

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

	)	
<u>In re</u>	)	Chapter 11
	)	
Velocity Holding Company, Inc., et al.,	)	Case No. 17-12442
	)	
Debtors.	)	(Jointly Administered)
	)	

SCHEDULES OF ASSETS AND LIABILITIES FOR

Mustang Motorcycle Products, LLC

Case No: 17-12453

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FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
VELOCITY HOLDING COMPANY, INC., <i>et al.</i> , ¹	)	Case No. 17-12442 (KJC)
	)	
Debtors.	)	(Jointly Administered)
	)	

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODS, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

General

The Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements” and, together with the Schedules, the “Schedules and Statements”) filed by Velocity Holding Company, Inc. (“Velocity” or the “Company”) and the above-captioned debtors and debtors in possession (collectively with Velocity, the “Debtors”) pending in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) were prepared, 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, by management of the Debtors, with the assistance of the Debtors’ advisors, and are unaudited. Although the Debtors’ management has made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information available at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors, inaccuracies, or omissions may have occurred. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are complete. Nothing contained in the Schedules and Statements shall constitute a waiver of any right of the Debtors or an admission with respect to their chapter 11 cases (including, but not limited to, issues involving claims, substantive consolidation, defenses, equitable subordination, 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), and the Debtors reserve all rights to amend or supplement the

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Velocity Holding Company, Inc. (1790); Velocity Pooling Vehicle, LLC (4630); Ed Tucker Distributor, Inc. (9197); Ralco Holdings, Inc. (0707); Rally Holdings, LLC (0707); Tucker Rocky Corporation (5967); Tucker-Rocky Georgia, LLC (8121); Motorsport Aftermarket Group, Inc. (0080); DFR Acquisition Corp. (4542); J&P Cycles, LLC (2512); Kuryakyn Holdings, LLC (2341); MAG Creative Group, LLC (4754); MAGNET Force, LLC (2635); Motorcycle Superstore, Inc. (1046); Motorcycle USA LLC (8994); Mustang Motorcycle Products, LLC (3660); Performance Machine, LLC (3924); Renthal America, Inc. (3827); and V&H Performance, LLC (2802). The location of the Debtors' service address is 651 Canyon Drive, Suite 100, Coppell, Texas 75019.

Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.”

The Schedules and Statements have been signed by Anthony Vacchiano, Chief Financial Officer of the Debtors and authorized agent at each of the Debtors. Accordingly, in reviewing and signing the Schedules and Statements, Mr. Vacchiano necessarily relied upon the efforts, statements, and representations of the Debtors’ other personnel and professionals. Mr. Vacchiano has not (and could not have) personally verified the accuracy of each such statement and representation, including, but not limited to, statements and representations concerning amounts owed to creditors, classification of such amounts, and their addresses.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors’ Schedules and Statements (the “Global Notes”) are incorporated by reference in, and comprise an integral part of the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.²

Description of the Cases and Information Date

On November 15, 2017 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court. The chapter 11 cases are being jointly administered under Case No. 17-12442. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The asset information provided herein, except as otherwise noted, represents the asset data of the Debtors as of October 31, 2017, and the liability data of the Debtors as of the close of business on the Petition Date.

Basis of Presentation

For financial reporting purposes, prior to the Petition Date, the Debtors prepared financial statements that were annually audited and consolidated by the parent Debtor. Combining the assets and liabilities set forth in the Debtors’ Schedules and Statements would result in amounts that would be substantially different from financial information that would be prepared on a consolidated basis under Generally Accepted Accounting Principles (“GAAP”). Therefore, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to fully reconcile to the financial statements prepared by the Debtors. Unlike the consolidated financial statements, these Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information

² These Global Notes supplement and are in addition to any specific notes contained in each Debtor’s Schedules or Statements. The fact that the Debtors have prepared a Global Note with respect to any of individual Debtor’s Schedules and Statements and not to those of another should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any of the Debtors’ other Schedules and Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements.

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 a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time prior to the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

Amendment

While reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary or appropriate.

General Disclosures Applicable to Schedules and Statements

1. **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 their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims or causes of action and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims or causes of actions or in any way prejudice or impair the assertion of such claims.

2. **Recharacterization.** The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate.

3. **Claim Designations.** Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." Moreover, the Debtors reserve all of their rights to amend their Schedules and Statements as necessary and appropriate. Listing a claim does not constitute an admission of liability by the Debtors.

4. **Unliquidated Claim Amounts.** Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

5. **Undetermined Amounts.** The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.

6. **Court Orders.** Pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases entered on or about November 17, 2017 and December 13, 2017 (collectively, the "First Day Orders"), the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of employees, critical vendors, and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and therefore generally are not listed in the Schedules and Statements. Regardless of whether such claims are listed in the Schedules and Statements, to the extent such claims are paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement their Schedules and Statements as is necessary or appropriate.

7. **Valuation.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Schedules and Statements. Exceptions to this include operating cash and certain other assets. Operating cash is presented at bank balances as of the Petition Date. Certain other assets, such as investments in subsidiaries and other intangible assets, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown" or "undetermined," and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

8. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was 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 prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.

9. **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, accrued salaries, employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded rejection damage claims of counterparties to executory contracts and unexpired leases that may be rejected (if any), to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

10. **Confidential or Sensitive Information.** There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. The alterations will be limited to only what is necessary to protect the Debtor or third party.

11. **Leases.** The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases. To the extent that there was an amount outstanding as of the Petition Date, the creditor has been included on Schedule F of the Schedules.

12. **Contingent Assets.** The Debtors believe that they may possess certain claims and causes of action against various parties. Additionally, the Debtors may possess contingent claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have set forth all of their causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions, or causes of action or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliate Debtor 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) guarantees, (v) indemnities, and (vi) warranties. Additionally, prior to the relevant Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, item 4(a)(i), for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff.

13. **Receivables.** The Debtors have not listed individual customer accounts receivable balance information as the Company considers its customer list to be proprietary and confidential.

14. **Intercompany Accounts.** The Debtors record intercompany assets and liabilities through intercompany trade (includes trade and other business-related transactions) accounts. Intercompany trade accounts record sales-type transactions between Velocity's subsidiaries and affiliates. The Debtors have eliminated intra-company activity within each legal entity. Also, the Debtors have excluded intercompany payments between Debtor entities. For additional information regarding the Debtors' intercompany transactions and related cash management protocols, see *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief* (Docket No. 8) (the "Cash Management Motion").

15. **Guarantees and Other Secondary Liability Claims.** The Debtors have used reasonable efforts to locate and identify guarantees and other secondary liability claims (collectively, "Guarantees") in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Where such Guarantees have been identified, they have been included in the relevant Schedule H for the Debtor or Debtors affected by such Guarantees. However, certain Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve all of their rights to amend the Schedules to the extent that additional Guarantees are identified.

16. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned 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, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner, however, in some instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

17. **Executory Contracts.** The Debtors have not set forth executory contracts as assets in the Schedules and Statements. The Debtors' executory contracts have been set forth in Schedule G. In addition, the business of the Debtors are complex—while the Debtors have made diligent attempts to properly identify all executory contracts and unexpired leases, inadvertent errors, omissions, or over inclusion may have occurred.

18. **Mechanics' Liens.** The inventories, property, and equipment listed in the Statements and Schedules are presented without consideration of any asserted mechanics', materialmen, or similar liens.

19. **Estimates.** To prepare and file the Schedules as close to the Petition Date as possible, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. The Debtors reserve all rights to amend the reported amounts of assets and liability to reflect changes in those estimates or assumptions.

20. **Fiscal Year.** Each Debtor's fiscal year ends on December 31.

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

22. **Property and Equipment.** Unless otherwise indicated, owned property (including real property) and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.

23. **Claims of Third-Party Related Entities.** While the Debtors have made every effort to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and 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 same. Therefore, to the extent that the Debtors have classified their estimate of claims of a creditor as disputed, all claims of such creditor's affiliates listed in the Schedules and Statements shall similarly be considered as disputed, whether or not they are designated as such.

24. **Interest in Subsidiaries and Affiliates.** Velocity is a privately held company, and each of the Debtors other than Velocity is a wholly-owned indirect subsidiary of Velocity. Each Debtor's Schedule A/B15 or Statement 25 contains a listing of the current capital structure of the Debtors and includes ownership interests.

25. **Umbrella or Master Agreements.** Contracts listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement.

26. **Setoffs and Recoupment.** The Debtors routinely take and are subject to setoff with customers and vendors in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, refunds, warranties, and other disputes between the Debtors and their customers or vendors. These setoffs are consistent with the ordinary course of business in the Debtors' industry and can total an aggregate amount of less than \$1 million on an annual basis. Therefore, the economic impact of claims related to setoff and recoupment are excluded from the Debtors' responses to Question 6 of the Statement of Financial Affairs.

27. **Insiders.** The Debtors have attempted to include all payments made over the 12 months preceding the Petition Date to any individual or entity deemed an "insider" pursuant to 11 U.S.C. § 101(31). For these purposes, "insider" is defined as (1) an individual or entity owning 5% or more of the voting or equity securities of a Debtor, (2) directors of any of the Debtors, (3) the Debtors' chief executive officer, chief financial officer, and presidents, or (4) a person married to any of the foregoing. The listing of a party as an "insider," however, is not intended to be nor should be construed as a legal characterization of such party as an 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. In addition, certain Debtors have made payments to, charged or incurred charges from various affiliated entities during the twelve months preceding the relevant Petition Date. These transactions have been reflected in the Schedules and Statements as the net change in beginning and ending intercompany trade payables.

28. **Indemnification.** Article IV of Velocity's Certificate of Incorporation (the "Certificate") provides indemnification, on the particular terms set forth in the Bylaws, for persons made a party or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is a director of Velocity, or is serving at the request of Velocity as a director. The Debtors have not reached a determination that certain potentially indemnified persons are ineligible for indemnification under the terms of the Certificate and such persons are therefore listed on Velocity's Schedule E/F. To the extent that Velocity has entered into separate contracts with certain executives and former executives, agreeing to indemnify them in certain circumstances according to the particular terms and conditions set forth in those contracts, such contracts are listed on Velocity's Schedule G. The Debtors have not reached a determination as to whether the persons who are parties to these contracts are eligible for indemnification. Consequently, the Debtors have separately listed on Schedule G all contracts with such persons, but Debtors reserve all rights with respect thereto, including the right to assert that the individual is not entitled to indemnification and that the provisions do not constitute executory contracts.

29. **Payments.** The financial affairs and business of the Debtors are complex. Prior to the Petition Date, the Debtors maintained a cash management and disbursement system in the ordinary course of their businesses (the “Cash Management System”) (as described in the Cash Management Motion). Although efforts have been made to attribute open payable amounts to the correct legal entity, the Debtors reserve the right to modify or amend their Schedules and Statements to attribute such payment to a different legal entity, if appropriate. Payments made are listed by the legal entity making such payment notwithstanding that many such payments will have been made on behalf of another legal entity.

30. **Totals.** All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total. The description of an amount as “unknown” or “undetermined” is not intended to reflect upon the materiality of such amount. To the extent a Debtor is a guarantor of debt held by another Debtor, the amounts reflected in these Schedules are inclusive of each Debtor’s guarantor obligations.

General Disclosures Applicable to Schedules

Specific Notes Regarding Schedule A/B

1. **Schedule A/B-3 – Checking, savings, or other financial accounts, CDs, etc.** Schedule A/B-3 lists closing bank balances as of November 15, 2017.
2. **Schedule A/B-15 – Stock and interests in incorporated and unincorporated businesses.** See Schedule Exhibit A/B-15 for additional businesses the Debtor was a parent of or owned a significant interest in.
3. **A/B 25 – Goods Received in the 20 Day Prior to the Bankruptcy Filing.** Pursuant to the “Order (Final) (I) Authorizing Debtors to Pay Certain Prepetition Claims of (A) Trade Payable Claimants, (B) Foreign Vendors, (C) Lien Claimants, and (D) 503(B)(9) Claimants, and (II) Granting Related Relief”, certain amounts for goods received within the 20 days prior to the bankruptcy filing have been satisfied. No attempt to value the goods received within the 20 days prior to filing has been made relative to the Schedules of Assets and Liabilities
4. **Schedule A/B-39 – Office Equipment.** Certain of the Debtor’s office equipment, furnishings, and supplies are not capitalized based on its accounting policies and procedures. These assets are not listed herein.
5. **Schedule A/B-40 – Business Equipment.** Certain of the Debtor’s machinery, fixtures, equipment, and supplies used in business are not capitalized based on its accounting policies and procedures. These assets are not listed herein.

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**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.

General description	Type of account (if applicable)	Last 4 digits of account # (if applicable)	Current value of debtor's interest
2. Cash on hand			
2.1 CASH ON HAND			\$300
3. Checking, savings, money market, or financial brokerage accounts (Identify all)			
3.1 WELLS FARGO	OPERATING	2915	\$18,153
3.2 BANK OF AMERICA	DISBURSEMENT	1087	\$0
3.3 BANK OF AMERICA	DEPOSITORY	6534	\$0
4. Other cash equivalents (Identify all)			
4.1 OTHER CASH EQUIVALENTS			\$9,168

5. Total of Part 1.

Add lines 2 through 4. Copy the total to line 80.

\$27,620

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**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.

General description	Current value of debtor's interest
7. Deposits, including security deposits and utility deposits Description, including name of holder of deposit 7.1 _____	
8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent Description, including name of holder of prepayment 8.1 PREPAYMENTS, INCLUDING PREPAYMENTS ON EXECUTORY CONTRACTS, LEASES, INSURANCE, TAXES, AND RENT	\$19,517
9. Total of Part 2 Add lines 7 through 8. Copy the total to line 81.	\$19,517

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

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

General description	Face or requested amount	Doubtful or uncollectable	Current value of debtor's interest
11. Accounts receivable			
11a. 90 days old or less:	\$441,991	- \$51,572	= \$390,419
11b. Over 90 days old:	\$3,516	- \$410	= \$3,106
11c. All accounts receivable:		-	=
12. Total of Part 3			\$393,525

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

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 4: Investments****13. Does the debtor own any investments?**

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

General description	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:

15.1 _____

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.

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Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 5: Inventory, excluding agriculture assets - detail**

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
19. Raw materials				
19.1 Raw materials				\$421,412
20. Work in progress				
20.1 Work in progress				\$251,796
21. Finished goods, including goods held for resale				
21.1 Finished goods, including goods held for resale				\$340,167
21.2 Inventory reserves				(\$102,159)
22. Other inventory or supplies				
22.1 Other inventory or supplies				\$26,428
23. Total of Part 5				\$937,644

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

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 \$0 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

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land) - detail**

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.

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**

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

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34. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **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☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 7: Office furniture, fixtures, and equipment; and collectibles - detail**

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
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39. Office furniture

39.1 OFFICE FURNITURE	\$53,339		\$53,339
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40. Office fixtures

40.1			
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41. Office equipment, including all computer equipment and communication systems equipment and software

41.1			
------	--	--	--

42. Collectibles

42.1			
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43. Total of Part 7

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

\$53,339

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

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**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	Net book value of debtor's interest (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 AUTOMOBILES, VANS, TRUCKS, MOTORCYCLES, TRAILERS, AND TITLED FARM VEHICLES	\$14,254		\$14,254
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 OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)	\$354,529		\$354,529
51. Total of Part 8 Add lines 47 through 50. Copy the total to line 87.			\$368,783

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

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 9: Real property - detail**

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	4 SPRINGFIELD STREET, PALMER, MA (: NOT AVAILABLE)	LEASE		STRAIGHT LINE	\$0
55.2	LEASEHOLD IMPROVEMENTS (: NOT AVAILABLE)	LEASEHOLD IMPROVEMENTS	\$168,305	STRAIGHT LINE	\$168,305

56. Total of Part 9

Add the current value on all Question 55 lines and entries from any additional sheets. Copy the total to line 88.

\$168,305

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

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 10: Intangibles and intellectual property - detail**

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 FOREIGN TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE IN DOUBLE OVAL IN COLOR) REG NO. TMA9536 97, 10/28/2016, CANADA		UNKNOWN	UNDETERMINED
60.2 FOREIGN TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE IN DOUBLE OVAL) REG NO. TMA9493 20, 09/14/2016, CANADA		UNKNOWN	UNDETERMINED
60.3 FOREIGN TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE) REG NO. TMA7031 31, 12/14/2007, CANADA		UNKNOWN	UNDETERMINED
60.4 FOREIGN TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE) REG NO. 10274116, 01/30/2012, EUROPEAN UNION (COMMUNITY)		UNKNOWN	UNDETERMINED
60.5 FOREIGN TRADEMARK - REVERE REG NO. TMA9613 70, 01/30/2017, CANADA		UNKNOWN	UNDETERMINED
60.6 U.S. TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE IN DOUBLE OVAL IN COLOR) REG NO. 4664224, 12/30/2014, UNITED STATES		UNKNOWN	UNDETERMINED
60.7 U.S. TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE IN DOUBLE OVAL) REG NO. 4649647, 02/12/2014, UNITED STATES		UNKNOWN	UNDETERMINED
60.8 U.S. TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE) REG NO. 1882054, 07/03/1995, UNITED STATES		UNKNOWN	UNDETERMINED
60.9 U.S. TRADEMARK - MUSTANG AND DESIGN (WINGED HORSE) REG NO. 2162359, 02/06/1998, UNITED STATES		UNKNOWN	UNDETERMINED
60.10 U.S. TRADEMARK - REVERE REG NO. 5009166, 07/26/2016, UNITED STATES		UNKNOWN	UNDETERMINED
61. Internet domain names and websites			
61.1 WWW.MUSTANGSEATS.COM - B2C, B2B (MAG DEVELOPMENT TEAM)		UNKNOWN	UNDETERMINED
62. Licenses, franchises, and royalties			
62.1			
63. Customer lists, mailing lists, or other compilations			
63.1 CUSTOMER RELATIONSHIPS		UNKNOWN	UNDETERMINED
63.2 LEMANS RELATIONSHIP		UNKNOWN	UNDETERMINED

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**Part 10: Intangibles and intellectual property - detail**64. **Other intangibles, or intellectual property**

64.1	FAVORABLE LEASE AGREEMENTS	UNKNOWN	UNDETERMINED
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65. **Goodwill**

65.1	GOODWILL	UNKNOWN	UNDETERMINED
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66. **Total of Part 10**

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

UNDETERMINED

67. **Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**☐ No☒ Yes68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☒ No☐ Yes69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**☒ No☐ Yes

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**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.

General description	Current value of debtor's interest
71. Notes receivable Description (include name of obligor) 71.1 _____	
72. Tax refunds and unused net operating losses (NOLs) Description (for example, federal, state, local) 72.1 _____	
73. Interests in insurance policies or annuities 73.1 _____	
74. Causes of action against third parties (whether or not a lawsuit has been filed) 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 75.1 _____	
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 Examples: Season tickets, country club membership 77.1 _____	

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property

Part 11: All other assets

78. Total of Part 11

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

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

☐ No

☐ Yes

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule A/B: Assets — Real and Personal Property**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	Total of all property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$27,620		
81. Deposits and prepayments. Copy line 9, Part 2.	\$19,517		
82. Accounts receivable. Copy line 12, Part 3.	\$393,525		
83. Investments. Copy line 17, Part 4.	\$0		
84. Inventory. Copy line 23, Part 5.	\$937,644		
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$53,339		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$368,783		
88. Real property. Copy line 56, Part 9.		\$168,305	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$0		
91. Total. Add lines 80 through 90 for each column.	a. \$1,800,429	b. \$168,305	
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$1,968,733

Specific Notes Regarding Schedule D

Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. Further, while the Debtors have included the results of Uniform Commercial Code searches, the listing of such results is not, nor shall it be deemed an admission as to the validity of any such lien. Conversely, the Debtors made reasonable, good faith efforts to include all liens on Schedule D, but may have inadvertently omitted to include an existing lien because of, among other things, the possibility that a lien may have been imposed after the Uniform Commercial Code searches were performed or a vendor may not have filed the requisite perfection documentation. Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights. The revolving credit facility note dated May 14, 2014 includes a letter of credit in the total listed on Schedule D. Although there are multiple parties that hold a portion of the debt included in the Debtors' prepetition secured credit facility and secured loans, only the administrative agents have been listed for purposes of Schedule D. The amounts reflected outstanding under the Debtors' prepetition loan facilities reflect approximate amounts as of the Petition Date.

In certain instances, a Debtor may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in 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 the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule D: Creditors Who Have Claims Secured by Property**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.**

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C U D	Amount of Claim	Value of Collateral
Secured Debt							
2.1 MEDLEY CAPITAL CORPORATION, LLC, AS ADMINISTRATIVE AGENT 600 MONTGOMERY ST, 35TH FL SAN FRANCISCO, CA 94111	☐	☐	☒	DATE: 5/14/2014 PROPERTY DESCRIPTION: SECOND LIEN TERM LOAN (PRINCIPAL AND INTEREST)	☒ ☐ ☐	\$85,971,439	UNDETERMINED
2.2 WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404	☐	☐	☒	DATE: 5/14/2014 PROPERTY DESCRIPTION: REVOLVING CREDIT FACILITY (PRINCIPAL AND INTEREST)	☒ ☐ ☐	\$62,622,818	UNDETERMINED
2.3 WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402	☐	☐	☒	DATE: 5/14/2014 PROPERTY DESCRIPTION: FIRST LIEN TERM LOAN (PRINCIPAL AND INTEREST)	☒ ☐ ☐	\$287,153,157	UNDETERMINED

Secured Debt Total: **\$435,747,414**

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule D: Creditors Who Have Claims Secured by Property

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C U D	Amount of Claim	Value of Collateral
<u>UCC Liens</u>							
2.4 WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404	☐	☐	☒	DATE: 5/14/2014 PROPERTY DESCRIPTION: UCC LIEN #20141907153	☒ ☒ ☐	\$0	UNDETERMINED
2.5 WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404	☐	☐	☒	DATE: 9/1/2016 PROPERTY DESCRIPTION: UCC LIEN #20165360084	☒ ☒ ☐	\$0	UNDETERMINED
2.6 WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402	☐	☐	☒	DATE: 5/14/2014 PROPERTY DESCRIPTION: UCC LIEN #20141912286	☒ ☒ ☐	\$0	UNDETERMINED
UCC Liens Total:						\$0	

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule D: Creditors Who Have Claims Secured by Property

Amount of Claim

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

\$435,747,414

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule D: Creditors Who Have Claims Secured by Property**Part 2:** List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Name and Mailing Address	Part 1 Line on which the Related Creditor was Listed	Last 4 Digits of Account Number for this Entity
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NONE

Specific Notes Regarding Schedule E/F

1. **Creditors Holding Priority Unsecured Claims.** The listing of any claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and/or the priority status of any claim on any basis at any time.

All claims listed on the Debtors' Schedule E/F are claims owing to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to on-going audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the remaining claims listed on Schedule E/F. Therefore, the Debtors have listed all such claims as unknown in amount, pending final resolution of on-going audits or other outstanding issues.

As noted in the Global Notes, the Bankruptcy Court entered a first day order granting authority to the Debtors to pay certain prepetition employee wage and other obligations in the ordinary course (the "Employee Wage Order"). Pursuant to the Employee Wage Order, the Bankruptcy Court granted the Debtors authority to pay or honor certain prepetition obligations for employee wages, salaries, bonuses and other compensation, reimbursable employee expenses, and employee medical and similar benefits. The Debtors have not listed on Schedule E/F any wage or wage-related obligations for which the Debtors have been granted authority to pay pursuant to the Employee Wage Order or other order that may be entered by the Bankruptcy Court. The Debtors believe that all such claims have been, or will be, satisfied in the ordinary course during their chapter 11 cases pursuant to the authority granted in the Employee Wage Order or other order that may be entered by the Bankruptcy Court.

2. **Creditors Holding Nonpriority Unsecured Claims.** The Debtors have used their reasonable best efforts to list all general unsecured claims against the Debtors on Schedule E/F based upon the Debtors' existing books and records.

Schedule E/F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, such amounts are reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

Schedule E/F does not include certain reserves for potential unliquidated contingencies that historically were carried on the Debtors' books as of the Petition Date; such reserves were for potential liabilities only and do not represent actual liabilities as of the Petition Date.

The claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. 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 a date for each claim listed on Schedule E/F.

Schedule E/F contains information regarding potential and pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or

undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is contained in the Schedule for that Debtor.

Schedule E/F 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 an executory contract or unexpired lease. In addition, Schedule E/F does not include rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist.

Except in certain limited circumstances, the Debtors have not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule E/F. Such guaranties are, instead, listed on Schedule H.

The claims of individual creditors for, among other things, goods, services, or taxes listed on the Debtors' books and records may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights in respect of such credits or allowances. The dollar amounts listed may be exclusive of contingent or unliquidated amounts.

Unless the Debtors were required to pay ancillary costs, such as freight, miscellaneous fees and taxes, such costs are not included in the liabilities scheduled, as such amounts do not represent actual liabilities of the Debtor.

3. **Schedule – Intercompany.** The Debtors maintain business relationships among each other and with their foreign subsidiary based in the United Kingdom (the “Foreign Subsidiary”) resulting in intercompany receivables and payables in the ordinary course of business. Such Intercompany Claims arise (a) among the Debtors and (b) between Velocity and the Foreign Subsidiary pursuant to prepetition management service agreements, and intercompany trade arrangements, and other intercompany arrangements. For additional information regarding the Debtors' intercompany transactions and related cash management protocols, see *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief* (Docket No. 8) (the “Cash Management Motion”).

4. **Schedule - Trade Payables.** Trade Payables listed on Schedule E/F contain the pre-petition liability information available to the Debtors as of the date of filing and may not include invoices that were paid subsequent to the Petition Date related to prepetition obligations pursuant to the *Final Order (I) Authorizing Debtors to Pay Certain Prepetition Claims of (A) Trade Claimants, (B) Foreign Vendors, (C) Lien Claimants, and (D) 503(B)(9) Claimants and (II) Granting Related Relief* (Docket No. 201).

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**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.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
Income/Franchise							
2.1 ARIZONA DEPT OF REVENUE PO BOX 29085 PHOENIX, AZ 85038-9085	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	UNDETERMINED	\$0
2.2 CITY OF PANAMA CITY BEACH ATTN: BUSINESS REGISTRATION D 110 S. ARNOLD ROAD PANAMA CITY BEACH, FL 32413	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	UNDETERMINED	\$0
2.3 FLORIDA DEPT OF REVENUE 5050 W TENNESSEE STREET TALLAHASSEE, FL 32399-0120	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	UNDETERMINED	\$0
2.4 NEVADA DEPARTMENT OF TAXATION 2550 PASEO VERDE PARKWAY SUITE 180 HENDERSON, NV 89074	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	UNDETERMINED	\$0
2.5 NEW YORK STATE SALES TAX PO BOX 4136 BINGHAMTON, NY 13902	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	UNDETERMINED	\$0
Income/Franchise Total:						UNDETERMINED	\$0

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 1: List All Creditors with PRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
Property							
2.6 CALIFORNIA EMPLOYMENT DEVELOPMENT DEPARTMENT 331 POWER INN ROAD, SUITE 220 SACRAMENTO, CA 95826	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.7 CALIFORNIA EMPLOYMENT DEVELOPMENT DEPARTMENT 331 POWER INN ROAD, SUITE 220 SACRAMENTO, CA 95826	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.8 DEPARTMENT OF LABOR UNEMPLOYMENT INSURANCE TAX DIVISION 200 FOLLY BROOK BLVD WETHERSFIELD, CT 06109-1114	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.9 DEPARTMENT OF REVENUE 1800 CENTURY CENTER BLVD, NE ATLANTA, GA 30345	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.10 DEPARTMENT OF REVENUE 5050 W TENNESSEE ST, BLDG K TALLAHASSEE, FL 32399-4825	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.11 DEPARTMENT OF REVENUE SERVICES 25 SIGOURNEY ST, STE 2 HARTFORD, CT 06106-5032	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.12 MASSACHUSETTS DEPARTMENT OF LABOR AND WORKFORCE DEVELOPMENT DIVISION OF UNEMPLOYMENT ASSISTANCE, CHARLES F. HURLEY BLDG. 19 STANIFORD ST BOSTON, MA 02114-2589	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.13 MASSACHUSETTS DOR PO BOX 7005 BOSTON, MA 02204-7000	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.14 MISSOURI DEPARTMENT OF LABOR AND INDUSTRIAL RELATIONS DIVISION OF EMPLOYMENT SECURITY 421 E DUNKLIN ST, PO BOX 59 JEFFERSON CITY, MO 65102-0059	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.15 MISSOURI DEPARTMENT OF REVENUE PO BOX 999 JEFFERSON CITY, MO 65108-0999	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 1: List All Creditors with PRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
<u>Property</u>							
2.16 PENNSYLVANIA DEPARTMENT OF LABOR AND INDUSTRY OFFICE OF UNEMPLOYMENT COMPENSATION TAX SERVICES 7TH FLOOR, LABOR AND INDUSTRY BLDG, 651 BOAS ST HARRISBURG, PA 17121	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.17 PENNSYLVANIA DEPARTMENT OF REVENUE BUREAU OF BUSINESS TRUST FUND TAXES PO BOX 280904 HARRISBURG, PA 17128-0905	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.18 SC DOR WITHHOLDING COLUMBIA, SC 29214-0004	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.19 SOUTH CAROLINA DEPARTMENT OF EMPLOYMENT AND WORKFORCE 1550 GADSDEN ST, PO BOX 995 COLUMBIA, SC 29202	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.21 STATE OF DELAWARE DIVISION OF REVENUE PO BOX 8995 WILMINGTON, DE 19801-8995	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
2.20 STATE OF DELAWARE DIVISION OF REVENUE PO BOX 8995 WILMINGTON, DE 19801-8995	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☒	☐	☐	\$0	\$0
Property Total:						\$0	\$0

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims

Part 1: List All Creditors with PRIORITY Unsecured Claims

Total: All Creditors with PRIORITY Unsecured Claims

\$0

\$0

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**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.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.1 A & M COMPRESSED AIR PRODUCTS NOT AVAILABLE	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$255
3.2 A. BOILARD SONS, INC 476 OAK STREET P.O. BOX 51065 INDIAN ORCHARD, MA 01151	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$208
3.3 ACOUSTICAL SOLUTIONS LLC 2420 GRENOBLE ROAD RICHMOND, VA 23294	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,910
3.4 ADP, INC. PO BOX 842875 BOSTON, MA 02284-2875	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$658
3.5 ADVANCED AUTOMATION, INC. 455 SW 5TH ST., SUITE C DES MOINES, IA 50309	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$191
3.6 ADVANCED HEATING & PLUMBING, INC. NOT AVAILABLE	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,050
3.7 ALBANY FOAM AND SUPPLY, INC. P.O. BOX 416365 BOSTON, MA 02241	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$945
3.8 ALFA ADHESIVES, INC 15 LINCOLN STREET HAWTHORNE, NJ 07506	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$3,200
3.9 AMERICAN FOOD AND VENDING CORP 450 WILDWOOD AVENUE WOBBURN, MA 01801	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$898
3.10 BRAIDED PRODUCTS CO 9 INDUSTRIAL WAY RIVERSIDE, RI 02915	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$7,767
3.11 BUCKEYE FASTENERS COMPANY PO BOX 5854 CLEVELAND, OH 44193	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$267

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.12 BW DESIGNS LLC 202 MORAVIAN VALLEY RD #G WAUNAKEE, WI 53597.00	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$203
3.13 C.N. WATERHOUSE LEATHER CO INC 177 THORNTON DRIVE HYANNIS, MA 02601	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,311
3.14 CAREERBUILDER EMPLOYMENT SCREENING LLC 116 W EASTMAN ST ARLINGTON HEIGHTS IL	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$50
3.15 CAYAN LLC ONE FEDERAL STREET 2ND FL BOSTON, MA 02110	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$140
3.16 CHECK CORPORATION 1800 STEPHENSON HIGHWAY TROY, MI 48083	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$3,588
3.17 CHEM TREND LIMITED PARTNERSHIP 22002 NETWORK PLACE CHICAGO, IL 60673	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$299
3.18 CHUDY OIL CO. INC. PO BOX 68 THREE RIVERS, MA 01080	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$157
3.19 COLONY PO BOX 126 1300 INDUSTRIAL PARKWAY N. BRUNSWICK, OH 44212	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$4,790
3.20 COMPOSITES ONE PO BOX 409328 ATLANTA, GA 30384	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,172
3.21 COMPOSITES ONE - PARTS DIVISIO PO BOX 409328 ATLANTA, GA 30384	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$429
3.22 DAVID PEREWITZ 940 PLYMOUTH STREET HALIFAX, MA 02338	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,062

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.23 DEMILEC USA, INC. PO BOX 206464 DALLAS, TX 75320-6464	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$39,338
3.24 ECKART & FINARD 80 WESTON ST HARTFORD, CT 06120	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$4,497
3.25 EMPIRE SCREEN PRINTING, INC NOT AVAILABLE	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,585
3.26 EREPLACEMENT PARTS.COM 7036 SOUTH HIGH TECH DR. MIDVALE, UT 84047	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$102
3.27 ESTES EXPRESS LINES P.O. BOX 25612 54-0492941 RICHMOND, VA 23260-5612	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$538
3.28 FIL-TEC PO BOX 9040 LANCASTER, PA 17604	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$506
3.29 GLEN MANUFACTURING CO INC P.O. BOX 101 19 CHURCH ST TERRYVILLE, CT 06786	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,051
3.30 GLOBAL TRANSPORTATION SVCS INC 27888 NETWORK PLACE CHICAGO, IL 60673-1278	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$1,175
3.31 GRAINGER INC DEPT 810672691 PALATINE, IL 60038-0001	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,593
3.32 GREENOUGH PACKAGING 54 HEYWOOD AVENUE WEST SPRINGFIELD, MA 01089	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$9,673
3.33 HAMPTON RECREATION INC. 17 COLLEGE HWY RT. 10 SOUTHAMPTON, MA 01073	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$300

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.34 HI-TECH FABRICATORS 10 SCARBOROUGH LANE MILFORD, NH 03055	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,098
3.35 HURLEY AND DAVID, INC. 90 FISK AVE SPRINGFIELD, MA 01107	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,534
3.36 HURLEY METAL FABRICATION 725 MARSHALL PHELPS ROAD WINDSOR, CT 06095	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$5,872
3.37 INDUSTRIAL SALES AND DISTRIBUTION, INC 320 SMITH ST NORTH KINGSTOWN, RI 02852	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$385
3.38 INDUSTRIAL SUPPLY COMPANY 322-328 NORTH 9TH STREET TERRE HAUTE, IN 47807	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$2,570
3.39 ISM 10824 S.E. OAK ST., #409 MILWAUKIE, OR 97222	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$219
3.40 IVEY INDUSTRIES INC. 383 ROCUS STREET SPRINGFIELD, MA 01104-3293	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$891
3.41 JOSEPH COVERTY 82 MOSSA DRIVE BRISTOL, CT 06010	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$240
3.42 KELLCO PRODUCTS, INC. PO BOX 2784 SPRINGFIELD, MA 01101-2784	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$624
3.43 KRYSTAL KLEER-COOLER 606 POMEROY AVENUE MERIDEN, CT 06450	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$727
3.44 MAGNUM VENUS PRODUCTS 200A PERIMETER PARK ROAD KNOXVILLE, TN 37922	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$346

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.45 MASTERMANS LLP 11 C ST., BUILDING 10 AUBURN INDUSTRIAL PARK AUBURN, MA 01501	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$3,499
3.46 MCMASTER-CARR SUPPLY CO. PO BOX 7690 CHICAGO, IL 60680	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$3,380
3.47 NORTH AMERICAN COMPOSITES 1460 CANTILLON BLVD MAYS LANDING, NJ 08330	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$32,913
3.48 NORTHERN SAFETY CO P.O. BOX 4250 CUSTOMER ID# 3164233 UTICA, NY 13504	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,704
3.49 OCCUPATIONAL HEALTH CENTERS OF THE SOUTHWEST PO BOX 20127 CRANSTON, RI 02920-0942	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$333
3.50 OSTERMAN PROPANE, LLC PO BOX 150 WHITINSVILLE, MA 01588	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$4,298
3.51 PALMER REDEVELOPMENT LLC ONE MAIN STREET ATTN: FRANCINE O'BRIEN WHITINSVILLE, MA 01588	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$9,310
3.52 PURCHASE POWER PO BOX 371874 PITTSBURGH, PA 15250-7874	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$50
3.53 QUEST DIAGNOSTICS PO BOX 740709 ATLANTA, GA 30374-0709	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$120
3.54 RAND-WHITNEY CONTAINER LLC 1 AGRAND STREET WORCESTER, MA 01607	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$17,291
3.55 REILLY FOAM CORP PO BOX 137 EAGLEVILLE, PA 19408	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$4,130

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.56 REPRO-CRAFT COMPANY, INC. 354 MONTCALM STREET CHICOPEE, MA 01020	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$250
3.57 RICHCO JANITOR SERVICE, INC. P.O. BOX 1250 SPRINGFIELD, MA 01101-1250	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$2,038
3.58 RKL ESOLUTIONS LLC PO BOX 8408 LANCASTER PA	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$263
3.59 SEAELECTRIC CORPORATION NOT AVAILABLE	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$4,633
3.60 SPECIALTY BOLT & SCREW INC. 235 BOWLES ROAD AGAWAM, MA 01001-2964	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$5,060
3.61 STAPLES ADVANTAGE DEPARTMENT LA PO BOX 83689 CHICAGO, IL 60696-3689	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$749
3.62 STAPLES CREDIT PLAN DEPT 51 - 7815391643 PO BOX 78004 PHOENIX, AZ 850628004	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$47
3.63 SUE MARTIN PALLET 95 STATE STREET, #108 LUDLOW, MA 01056	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$1,095
3.64 THE MAGIC SPOON 156 SOUTH WASHINGTON STREET BELCHERTOWN, MA 01007	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$1,561
3.65 THETFORD CORPORATION 7101 JACKSON ROAD ANN ARBOR, MI 48103	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$623
3.66 ULINE 2200 S. LAKESIDE DRIVE WAUKEGAN, IL 60085	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐ ☐ ☐	Trade Payable	☐	\$1,373

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.67 UNIFIRST CORPORATION 295 PARKER STREET INDIAN ORCHARD, MA 01151	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$2,809
3.68 UNI-GRIP INC. 9823 ST RT 53 N. UPPER SANDUSKY, OH 43351	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$8,640
3.69 UNITED PERSONNEL NOT AVAILABLE	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$2,664
3.70 UPS FREIGHT P.O. BOX 650690 DALLAS, TX 75265-0690	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$605
3.71 UPS SUPPLY CHAIN SOLUTIONS, IN 28013 NETWORK PLACE CHICAGO, IL 60673-1280	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$178
3.72 VALLEY MACHINE KNIFE CORP. 33 WAYSIDE AVENUE WEST SPRINGFIELD, MA 01089	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$99
3.73 VERIZON PO BOX 15124 ALBANY, NY 12212-5124	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$212
3.74 W.B. MASON CO., INC. PO BOX 981101 BOSTON, MA 02298-1101	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$114
3.75 WASTE MANAGEMENT OF MASS P.O. BOX 13648 PHILADELPHIA, PA 19101-3648	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,836
3.76 WELLS FARGO BANK, N.A. P.O. BOX 70239 PHILADELPHIA, PA 19178-0239	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$1,281
3.77 WEST SPRINGFIELD AUTO PARTS IN 945 MAIN ST WEST SPRINGFIELD, MA 01089	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$204

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
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Trade Payables

3.78 YAMAHA MOTOR CORP 6555 KATELLA AVENUE CYPRESS, CA 90630	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☒	☐	☐	Trade Payable	☐	\$1,707
3.79 YARDE METALS 45 NEWELL STREET SOUTHINGTON, CT 06489	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	☐	☐	☐	Trade Payable	☐	\$8,110
Trade Payables Total:							\$233,589

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

Total: All Creditors with NONPRIORITY Unsecured Claims

\$233,589

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Creditor's Name, Mailing Address Including Zip Code	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
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4.1 NONE

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule E/F: Creditors Who Have Unsecured Claims**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

5b. Total claims from Part 2

5b. + \$233,589

5c. Total of Parts 1 and 2

5c. \$233,589

Lines 5a + 5b = 5c.

Specific Notes Regarding Schedule G

1. **Executory Contracts.** While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors, and although commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over inclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G and to amend or supplement Schedule G as necessary. 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 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.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for supplies, product, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods were delivered under purchase orders prior to the Petition Date, vendors' claims with respect to such delivered goods are included on Schedule E/F.

As a general matter, certain of the Debtors' executory contracts and unexpired leases could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination, nondisturbance, and atonement agreements, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents also are not set forth in Schedule G.

The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's

claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. 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 unexpired lease. The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, or any document or instrument (including, without limitation, any intercreditor or intercompany agreement) related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory contracts or unexpired leases could not be specifically ascertained in every circumstance. In such cases, the Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

In the ordinary course of business, the Debtors have entered into numerous contracts or agreements, both written and oral, regarding the provision of certain services on a month to month basis. To the extent such contracts or agreements constitute executory contracts, these contracts and agreements are not listed individually on Schedule G.

Certain of the executory contracts may not have been memorialized and could be subject to dispute; executory agreements that are oral in nature have not been included in Schedule G.

In the ordinary course of business, the Debtors may have entered into confidentiality agreements which, to the extent that such confidentiality agreements constitute executory contracts, are not listed individually on Schedule G.

Certain of the executory contracts and unexpired leases listed in Schedule G were assigned to, assumed by, or otherwise transferred to certain of the Debtors in connection with, among other things, acquisitions by the Debtors.

The Debtors generally have not included on Schedule G any insurance policies, the premiums for which have been prepaid. The Debtors submit that prepaid insurance policies are not executory contracts pursuant to section 365 of the Bankruptcy Code because no further payment or other material performance is required by the Debtors. Nonetheless, the Debtors recognize that in order to enjoy the benefits of continued coverage for certain claims under these policies, the Debtors may have to comply with certain non-monetary obligations, such as the provision of notice of claims and cooperation with insurers. In the event that the Bankruptcy Court were to ever determine that any such prepaid insurance policies are executory contracts, the Debtors reserve all of their rights to amend Schedule G to include such policies, as appropriate.

In addition, Schedule G does not include rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist.

Finally, each of the Debtors are party to a Restructuring Support Agreement with certain of their financial stakeholders (the “RSA”). The RSA is listed on each Debtor signatory’s Schedule G. For a complete list of the Debtors that are party to the RSA, please review each Debtor’s Schedule G.

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases**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. List all contracts and unexpired leases

Nature of the Debtor's Interest		Expiration Date	Contract ID	Co-Debtor	Name	Address
Corporate						
2. 1	ENGAGEMENT LETTER		L1027	☐	AP SERVICES, LLC	2000 TOWN CENTER SUITE 2400 SOUTHFIELD, MI 48075
2. 2	ENGAGEMENT LETTER		L0126	☐	COLE SCHOTZ P.C.	500 DELAWARE AVENUE SUITE 1410 WILMINGTON, DE 19801
2. 3	RESTRUCTURING SUPPORT AGREEMENT		L0123	☐	CONSENTING LENDERS	NOT AVAILABLE
2. 4	SECOND LIEN TERM LOAN (PRINCIPAL AND INTEREST)		2002	☒	MEDLEY CAPITAL CORPORATION, LLC, AS ADMINISTRATIVE AGENT	600 MONTGOMERY ST, 35TH FL SAN FRANCISCO, CA 94111
2. 5	REVOLVING CREDIT FACILITY (PRINCIPAL AND INTEREST)		2003	☒	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT	2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404
2. 6	FIRST LIEN TERM LOAN (PRINCIPAL AND INTEREST)		2001	☒	WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT	60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Equipment Lease

2. 7	PITNEY BOWES GLOBAL FINANCIAL SERVICES LEASE AGREEMENT	C0016	☐	PITNEY BOWES GLOBAL FINANCIAL SERVICES LLC	1 ELMCROFT ROAD STAMFORD, CT 06926-0700
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Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
<u>Insurance</u>					
2. 8 TANK LIABILITY, POLICY #G24736295005		I0020	☒	ACE AMERICAN INSURANCE COMPANY	CHUBB ENVIRONMENTAL CLAIMS MGR PO BOX 5103 SCRANTON, PA 18505-0510
2. 9 PROPERTY (REAL)(BPP)(EDP)(BI), POLICY #MK559		I0008	☒	AFFILIATED FM INSURANCE COMPANY	25050 COUNTRY CLUB BLVD SUITE 300 NORTH OLMSTED, OH 44070
2. 10 CRIME, POLICY #14770127		I0024	☒	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 11 D&O, POLICY #14770127		I0021	☒	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 12 EMPLOYMENT PRACTICES LIABILITY, POLICY #14770127		I0022	☒	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 13 FIDUCIARY LIABILITY, POLICY #14770127		I0023	☒	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 14 KIDNAP / RANSOM, POLICY #88-085-066		I0025	☒	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 15 UMBRELLA & EXCESS INSURANCE , POLICY #EAU780964		I0004	☒	AXIS SURPLUS INSURANCE CO.	111 S. WACKER DR, SUITE 3500 CHICAGO, IL 60606
2. 16 GENERAL LIABILITY, POLICY #PL495824102		I0002	☒	GREAT AMERICAN E&S INS CO	C/O RISK PLACEMENT SERVICES - SOUTHERN CALIF 1551 N. TUSTIN, SUITE 800 SANTA ANA, CA 92705
2. 17 INLAND MARINE , POLICY #72MSGZ1804		I0018	☒	HARTFORD FIRE INSURANCE COMPANY	ONE HARTFORD PLAZA HARTFORD, CT 06155
2. 18 GENERAL LIABILITY, POLICY #015375127		I0001	☒	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
2. 19 UMBRELLA & EXCESS INSURANCE , POLICY #015375099		I0003	☒	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110
2. 20 EXCESS D&O , POLICY #01-477-01-27		I0026	☒	OLD REPUBLIC	191 NORTH WACKER DRIVE, SUITE 1000 CHICAGO, IL 60606
2. 21 WORKERS COMPENSATION, POLICY #90- 20589-01		I0030	☒	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 22 WORKERS COMPENSATION, POLICY #90- 20589-02		I0031	☒	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 23 AUTOMOBILE, POLICY #90-20589-03 (AOS)90-20589-04 (MA)		I0007	☒	SENTRY INSURANCE	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 24 STOCK THROUGHPUT, POLICY #MASICSF0915US17		I0017	☒	STARR INDEMNITY	8401 N CENTRAL EXPRESSWAY 5TH FLOOR DALLAS, TX 75225
2. 25 INTERNATIONAL PACKAGE & LOCAL UK, POLICY #ZPP21N7297A17GC		I0019	☒	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 26 WORKERS COMPENSATION, POLICY #TC2JUB-1112L96-A-14		I0032	☒	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 27 WORKERS COMPENSATION, POLICY #TC2JUB-1116L01-7-15		I0034	☒	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 28 WORKERS COMPENSATION, POLICY #TRJUB-1113L14-4-14		I0033	☒	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 29 WORKERS COMPENSATION, POLICY #TRJUB-1116L02-9-15		I0035	☒	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 30 SIDE A D&O, POLICY #14-MGU-16-A40921		I0027	☒	U.S. SPECIALTY	13404 NW FREEWAY HOUSTON, TX 77040

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Other

2. 31	RENTAL AGREEMENT	C0018	☐	KRYSTAL KLEER LLC	598 POMEROY AVENUE MERIDEN, CT 06450
2. 32	RENTAL AGREEMENT	C0019	☐	KRYSTAL KLEER LLC	598 POMEROY AVENUE MERIDEN, CT 06450
2. 33	EQUIPMENT SATISFACTION AGREEMENT	C0017	☐	NETWORK IMAGING	122 SPRING STREET SOUTHINGTON, CT 06489

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Real Property Lease

2. 34	LEASE AMENDMENT BETWEEN PALMER REDEVELOPMENT, LLC & MUSTANG MOTORCYCLE PRODUCTS, LLC	L0012	☐	PALMER REDEVELOPMENT, LLC	ONE MAIN STREET WHITINSVILLE, MA 01588
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Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Service Agreement

2. 35	DESIGN AGREEMENT	C1024	☐	DAVID PEREWITZ	910 PLYMOUTH STREET BRIDGEWATER, MA 02324
2. 36	DESIGN AGREEMENT	C1025	☐	FRED KODLIN	RUDOLF-DIESEL-STRABE 1 RUDOLF-DIESEL STR.1 BORKEN 34582 GEORGIA
2. 37	DESIGN AGREEMENT	C1026	☐	JOHN SHOPE	23047 N. 15TH LANE PHOENIX, AZ 85027

Mustang Motorcycle Products, LLC

Case Number: 17-12453

Schedule G: Executory Contracts and Unexpired Leases

TOTAL NUMBER OF CONTRACTS: 37

Specific Notes Regarding Schedule H

1. **Co-Debtors.** In the ordinary course of their business, the Debtors pay certain expenses on behalf of their subsidiaries. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their rights to amend Schedule H to the extent that additional guarantees are identified or such guarantees are discovered to have expired or become unenforceable.

In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation and claims arising out of certain ordinary course of business transactions. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are contingent, disputed, and/or unliquidated, such claims have not been set forth individually on Schedule H. However, some such claims may be listed elsewhere in the Schedules and Statements.

Mustang Motorcycle Products, LLC

Case Number:

17-12453

Schedule H: Codebtors**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	Column 2	Applicable Schedule		
Codebtor Name and Mailing Address	Creditor Name	D	E/F	G
2.1 SEE EXHIBIT H		☐	☐	☐

Total Number of Co-Debtor / Creditor rows: 1

EXHIBIT H - Codebtor Matrix

LID	Legal Entity Name	Nature of Business	ABL Facility ⁽¹⁾	First Lien Term Loan ⁽²⁾	Second Lien Secured Notes ⁽³⁾
1	Velocity Holding Company, Inc.	Holding Company	X	X	X
2	Velocity Pooling Vehicle, LLC	Holding Company	X	X	X
3	Ed Tucker Distributor, Inc.	Holding Company	X	X	X
7	Tucker Rocky Corporation, Inc.	Operating	X	X	X
5	Tucker-Rocky Georgia, LLC	Non-Operating			
4	Ralco Holdings, Inc.	Holding Company	X	X	X
6	Rally Holdings, LLC	Holding Company	X	X	X
8	Motorsport Aftermarket Group, Inc.	Holding Company	X	X	X
9	DFR Acquisition Corporation	Operating	X	X	X
10	J&P Cycles, LLC	Operating	X	X	X
11	Kuryakyn Holdings, LLC	Operating	X	X	X
12	MAG Creative Group, LLC	Operating	X	X	X
13	MAGNET Force, LLC	Operating	X	X	X
14	Motorcycle Superstore, Inc.	Operating	X	X	X
15	Motorcycle USA, LLC	Non-Operating	X	X	X
16	Mustang Motorcycle Products, LLC	Operating	X	X	X
17	Performance Machine, LLC	Operating	X	X	X
18	Renthal America, Inc.	Operating	X	X	X
19	V&H Performance, LLC	Operating	X	X	X

Notes:

(1) A \$110 million of principal amount and letter of credit facilities (the "ABL Facility"), governed by a revolving credit agreement (the "ABL Credit Agreement") with Wells Fargo Bank, N.A. serving as successor administrative agent to GECC, and the lenders party thereto. The ABL Facility is a first lien revolving credit facility guaranteed by Velocity and each of its domestic subsidiaries and is secured by first liens on substantially all of the Borrowers' personal property, equity holdings and intellectual property rights, subject to the Prepetition Intercreditor Agreement.

(2) \$295 million in aggregate principal amount of first lien term facility with a maturity date of May 14, 2021 (the "First Lien Term Loan"), with Wilmington Trust, N.A. serving as successor administrative agent to Credit Suisse A.G., and the lenders party thereto. The First Lien Term Loan is guaranteed by Velocity and each of its domestic subsidiaries and is secured by first liens on substantially all of the Borrowers' personal property, equity holdings, and intellectual property rights, subject to the Prepetition Intercreditor Agreement.

(3) \$85 million in aggregate principal amount of second lien term facility (the "Second Lien Term Loan"), governed by an indenture among Velocity, its domestic subsidiaries, and Medley Capital LLC, as successor administrative agent to Credit Suisse A.G., and the lenders party thereto. The Second Lien Secured Notes mature on May 14, 2022 and are secured by second liens on substantially all of the Borrowers' personal property, equity holdings, and intellectual property rights, subject to Prepetition Intercreditor Agreement.

Fill in this information to identify the case:

Debtor Name: Mustang Motorcycle Products, LLC

United States Bankruptcy Court for the: FOR THE DISTRICT OF DELAWARE

Case Number (if known): 17-12453

☐

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

\$168,305

1b. Total personal property:

Copy line 91A from Schedule A/B

\$1,800,429

+

1c. Total of all property:

Copy line 92 from Schedule A/B

\$1,968,733

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

\$435,747,414

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 6a of Schedule E/F

\$0

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 6b of Schedule E/F

\$233,589

+

4. Total liabilities

Lines 2 + 3a + 3b

\$435,981,003

Fill in this information to identify the case and this filing:

Debtor Name: Mustang Motorcycle Products, LLC

United States Bankruptcy Court for the: FOR THE DISTRICT OF DELAWARE

Case Number (if known): 17-12453

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 _____
- ☐ Other document that requires a declaration _____

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

Executed on: January 16, 2018

Signature: /s/ Tony Vacchiano

Tony Vacchiano, Chief Financial Officer

Name and Title