

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
REPUBLIC METALS REFINING :
CORPORATION, ET AL.,¹ : Case No. 18-13359 (SHL)
: :
Debtors. : Jointly Administered
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**GLOBAL NOTES, RESERVATION OF RIGHTS, AND
STATEMENT OF LIMITATIONS, METHODOGY AND
DISCLAIMER REGARDING DEBTORS' SCHEDULES AND SOFAs**

Republic Metals Refining Corporation¹ (the “Debtors”), as debtors in possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), have filed their Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “SOFAs”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Debtors, with the assistance of their advisors, prepared the Schedules and SOFAs in accordance with section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”).

Scott Avila has signed the Schedules and SOFAs as the Debtors’ Chief Restructuring Officer in this Chapter 11 Case. In reviewing and signing the Schedules and SOFAs, Mr. Avila has necessarily relied upon the efforts, statements, and representations of various third parties involved in the Debtors operations. Mr. Avila has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

The Debtors are contemporaneously filing these *Global Notes, Reservation of Rights, and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor’s Schedules and SOFAs* (the “Global Notes”) as a supplement to and integral part of its Schedules and SOFAs. These are incorporated by reference into each of the Schedules and SOFAs, and should be reviewed in connection with any review of the Schedules and SOFAs.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation (“RMRC”), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation (“RMC”), 12900 NW 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC (“RCC”), 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC (“RHTM”), 13001 NW 38 Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC (“RMCD”), 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC (“J&L”), 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC (“R&R”), 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., (“RMTS”) 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., (“RTMM”) Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

The Debtors' Schedules and SOFAs 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 to the financial statements of the Debtors. The Schedules and SOFAs contain unaudited information that is subject to further review and potential adjustment. The Schedules and SOFAs reflect the Debtors' reasonably best efforts to report the assets and liabilities of the Debtors. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that the Debtors show more assets than liabilities, this is not an admission that the Debtors were solvent at the Petition Date (as defined herein) or at any time prior to the Petition Date. Likewise, to the extent that the Debtors show more liabilities than assets, this is not an admission that the Debtors were insolvent at the Petition Date or any time prior to the Petition Date.

In preparing the Schedules and SOFAs, the Debtors relied on financial data derived from their books and records that were available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, subsequent information or discovery may result in material changes to the Schedules and SOFAs. As a result, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend, supplement, or otherwise modify the Schedules and SOFAs as is necessary or appropriate.

Nothing contained in the Schedules and SOFAs shall constitute a waiver of any of the Debtors' rights or an admission with respect to its Chapter 11 Case, including, without limitation, any issues involving equitable subordination, defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant applicable laws to recover assets or avoid transfers.

Reservation of Rights

In particular, note that the listing of a claim or a contract with the Debtors do not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to disclaim or dispute such claim or contract as attributable to the Debtors. The Debtors reserve the right to remove any contract or claim from the Schedules and SOFAs whether by amending the Schedules and SOFAs or in another appropriate filing. Additionally, the Debtors reserve the right to object to any listed claim on the grounds that, among other things, such claim has already been satisfied. The Debtors reserve the right to dispute or assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability or classification and reserves the right to recharacterize, reclassify, recategorize, or redesignate any claim as "disputed," "contingent" and/or "unliquidated, whether by amending the Schedules and SOFAs or in another appropriate filing.

Listing a claim (i) on Schedule D as "secured," (ii) on Schedule E/F part 1 as "unsecured priority" or (iii) on Schedule E/F part 2 as "unsecured nonpriority," does not constitute a waiver of any of the Debtors' right to recharacterize, reclassify, recategorize, or redesignate such claim. Furthermore, listing a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors that such contract or agreement is an executory contract or unexpired lease nor a waiver of the Debtors' right to recharacterize, reclassify or dispute the validity, status or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule, as necessary.

Despite its 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 SOFAs, including causes of actions arising under the provisions of Chapter 5 of the Bankruptcy Code and any other relevant nonbankruptcy laws to recover assets or avoid transfers. The Debtors may also possess contingent and unliquidated claims against affiliated entities for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement and/or indemnification arising from, among other things: (i) letters of credit,

(ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, and (v) indemnities. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment, and any claim in connection with any contract, breach of duty 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”) it may have, and neither the Global Notes nor the Schedules nor the SOFAs shall be deemed a waiver of any Causes of Action or in any way prejudice or impair the assertion of any such Causes of Action.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the foregoing general reservation of rights.

Description of the Chapter 11 Case and “As of” Information Date

On November 2, 2018 (the “Petition Date”) relief under Chapter 11 of the Bankruptcy Code was filed for RMRC, RMC and RCC with an additional petition filed on November 21, 2018 for RHTM, RMCD, RMC2, J&L, R&R, RMTS and RTMM. The Debtors continue to manage and operate their business as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. Although no trustee or examiner has been appointed in this Chapter 11 Case, a motion for an Examiner has been filed by the U.S. Trustee (and objected to by the Debtor, Senior Secured Lenders and Unsecured Creditors Committee). Except as otherwise noted herein, asset and liability information stated in the Schedules and SOFAs is as of the close of business on each Debtors respective Petition Date.

Totals

All totals that are included in the Schedules and SOFAs represent totals of all known and estimated amounts included in the Schedules and SOFAs. To the extent there are unknown, disputed, contingent, unliquidated, or otherwise undetermined amounts, the actual total may be materially different than the listed total. The description of an amount as “unknown,” “disputed,” “contingent,” “unliquidated,” or “undetermined” is not intended to reflect upon the materiality of such amount. Due to numerous unliquidated, contingent and/or disputed claims, summary statistics in the Schedules, SOFAs and Global Notes may significantly understate the Debtors’ liabilities.

Recharacterization

Notwithstanding that the Debtors have made reasonable best efforts to correctly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and SOFAs, the Debtors nonetheless may have improperly characterized, classified, categorized or designated certain items. Thus, the Debtors reserve all rights to recharacterize, reclassify, recategorize or redesignate items reported in the Schedules and SOFAs at a later time as is necessary or appropriate.

Liabilities

The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. The Debtors reserve all rights to modify, amend or supplement the Schedules and SOFAs as is necessary or appropriate.

The liabilities listed on these Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all 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 such creditor's claim.

Exclusions

The Debtors have excluded certain categories of assets and liabilities from the Schedules and SOFAs such as: goodwill and certain other intangible assets; accrued liabilities including, but not limited to, accrued salaries and employee benefits; tax accruals; accrued accounts payable; and assets with a net book value of zero. Other non-material assets and liabilities may have also been excluded.

Currency

Unless otherwise indicated, all amounts are reflected in U.S. dollars. All non-U.S. currency for foreign subsidiaries have also been converted to U.S. dollars.

Fair Market Value; Book Value

It would be prohibitively expensive, unduly burdensome and an inefficient use of Debtors' resources for the Debtors to obtain current market valuations of all of its assets. Accordingly, unless otherwise indicated, the Schedules and SOFAs reflect net book values for assets as of their respective Petition Dates as reflected in the Debtors' books and records. Amounts ultimately realized may vary from net book value, and such variance may be material. The asset amounts listed do not include material write-downs that may be necessary. Operating cash is presented as bank balances as of the respective Petition Dates. Certain other assets, such as investments in subsidiaries and other intangible assets, are listed as undetermined amounts as of the Petition Dates because the book values may materially differ from fair market values.

Property and Equipment

Property and Equipment has been listed based on estimated June 30, 2018 values adjusted for estimated July 1 through petition date additions, disposals and depreciation. Note that the Debtors have made these estimates as the books have not been closed since March 31, 2018.

Receivables

Certain inventory sent to third parties for processing has been reclassified as receivables. All receivables are estimates and subject to change and risk of collection. Accounts receivable do not include intercompany receivables.

Inventory

The Debtors' inventory values are comprised of finished goods, other saleable inventory (diamonds, consignment), Work in Process, Sweeps (higher grade silver and gold hydroxides) and other inventory. Third party inventory (i.e., materials sent to third party refineries) have been reclassified as Receivables. All inventory is estimated based on current metals prices and subject to reclamation claims filed with the Court. Note: The value of RMC's unprepared low-grade silver hydroxides (~3,500 barrels) is currently unknown and has not been included in the inventory balance.

Leases

Nothing in the Schedules or SOFA (including, without limitation the failure to list leased property or equipment as owned property or equipment) is, or shall be construed as, an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all of their rights with respect to such issues.

The Debtors lease equipment and facilities under various operating lease agreements. These agreements are carried by the Debtors at a zero-book value. These equipment and facilities leases are reported on the Schedule G. To the extent that there was an amount outstanding under any of these

agreements as of the respective Petition Dates, the amount owed to the applicable lessor has been listed on Schedule E/F part 2 of each Debtor.

Estimates

To prepare and file the Schedules in accordance with the deadline established in this Chapter 11 Case, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities as of the respective Petition Dates. The Debtors reserve the right to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.

Fiscal Year

The Debtors' fiscal years end on December 31.

Claims of Third-Party Related Entities

Although the Debtors have made reasonable efforts to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated and/or contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to both such entity and its affiliates. Therefore, to the extent that the Debtors have classified claims of a creditor as disputed, unliquidated and/or contingent, all claims of such creditor's affiliates listed in the Schedules shall similarly be considered as disputed, unliquidated and/or contingent, whether or not they are designated as such.

Effect of Payments Made Pursuant to "First Day" Orders on Scheduled Claim Amount

The Bankruptcy Court has authorized the Debtors to pay certain pre-Petition Date claims including those of employees, utilities, insurance programs and taxing authorities. Thus, Schedule E/F part 2 generally does not include prepetition liabilities that have been paid after the Petition Dates. Where the Schedules list creditors and set forth the Debtors' scheduled amount of such claims, such scheduled amounts reflect amounts owed as of the Petition Dates, adjusted for any payments made after the Petition Dates pursuant to the authority granted to the Debtors by the Bankruptcy Court. However, the estimate of claims set forth in the Schedules may not reflect assertions by the Debtors' creditors of a right to have such claims paid or reclassified under the Bankruptcy Code or orders of the Bankruptcy Court.

Intercompany Sales

All intercompany sales among the debtor entities have been included in the total sales. Historically, these sales (and the related purchases) would be eliminated when presenting combined financial statements under GAAP.

Setoffs

The Debtors occasionally incur setoffs from third parties during the ordinary course of business. Setoffs in the ordinary course can result from various routine transactions, including counterparty settlements, pricing discrepancies, and other disputes between the Debtors and third parties. Certain of these constitute normal setoffs consistent with the ordinary course of business in the Debtors' industry. In such instances, such ordinary course setoffs are excluded from the Debtors' responses to Question 13 of the Statements. The Debtors reserve all rights to enforce or challenge, as the case may be, any setoffs that have been or may be asserted.

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.

Global Notes Control

All of the Debtors' Schedules and SOFAs are subject to and qualified by the Global Notes. In the event that the Schedules and SOFAs differ from the Global Notes, *the Global Notes shall control*.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTORS' SCHEDULES

Schedule A/ B, Part 2 – Deposits and Prepayments

The Debtors' characterization of an asset listed in these schedules is not a legal characterization of either a deposit or a prepayment. The Trustee reserve all of his rights to re-categorize and/or recharacterize such asset holdings at a later time as appropriate. Additionally, the amounts set forth on these Items do not include amounts held as retainers by professionals.

Schedule A/B, Part 9 - Real Property

Except where otherwise noted, the Debtors have included the book value of owned real property assets. Further, the Debtors may have listed certain assets as real property when such holdings are in fact in the nature of personal property holdings, or the Debtors may have listed certain assets as personal property assets when such holdings are in fact in the nature of real property holdings. The Debtors reserve all of its rights to re-categorize and/or recharacterize such asset holdings at a later time as appropriate.

Schedule A/B - Personal Property

Assets recorded as negative net payables or other prepayments are representative of credits owed from customers or third parties. Security deposits held by real property lessors, utility companies and various other third parties have also been included on this schedule. In certain instances, the Debtors have included in the SOALs purchased equipment for which payments have been made, but the equipment has not been received.

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.

Schedule D - Creditors Holding Secured Claims

Except as otherwise agreed pursuant an order of the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection or priority of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D. The descriptions provided on Schedule D are intended only as a summary. 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 any liens. Nothing in any Debtors' Schedule D shall be deemed a modification, interpretation, or waiver of the terms of any such agreements.

Except as specifically stated herein, real property lessors, utility companies and other parties that may hold security deposits have not been listed on Schedule D.

Schedule E / F - Creditors Holding Unsecured Priority and/or Unsecured Non-Priority Claims

Claims listed on the Debtors' Schedule E / F include claims owed to various taxing authorities. However, certain of the claims may be subject to on-going audits or disputes, and the Debtors are

otherwise unable to determine with certainty the amount of many, if not all, of the taxing authority claims. Therefore, the Debtors have listed such claims as undetermined in amount, pending final resolution of ongoing audits or disputes.

The unsecured non-priority claims of individual creditors for among other things, products, goods or services are listed as either the lower of the amounts invoiced by the creditor or the estimated amounts reflected on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the Debtors. The claims listed on Schedule E / F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be subject to dispute. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule E / F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list respective dates for the claims listed on Schedule E / F.

To the extent that litigation involving the Debtors has been identified, information regarding that litigation is contained in Schedule E / F. Schedule E / F contains information regarding pending litigation involving the Debtors.

Schedule G - Unexpired Leases and Executory Contracts

The contracts, agreements and leases listed on the Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppels, certificates, letters, memoranda or other documents, instruments and agreements that may not be listed on Schedule G, despite the Debtors' use of reasonable efforts to identify such documents. 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 Debtors and such supplier or provider. Due to the volume of the Debtors' portfolio of contracts and leases, all documents entitled "lease" or "contract" have been included on Schedule G. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not separately set forth on Schedule G or Schedule B.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of business, such as subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory contracts may not have been memorialized and may be subject to dispute. Each unexpired lease listed in Schedule G may include one or more ancillary documents, including but not limited to any underlying assignment and assumption agreements, amendments, supplements, full and partial assignments, renewals and partial releases. Executory contracts that are oral in nature, if any, have not been included on Schedule G.

To the extent the Court determines a particular contract is executory, the Debtors will amend Schedule G to add that contract.

Schedule H – Codebtors

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' SOFAs

SOFAs Item 3 – 90 Day Payments

The dates set forth in the "Date of Payment" column relate to one of the following: (a) the date of a wire transfer; (b) the date of an "ACH" payment; or (c) the check date.

Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), and employees.

SOFAs Item 4 – Insider Payments

Except as may be otherwise indicated in the Schedules and SOFAs, the Debtors have included payments made during the one-year period preceding the Petition Dates to person deemed an "insider," as that term is defined in section 101(31) of the Bankruptcy Code.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individuals, (c) the decision-making or corporate authority of such person, or (d) whether such person could successfully argue that he or she is not an "insider" under applicable law.

At the time of the filing the Debtors' SOFA, the Debtors were unable to itemize insider transfers to other Debtors currently administered in these Chapter 11 Cases (*i.e.* intercompany transfers) this will be supplemented once identified.

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.

SOFAs Item 7 – Litigation

Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and SOFAs. The Debtors reserve all rights with respect to any causes of action and nothing in the Global Notes or the Schedules and SOFAs shall be deemed a waiver of any such causes of action.

SOFAs Item 10 – Losses from Fire, Theft or Other Casualty

The Debtors may have occasionally incurred losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses to the extent such losses do not have a material impact on the Debtors' business or are not reported for insurance purposes.

SOFAs Item 11 – Payments Related to Bankruptcy

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.

SOFAs Item 26 – Books Records and Financial Statements

From time to time, the Debtors provided financial statements in the ordinary course of business to certain parties for business, statutory, credit, financing and other reasons. Recipients have included regulatory agencies, financial institutions, investment banks, customers, vendors, debtholders and their legal and financial advisors. Additionally, certain financial statements may have been provided to other parties as requested.

General Disclaimer

The Debtors have prepared the Statement and Schedules based on the information reflected in the Debtors' books and records. However, inasmuch as the Debtors' books and records have not been audited, the Debtors cannot warrant the absolute accuracy of these documents. The Debtors have made a diligent effort to complete these documents accurately and completely. To the extent additional information becomes available, the Debtors will amend and supplement the Statement and Schedules.

* * * * *

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an
amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property: Copy line 88 from Schedule A/B	\$0.00
1b. Total personal property: Copy line 91A from Schedule A/B	\$0.00
1c. Total of all property: Copy line 92 from Schedule A/B	\$0.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D	\$0.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F	\$0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F	+ \$0.00
4. Total liabilities Lines 2 + 3a + 3b	\$0.00

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

☒ No. Go to Part 2.

☐ Yes. Fill in the information below

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

2.1. _____ \$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
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3.1. _____ \$ _____

4. Other cash equivalents (Identify all)

Description	Name of institution	Type of account	Last 4 digits of account number	Current value of debtor's interest
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4.1. _____ \$ _____

5. Total of part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

☒ No. Go to Part 3.

☐ Yes. Fill in the information below

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

Current value of
debtor's interest

7.1. _____ \$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

Current value of
debtor's interest

8.1. _____ \$ _____

9. Total of part 2

Add lines 7 through 8. Copy the total to line 81.

\$0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
☒ Yes. Fill in the information below.

Current value of
debtor's interest

11. Accounts receivable

	Face amount	Doubtful or uncollectible accounts		
11a. 90 days old or less:	\$0.00	- \$0.00	= →	\$0.00
	Face amount	Doubtful or uncollectible accounts		
11b. Over 90 days old:	\$0.00	- \$0.00	= →	\$0.00

12. Total of part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes. Fill in the information below.

Valuation method used
for current value

Current value of
debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock

14.1. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity

% of ownership

15.1. _____ % _____ \$ _____

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe

16.1. _____ \$ _____

17. Total of part 4

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

☒ No. Go to Part 6.

☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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19. Raw materials

19.1. _____ \$ _____

20. Work in progress

20.1. _____ \$ _____

21. Finished goods, including goods held for resale

21.1. _____ \$ _____

22. Other inventory or supplies

22.1. _____ \$ _____

23. Total of part 5

Add lines 19 through 22. Copy the total to line 84.

\$0.00

24. Is any of the property listed in Part 5 perishable?

☐ No

☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

☐ No

☐ Yes Book value: \$ _____ Valuation method: _____ Current value: \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

☐ No

☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

☒ No. Go to Part 7.

☐ Yes. Fill in the information below.

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
28.1. _____	\$ _____	_____	\$ _____
29. Farm animals. Examples: Livestock, poultry, farm-raised fish			
29.1. _____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
30.1. _____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
31.1. _____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
32.1. _____	\$ _____	_____	\$ _____
33. Total of part 6			\$0.00

Add lines 28 through 32. Copy the total to line 85.

34. Is the debtor a member of an agricultural cooperative?

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes Book value: \$ _____ Valuation method: _____ Current value: \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
39.1. _____	\$ _____	_____	\$ _____
40. Office fixtures			
40.1. _____	\$ _____	_____	\$ _____

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

41. Office equipment, including all computer equipment and communication systems equipment and software

	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. _____	\$ _____	_____	\$ _____

42. Collectibles. Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

42.1. _____	\$ _____	_____	\$ _____
-------------	----------	-------	----------

43. Total of part 7

Add lines 39 through 42. Copy the total to line 86.

\$0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

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

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available) (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1. _____	\$ _____	_____	\$ _____
48. Watercraft, trailers, motors, and related accessories. Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1. _____	\$ _____	_____	\$ _____
49. Aircraft and accessories			
49.1. _____	\$ _____	_____	\$ _____
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
50.1. _____	\$ _____	_____	\$ _____

51. Total of part 8

Add lines 47 through 50. Copy the total to line 87.

\$0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Debtor **RMC Diamonds, LLC**Case number (if known) **18-13639****Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	--	---	------------------------------------

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

55.1. _____ \$ _____ \$ _____

56. Total of part 9

Add the current value on lines 55. Copy the total to line 88.

\$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	--	---	------------------------------------

60. Patents, copyrights, trademarks, and trade secrets

60.1. _____ \$ _____ \$ _____

61. Internet domain names and websites

	Net book value of debtor's interest	Valuation method	Current value of debtor's interest
61.1. _____	\$ _____	_____	\$ _____

62. Licenses, franchises, and royalties

62.1. _____ \$ _____ \$ _____

63. Customer lists, mailing lists, or other compilations

63.1. _____ \$ _____ \$ _____

64. Other intangibles, or intellectual property

64.1. _____ \$ _____ \$ _____

65. Goodwill

65.1. _____ \$ _____ \$ _____

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

66. Total of part 10

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)	Total face amount	Doubtful or uncollectible amount		Current value of debtor's interest
71.1. _____	\$ _____	- \$ _____	= →	\$ _____

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)	Tax refund amount	NOL amount	Tax year	Current value of debtor's interest
72.1. _____	\$ _____	\$ _____	_____	\$ _____

73. Interests in insurance policies or annuities

Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1. _____	_____	_____	_____	_____	\$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

	Nature of claim	Amount requested	Current value of debtor's interest
74.1. _____	_____	\$ _____	\$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

	Nature of claim	Amount requested	Current value of debtor's interest
75.1. _____	_____	\$ _____	\$ _____

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

76. Trusts, equitable or future interests in property

76.1. _____ \$ _____

77. Other property of any kind not already listed

Examples: Season tickets, country club membership

77.1. _____ \$ _____

78. Total of part 11

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

☐ No

☐ Yes

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i> +	\$0.00	
91. Total. Add lines 80 through 90 for each column.91a.	\$0.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$0.00

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

**Column A
Amount of
Claim**
Do not deduct
the value of
collateral.

**Column B
Value of
collateral that
supports this
claim**

2.1. Creditor's name and address

Describe debtor's property that is subject to a lien

\$ _____ \$ _____

Describe the lien

Creditor's email address, if known

Is the creditor an insider or related party?

Date debt was incurred: _____

☐ No

Last 4 digits of account number: ____ _

☐ Yes

Do multiple creditors have an interest in the same property?

Is anyone else liable on this claim?

☐ No

☐ No

☐ Yes. Have you already specified the relative priority?

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

☐ No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:
Check all that apply.

☐ Yes. The relative priority of creditors is specified on lines: _____

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **RMC Diamonds, LLC**

Case number *(if known)* **18-13639**

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** **\$0.00**

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an
amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1. Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Total claim \$ _____	Priority amount \$ _____
_____	☐ Contingent		
_____	☐ Unliquidated		Nonpriority amount
_____	☐ Disputed		\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____		
Last 4 digits of account number: _____	Is the claim subject to offset? ☐ No ☐ Yes		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)			

Debtor **RMC Diamonds, LLC**

Case number (if known) **18-13639**

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1.	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Amount of claim
		☐ Contingent	\$
		☐ Unliquidated	
		☐ Disputed	
	Date or dates debt was incurred	Basis for the claim:	
	Last 4 digits of account number:	Is the claim subject to offset?	
		☐ No	
		☐ Yes	

Debtor **RMC Diamonds, LLC**Case number (if known) **18-13639****Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

			Total of claim amounts
5a. Total claims from Part 1	5a.		\$0.00
5b. Total claims from Part 2	5b.	+	\$0.00
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.		\$0.00

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an
amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2.1. Title of contract

**State what the contract or
lease is for**

Nature of debtor's interest

State the term remaining

**List the contract number of
any government contract**

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

☐ Check if this is an
amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively.
Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:

2.1. _____

- ☐ D
☐ E/F
☐ G

Fill in this information to identify the case:

Debtor name: RMC Diamonds, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 18-13639

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 1/18/2019
MM/DD/YYYY

x

Signature of individual signing on behalf of debtor

Scott Avila
Printed name

Chief Restructuring Officer
Position or relationship to debtor