefit from a non-client in connection with giving advice to clients.

B. Vega Capital Group does NOT have any arrangements to directly or indirectly compensate any person for client referrals.

Item 15. CUSTODY

Vega Capital Group has authority to debit fees directly from client accounts. For this reason only, we are deemed to have custody of client funds. Clients receive account statements from their custodian at least quarterly. These statements should be reviewed carefully. Vega Capital Group sends a report to clients quarterly as described in Item 13, C above. We urge our clients to compare the statements received from the custodian with the reports we send each quarter.

Item 16. INVESTMENT DISCRETION

Vega Capital Group has discretionary investment authority over the accounts we manage. Prior to assuming discretionary authority, clients are provided an Investment Advisory Agreement and also a copy of the current form ADV. By signing the Investment Advisory Agreement, clients grant Vega Capital Group discretionary investment authority over their account. This authority is limited to trading only. The Firm has no ability to access clients' funds or take possession of securities.

Vega Capital Group regularly communicates with its clients by phone, email, and in-person to discuss the activity in their accounts. All clients receive a confirmation on every trade made in their account from their custodian on the day of the trade. The confirmation is sent by the custodian directly to the client via email or regular mail.

Item 17. VOTING CLIENT SECURITIES

Vega Capital Group does not accept authority to vote client securities. This is stated in our Investment Advisory Agreement and in this Brochure. Clients receive proxies and other solicitations directly from the individual securities sent by mail to the clients' address on record. Clients may contact Vega Capital Group with questions about a particular solicitation.

Item 18. FINANCIAL INFORMATION

A. Vega Capital Group does not require or solicits prepayment of fees longer than three months in advance. Vega Capital Group bills clients on a quarterly basis as described in Item 5 above.

B. There are no financial conditions that are likely to impair our ability to meet our contractual commitments to clients.

C. Vega Capital Group has not been the subject of a bankruptcy petition.