

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

In re:

BORDEN DAIRY COMPANY, *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 20-10010 (CSS)
)
) (Jointly Administered)
)

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

Introduction

Borden Dairy Company and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publicly filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Borden Dairy Company (1509); Borden Dairy Holdings, LLC (8504); National Dairy, LLC (9109); Borden Dairy Company of Alabama, LLC (5598); Borden Dairy Company of Cincinnati, LLC (1334); Borden Transport Company of Cincinnati, LLC (3462); Borden Dairy Company of Florida, LLC (5168); Borden Dairy Company of Kentucky, LLC (7392); Borden Dairy Company of Louisiana, LLC (4109); Borden Dairy Company of Madisonville, LLC (7310); Borden Dairy Company of Ohio, LLC (2720); Borden Transport Company of Ohio, LLC (7837); Borden Dairy Company of South Carolina, LLC (0963); Borden Dairy Company of Texas, LLC (5060); Claims Adjusting Services, LLC (9109); Georgia Soft Serve Delights, LLC (9109); NDH Transport, LLC (7480); and RGC, LLC (0314). The location of the Debtors’ service address is: 8750 North Central Expressway, Suite 400, Dallas, TX 75231.

and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to any claim ("**Claim**") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and

Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and "as of" Information Date.** On January 5, 2020 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 8, 2020, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases under case number 20-10010 (CSS) [Docket No. 47].

Unless otherwise indicated herein or in the Schedules and Statements, all financial information for the Debtors in the Schedules and Statements and these Global Notes is provided as of the Petition Date or as close thereto as reasonably practicable under the circumstances.

3. **Net Book Value of Assets.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor's accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors' assets and liabilities, which may not correspond to book values. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Additionally, because the book values of certain assets may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information

becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

5. **Real Property and Personal Property.** Owned property and equipment are recorded at cost and are shown net of depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets, which vary based on the asset class or the remaining lease life with respect to each location where the assets are placed in service, whichever is less. In the ordinary course of their businesses, the Debtors leased real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a postpetition basis. Prepetition liabilities which have been paid postpetition have been excluded from the Schedules and Statements. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors). Entities listed as "insiders" have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for

purposes of section 101(31) of the Bankruptcy Code.

8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the “**Intercompany Claims**”). Intercompany Claims are reported as of the Petition Date. While the Debtors have used commercially reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements do not reflect all intercompany activity.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any Intercompany Claims is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

10. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses.

Moreover, other than real property leases reported in Schedule A/B 55, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors’ estates. The Debtors’ executory contracts and unexpired leases have been set forth in Schedule G.

- 11. Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.
- 12. Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the Claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to exercise their rights to setoff against such Claims.
- 13. Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
- 14. Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- 15. Litigation.** Certain litigation actions (collectively, the "**Litigation Actions**") reflected as claims against a particular Debtor may relate to one or more of the other Debtors. The Debtors made reasonable efforts to accurately record the Litigation Actions in the Schedules and Statements of the Debtor that is the party to the Litigation Action. The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action or the amount of any potential claim that may result from any claims with respect to any Litigation Action, or the amount and treatment of any potential claim resulting from any Litigation Action currently pending or that may arise in the future.
- 16. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- a. Undetermined Amounts. The description of an amount

as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.

- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

17. Estimates and Assumptions. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

18. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

19. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors’ Schedules and Statements.

20. Global Notes Control. If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors’ Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors’ assets as of the Petition Date, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the Petition Date. Details with respect to the Debtors’ cash management system and bank accounts are provided in the Debtors’ *Motion Of The Debtors For Entry Of Interim And Final Orders (I) Authorizing The Debtors To (A) Continue To Maintain Their Existing Cash Management System, Bank Accounts, Business Forms, And PNC And Fuel Card Programs, (B) Honor Certain Prepetition Obligations Related Thereto, And (C) Continue To Perform Intercompany Transactions, (II)*

Granting Administrative Expense Status To Postpetition Intercompany Claims, And (III) Granting Related Relief [Docket No. 12] (the “**Cash Management Motion**”).

Schedule A/B 7. The Bankruptcy Court, pursuant to the *Debtors’ Motion for Entry of Interim and Final Orders (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief* [Docket No. 4], has authorized the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$900,000.00. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

Schedule A/B 11. Accounts receivable do not include intercompany receivables. Intercompany receivables are reported on Schedule A/B 77. All amounts of accounts receivable are recorded as gross amounts.

Schedule A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors have listed owned real property in Schedule A/B 55. The Debtors have also listed their real property leases in Schedule A/B 55. The Debtors’ leasehold interests/improvements appear on Schedule A/B 55.

Schedule A/B 61. The Debtors have listed owned domain names. In addition, the Debtors have an internet presence on various websites including but not limited to Pinterest, YouTube, Facebook, Twitter and Instagram.

Schedule A/B 63. The Debtors maintain a customer list/database. The amount is listed as undetermined because the fair market value of such ownership cannot be determined.

Schedule A/B 73. The Debtors property insurance coverage is layered. Individual insurance carriers and corresponding policy numbers are as follows: (i) Beazley Lloyd’s Syndicate 2623/623, W233C1190201; (ii) Arch Specialty Insurance Co., ESP7303053-03; (iii) Lexington Ins. Co., 011144832; (iv) Allied World Assurance Co., 0310-7409-1A; (v) Lloyd’s of London, B1230AP06336B19; (vi) Lloyd’s of London, B1230AP06336C19; (vii) Certain Underwriters at Lloyd’s, B1230AP06336A19; (viii) First Specialty Insurance Co., ESP2003179 01; (ix) Lloyd’s of London, HNYPRP19721165; (x) Everest Indemnity Ins. Co., CA3P001389-191; (xi) Evanston Insurance Co., MKLV11XP007468; (xii) RSUI Indemnity Co., NHD908588; (xiii) Princeton E&S Insurance Co., 78-A3-XP-0000464-02; (xiv) Hallmark Specialty Ins. Co., 73PRX19A11C; (xv) Arch Specialty Ins. Co., ESP1000614-00; (xvi) Aspen Specialty Insurance Co., PX008GQ19; (xvii) Homeland Insurance Co. of NY, 795010028; (xviii) Lloyd’s of London, UTS2544570.19; and (xix) XL Insurance America Inc., US00084670PR18A.

In addition to the insurance policies listed on Schedule A/B, the Debtors maintain numerous insurance policies with respect to, among other things, employee health,

dental, disability, and life insurance benefits. These programs are described in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 5].

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or warranty Claims. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the Claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

Finally, any description of any lien or of the Debtors' property that is subject to a lien that is included in Schedule D is not an admission by the Debtors of the validity or the enforceability of the lien. The descriptions included in Schedule D are derived from the various filings that record a creditor's alleged interest in the Debtors' property. The Debtors reserve all rights to challenge these interests in connection with the Chapter 11 Cases.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as “undetermined” and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Further, the incidents underlying the litigation Claims listed on Schedule E/F may have given rise to related obligations that the Debtors may be responsible for. Inclusion of these related obligations on Schedule E/F is not intended to suggest that the litigation counterparty is entitled to multiple or duplicative recoveries. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors’ liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors’ Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. The businesses of the Debtors are complex and, while every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to (i) dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or an unexpired lease.

Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors’ reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements have not been listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In

some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses that were not formally memorialized and could be subject to dispute. Such documents may not be set forth on Schedule G. Executory agreements that are oral in nature have not been included on Schedule G.

Finally, certain agreements do not expressly identify the Debtor counterparty. These agreements are predominantly with respect to suppliers and vendors of milk. These agreements have been listed in Schedule G of Borden Dairy Company but such suppliers and vendors may provide goods or services to other Debtors.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to or on behalf of insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals). Except for payroll funding/disbursements, all of the Debtors' disbursements to third parties are made through the Central Concentration Account (as that term is defined in the Cash Management Motion), which is held and managed by Borden Dairy Company. The amounts listed in Statement 3 reflect the Debtors'

disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

Statement 4. Statement 4 accounts for a respective Debtor's intercompany transactions, as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage, which coverage is provided to all of the Debtors' employees, has not been included.

The Debtors have included all consulting and payroll distributions and travel, entertainment, and other expense reimbursements, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider." In addition, certain of the reimbursements to individuals are reported as a negative amount to account for unreimbursed personal expenses due to the fact that the Debtors are not able to offset the unreimbursed personal expenses against the allowed expenses.

The listing of a party as an Insider in the Schedules and Statements is not intended to be, nor shall be, construed as a legal characterization or determination of such party as an actual insider and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved.

Statement 5. Statement 5 excludes goods returned in the ordinary course of business.

Statement 7. Any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

The Debtors used reasonable efforts to identify all pending litigation and assign appropriate descriptions thereto. In the event that the Debtors discover additional information pertaining to these legal actions identified in response to Question 7, the Debtors will use reasonable efforts to supplement the Statements in light thereof.

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes. The losses listed on Statement 10 are based on the estimated amounts currently owed and are not intended to be an admission of the amounts owed.

Statement 11. Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services, and may include services rendered to other parties.

As discussed above, except for payroll funding/disbursements, all of the Debtors' disbursements to third parties are made through the Central Concentration Account which is held and managed by Borden Dairy Company. As a result, payments related to bankruptcy are reflected on the Statements of Borden Dairy Company only, but were made on behalf of all of the Debtors.

Statement 17. Borden Dairy Company is the Primary Plan Sponsor of the Borden Dairy Company 401k Plan. Accordingly, the Borden Dairy Company 401k Plan is only disclosed in

Statement 17 for Borden Dairy Company. The other Debtors are considered adopting/participating employers in the Borden Dairy Company 401k Plan.

Statement 26a. The Debtors have included employees at the manager level and above who have maintained the Debtors' books and records within two years before the Petition Date.

Statement 26d. The Debtors have attempted to list in Statement 26d the parties that they have been provided financial statements or excerpted information from financial statements in the ordinary course of the Debtors' businesses within two years immediately before the Petition Date. However, given the fact that the Debtors have provided numerous financial institutions, creditors, and other parties financial statements or excerpts therefrom within two years immediately before the Petition Date and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors may not have disclosed all parties that may have received such financial statements for the purposes of Statement 26d.

Statement 30. Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:**Debtor name:** Georgia Soft Serve Delights, LLC**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 20-10025☐ Check if this is an amended filingOfficial Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue (Check all that apply)	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2019 to 1/5/2020	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$9,923,488.85
For prior year:	From 1/1/2018 to 12/31/2018	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$9,464,693.96
For the year before that:	From 1/1/2017 to 12/31/2017	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$9,473,920.61

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ to _____	_____	\$ _____
	From _____ to _____	_____	\$ _____
	From _____ to _____	_____	\$ _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. _____ _____ _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ _____ _____	_____	\$ _____	_____
Relationship to debtor _____			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. _____ _____ _____	_____	_____	\$ _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ _____ _____ _____	_____ _____ Last 4 digits of account number: XXXX-_____	_____ _____	\$ _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	GEORGIA SOFT SERVE DELIGHTS, LLC	COMPLIANCE WITH INDUSTRIAL DISCHARGE PERMIT DK00184	DEKALB COUNTY, GEORGIA DEPARTMENT OF WATERSHED MANAGEMENT 4572 MEMORIAL DRIVE DECATUR GA 30032	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
	NONE			
7.2.	GEORGIA SOFT SERVE DELIGHTS, LLC	ENVIRONMENTAL CLAIM	DEKALB COUNTY, GEORGIA DEPARTMENT OF WATERSHED MANAGEMENT 4572 MEMORIAL DRIVE DECATUR GA 30032	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
	NONE			
7.3.	GEORGIA SOFT SERVE DELIGHTS, LLC	ENVIRONMENTAL CLAIM	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL WAY DECATUR GA 30032	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
	INDUSTRIAL PERMIT NO. DK00184			
7.4.	GEORGIA SOFT SERVE DELIGHTS, LLC	ENVIRONMENTAL CLAIM	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL WAY DECATUR GA 30032	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
	INDUSTRIAL PERMIT NO. DK00184			

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____	_____	\$ _____
_____	Case title	Court name and address
_____	_____	_____
_____	Case number	_____
_____	_____	_____
_____	Date of order or assignment	_____
_____	_____	_____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1. _____	\$ _____	_____	\$ _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1. _____	_____	_____	\$ _____
Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Debtor **Georgia Soft Serve Delights, LLC**Case number *(if known)* **20-10025**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Relationship to debtor			

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy
14.1. _____	From _____ To _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 8: Healthcare Bankruptcies****15. Healthcare bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____ _____	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☐ No☒ Yes. State the nature of the information collected and retained. CUSTOMER LIST - NAME, ADDRESS, PHONE, E-MAIL

Does the debtor have a privacy policy about that information?

☐ No☒ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ None. Go to Part 10.☐ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☐ No☐ Yes. Fill in below.**Name of plan****Employer identification number of the plan**

EIN: ____-____-____

Has the plan been terminated?

☐ No☐ No

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ _____ _____ _____	XXX-_____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	_____	_____	_____	\$ _____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☐ No☒ Yes. Provide details below.

	Case title	Court or agency name and address	Nature of the case	Status of case
22.1.	Corrective Action Pan for wastewater discharges dated 7/10/2019	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL WAY DECATUR GA 30032	CORRECTIVE ACTION PLAN TO RESOLVE WASTEWATER DISCHARGE PERMIT VIOLATIONS	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number INDUSTRIAL PERMIT NO. DK00184			
	Case title	Court or agency name and address	Nature of the case	Status of case
22.2.	Corrective Action Pan for wastewater discharges dated 9/25/2018	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL WAY DECATUR GA 30032	CORRECTIVE ACTION PLAN TO RESOLVE WASTEWATER DISCHARGE PERMIT VIOLATIONS	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number INDUSTRIAL PERMIT NO. DK00184			
	Case title	Court or agency name and address	Nature of the case	Status of case
22.3.	Georgia Soft Serve Delights, LLC	DEKALB COUNTY, GEORGIA DEPARTMENT OF WATERSHED MANAGEMENT 4572 MEMORIAL DRIVE DECATUR GA 30032	COMPLIANCE WITH INDUSTRIAL DISCHARGE PERMIT DK00184	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number NONE			

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☐ No☒ Yes. Provide details below.

	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1.	GEORGIA SOFT SERVE INDUSTRIAL WASTEWATER PERMIT NO. DK00184 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL DRIVE DECATUR GA 30032	PERMIT CONDITION VII.A	9/20/2019

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025**

	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.2.	GEORGIA SOFT SERVE INDUSTRIAL WASTEWATER PERMIT NO. DK00184 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL DRIVE DECATUR GA 30032	PERMIT CONDITION VII.A	5/24/2019
	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.3.	GEORGIA SOFT SERVE INDUSTRIAL WASTEWATER PERMIT NO. DK00184 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL DRIVE DECATUR GA 30032	PERMIT CONDITION VII.A	5/9/2019
	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.4.	GEORGIA SOFT SERVE INDUSTRIAL WASTEWATER PERMIT NO. DK00184 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL DRIVE DECATUR GA 30032	PERMIT CONDITION VII.A	1/11/2019
	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.5.	GEORGIA SOFT SERVE INDUSTRIAL WASTEWATER PERMIT NO. DK00184 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY DEPARTMENT OF WATERSHED MANAGEMENT BRENT ZERN, P.E. 4572 MEMORIAL DRIVE DECATUR GA 30032	PERMIT CONDITION	4/6/2018
	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.6.	GEORGIA SOFT SERVE DELIGHTS, LLC 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	DEKALB COUNTY, GEORGIA DEPARTMENT OF WATERSHED MANAGEMENT 4572 MEMORIAL DRIVE DECATUR GA 30032	COMPLIANCE WITH INDUSTRIAL DISCHARGE PERMIT DK00184	6/13/2019

24. Has the debtor notified any governmental unit of any release of hazardous material?☐ No☒ Yes. Provide details below.

	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1.	GEORGIA SOFT SERVE DELIGHTS AMMIA RELEASE TO THE AIR; ERNS / EPD TRACKING NUMBER 1143979 KEN OLLIS 730 DEKALB INDUSTRIAL WAY DECATUR GA 30032	GEORGIA DEPARTMENT OF NATURAL RESOURCES 2 MARTIN LUTHER KING JR DRIVE, SUITE 1456 EAST ATLANTA GA 30334	SECTION 112(R) OF THE CLEAN AIR ACT AMENDMENTS OF 1990 (GENERAL DUTY CLAUSE)	3/29/2016

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ _____ _____	_____	EIN: ____ - ____ - ____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☒ None

Name and address	Dates of service
26a.1. _____ _____ _____	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. RSM US, LLP 13355 NOEL RD DALLAS TX 75240	From 09/2014 To Present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. PNC BANK 1503 PENNSYLVANIA AVE. NW WASHINGTON DC 20005	_____
26c.2. RSM MCGLADREY 13155 NOEL ROAD SUITE 2200 DALLAS TX 75240	_____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. SEE GLOBAL NOTES

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1. _____	_____	\$ _____
Name and address of the person who has possession of inventory records _____ _____ _____ _____		

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name and address	Position	Nature of any interest	% of interest, if any
28.1.	ADAM M. KRIGER C/O ACON INVESTMENTS 1133 CONNECTICUT AVE NW SUITE 700 WASHINGTON DC 20036	DIRECTOR	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	ALEX MADRAZO C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP, CHIEF LEGAL OFFICER & CORPORATE SECRETARY	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	BRICE COLEMAN C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP & CHIEF HUMAN RESOURCES OFFICER	N/A	N/A

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025**

	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	CRAIG MUSGROVE C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP & CHIEF SALES OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.5.	JASON MONACO C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP, CFO, TREASURER & ASSISTANT SECRETARY	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.6.	JOE DEPETRILLO C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP & CHIEF MARKETING OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.7.	NATIONAL DAIRY, LLC 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	OWNER	MEMBERSHIP INTEREST	100.00%
	Name and address	Position	Nature of any interest	% of interest, if any
28.8.	RICHARD THOMAS C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VICE PRESIDENT & CHIEF PROCUREMENT OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.9.	SATYAKI LODH C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	VP & CHIEF INFORMATION OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.10.	TONY SARSAM C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	PRESIDENT, CEO & DIRECTOR	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.11.	YOGESH SABNIS C/O BORDEN DAIRY COMPANY 8750 N CENTRAL EXPRESSWAY SUITE 400 DALLAS TX 75231	EXECUTIVE VP & CHIEF SUPPLY CHAIN OFFICER	N/A	N/A

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**☐ No☒ Yes. Identify below.

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	DIEGO ROSENFELDT 4516 W. AMHERST DALLAS TX 75209	FORMER VICE PRESIDENT/CONTROLLER AND SECRETARY	N/A	From 01/2018 To 1/11/2019
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2.	RONALD KEVIN GALLAGHER 4111 FAIRMOUNT STREET UNIT 1012 DALLAS TX 75219	FORMER EVP AND CHIEF SUPPLY CHAIN OFFICER	N/A	From 01/2018 To 8/1/2019
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.3.	WILLIAM G WHITE 3933 PURDUE AVENUE DALLAS TX 75225	FORMER EVP, CHIEF FINANCIAL AND INFORMATION TECHNOLOGY OFFICER AND TREASURER	N/A	From 01/2018 To 4/30/2018

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below

	Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1.	_____	\$ _____	_____	_____	_____

	Relationship to debtor				

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?☐ No☒ Yes. Identify below

	Name of the parent corporation	Employer Identification number of the parent corporation
31.1.	NATIONAL DAIRY, LLC	EIN: 26-4819109

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below

Name of the pension fund	Employer Identification number of the pension fund
32.1. _____	EIN: ____-____

Debtor **Georgia Soft Serve Delights, LLC**Case number (if known) **20-10025****Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

3/3/2020
MM/DD/YYYY

✕ /s/ Jason Monaco Printed name Jason Monaco
Signature of individual signing on behalf of the debtor

Position or relationship to debtor EVP, CFO, Treasurer, & Assistant Secretary

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No
☐ Yes