

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

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

SCHEDULES OF ASSETS AND LIABILITIES FOR

Velocity Holding Company, Inc.

Case No: 17-12442

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

In re:

VELOCITY HOLDING COMPANY, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 17-12442 (KJC)
)
) (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”) comprise an integral part of the Schedules and Statements, and should be referred to and considered about 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.

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, 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 October 31, 2017 are reflected on the Schedules and Statements. Exceptions to this include operating cash and certain other assets. Operating cash is presented as 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 may have excluded certain 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. **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 E/F.

11. **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.

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

13. **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. 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").

14. **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.

15. **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.

16. **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. 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. In addition, certain contracts may be listed with expiration dates prior to the Petition Date. The listing of such is not an admission or determination that a contract has expired as many include evergreen clauses

and other continuity provisions that impact the term of the agreement. To the extent that the contract does not include an expiration date, the notation “None Listed” has been put in its place in Schedule G.

17. **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.

18. **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.

19. **Fiscal Year.** Each Debtor’s fiscal year ends on December 31.

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

21. **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.

22. **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/B-15 or Statement 25 contains a listing of the current capital structure of the Debtors and includes ownership interests.

23. **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.

24. **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.

25. **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) immediate family 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.

26. **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. 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.

27. **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 payments 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.

28. **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. **Schedule 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. While the Debtors have attempted to value the goods received within the 20 days prior to filing relative to the Schedules of Assets and Liabilities, payments made under the authority of the Court or receipt of additional information identifying goods received within the 20 days prior to filing may impact the estimates included herein.
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.

Velocity Holding Company, Inc.

Case Number:

17-12442

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			
3. Checking, savings, money market, or financial brokerage accounts (Identify all)			
3.1			
4. Other cash equivalents (Identify all)			
4.1			

5. **Total of Part 1.**

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

<div></div>

Velocity Holding Company, Inc.

Case Number:

17-12442

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	SPRINGLEAF FINANCIAL SERVICES - RENT SECURITY DEPOSIT	\$30,084
7.2	TRAVELERS INSURANCE - WORKERS COMP LT DEPOSIT	\$112,265

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

Description, including name of holder of prepayment

8.1	09/26/2016 VHH 2014 CA WITHHOLDING	\$6,307
8.2	09/26/2016 VHH 2014 CA WITHHOLDING	\$125
8.3	A/R TAX REFUND (12400)	\$491,447
8.4	ALABAMA DEPT OF REVENUE	\$7,500
8.5	ALABAMA DEPT OF REVENUE	\$3,400
8.6	ALABAMA DEPT OF REVENUE	\$473
8.7	ALABAMA DEPT OF REVENUE ETD AL PRIVILEGE TAX 2015	\$367
8.8	ARIZONA DEPT OF REVENUE	\$76
8.9	ATLASSIAN	\$9,333
8.10	AVAYA INC.	\$64,439
8.11	BURWOOD GROUP INC	\$20,263
8.12	BURWOOD GROUP INC	\$6,019
8.13	BURWOOD GROUP INC	\$2,294
8.14	CALIFORNIA FRANCHISE TAX BOARD	\$800
8.15	CALIFORNIA FRANCHISE TAX BOARD	\$800
8.16	CALIFORNIA FRANCHISE TAX BOARD	\$800
8.17	CALIFORNIA FRANCHISE TAX BOARD	\$800
8.18	CCH	\$2,260

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.19	CITRIX SYSTEMS, INC	\$7,088
8.20	CITRIX SYSTEMS, INC	\$2,919
8.21	CITY OF CANTON INCOME TAX DEPT.	\$700
8.22	CITY OF CHILLICOTHE DEPT. OF TAX	\$100
8.23	CITY OF PORTLAND	\$400
8.24	CITY OF PORTLAND	\$200
8.25	CITY OF PORTLAND	\$200
8.26	CITY OF UPPER SANDUSKY INCOME TAX	\$700
8.27	CITY TREASURER COLUMBUS	\$600
8.28	COLUMBUS INCOME TAX DIVISION	\$200
8.29	COMMONWEALTH OF MASSACHUSETT	\$18,000
8.30	COMMONWEALTH OF MASSACHUSETTS	\$8,000
8.31	COMMONWEALTH OF MASSACHUSETTS	\$7,400
8.32	COMMONWEALTH OF MASSACHUSETTS	\$7,400
8.33	COMMONWEALTH OF MASSACHUSETTS	\$7,089
8.34	COMPTROLLER OF MARYLAND	\$7,500
8.35	COMPTROLLER OF MARYLAND	\$6,000
8.36	COMPTROLLER OF MARYLAND	\$4,800
8.37	COMPTROLLER OF MARYLAND	\$4,500
8.38	COMPTROLLER OF MARYLAND	\$3,400
8.39	COMPTROLLER OF MARYLAND	\$3,000
8.40	COMPTROLLER OF MARYLAND ETD MARYLAND ESTIMATE 2016	\$5,000
8.41	COMPTROLLER OF PUBLIC ACCOUNTANTS	\$80,000
8.42	COMPTROLLER OF PUBLIC ACCOUNTS	\$16,114
8.43	CONNECTICUT CORP BUS TAX	\$2,000
8.44	CONNECTICUT CORP BUS TAX	\$2,000
8.45	CORPORATION INCOME TAX SECTION	\$3,000
8.46	DEPT OF FINANCE & ADMINISTRATION	\$3,500
8.47	DEPT OF FINANCE & ADMINISTRATION	\$2,000

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.48	EPLUS TECHNOLOGY INC.	\$7,648
8.49	EPLUS TECHNOLOGY INC.	\$3,212
8.50	FLORIDA DEPARTMENT OF REVENUE	\$30,800
8.51	FLORIDA DEPARTMENT OF REVENUE	\$9,000
8.52	FRANCHISE TAX BOARD	\$12,590
8.53	FRANCHISE TAX BOARD	\$11,790
8.54	FRANCHISE TAX BOARD	\$11,790
8.55	FRANCHISE TAX BOARD	\$11,790
8.56	FRANCHISE TAX BOARD	\$11,790
8.57	FRANCHISE TAX BOARD	\$11,790
8.58	FRANCHISE TAX BOARD	\$8,800
8.59	FRANCHISE TAX BOARD	\$6,800
8.60	FRANCHISE TAX BOARD	\$6,800
8.61	FRANCHISE TAX BOARD	\$6,400
8.62	FRANCHISE TAX BOARD	\$6,000
8.63	FRANCHISE TAX BOARD	\$6,000
8.64	FRANCHISE TAX BOARD	\$6,000
8.65	FRANCHISE TAX BOARD	\$6,000
8.66	FRANCHISE TAX BOARD	\$5,790
8.67	FRANCHISE TAX BOARD	\$5,790
8.68	FRANCHISE TAX BOARD	\$3,200
8.69	FRANCHISE TAX BOARD	\$2,500
8.70	FRANCHISE TAX BOARD	\$2,500
8.71	FRANCHISE TAX BOARD	\$2,500
8.72	FRANCHISE TAX BOARD	\$2,500
8.73	FRANCHISE TAX BOARD	\$1,700
8.74	FRANCHISE TAX BOARD	\$800
8.75	FRANCHISE TAX BOARD	\$800
8.76	FRANCHISE TAX BOARD	\$800

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.77	FRANCHISE TAX BOARD	\$800
8.78	FRANCHISE TAX BOARD	\$800
8.79	FRANCHISE TAX BOARD	\$800
8.80	FRANCHISE TAX BOARD	\$800
8.81	FRANCHISE TAX BOARD	\$800
8.82	FRANCHISE TAX BOARD	\$800
8.83	FRANCHISE TAX BOARD	\$800
8.84	FRANCHISE TAX BOARD	\$800
8.85	FRANCHISE TAX BOARD	\$800
8.86	FRANCHISE TAX BOARD	\$800
8.87	FRANCHISE TAX BOARD	\$800
8.88	FRANCHISE TAX BOARD	\$800
8.89	FRANCHISE TAX BOARD RALLY CA RETURN 2015	\$800
8.90	FRANCHISE TAX BOARD VELOCITY CA ESTIMATE 2016	\$3,200
8.91	FRANCHISE TAX BOARD VHH	\$800
8.92	FRANCHISE TAX BOARD VHP CA RETURN 2015	\$5,790
8.93	GBH COMMUNICATIONS	\$11,725
8.94	GEORGIA DEPARTMENT OF REVENUE	\$10,000
8.95	GEORGIA DEPARTMENT OF REVENUE	\$7,000
8.96	GEORGIA DEPARTMENT OF REVENUE	\$4,700
8.97	GEORGIA DEPARTMENT OF REVENUE ETD GEORGIA ESTIMATE 2016	\$8,000
8.98	GLOBALVIEW ADVISORS	\$31,000
8.99	GTC SYSTEMS	\$561
8.100	GTC SYSTEMS - PLATINUM IT SUPPORT	\$6,750
8.101	GTC SYSTEMS - PLATINUM IT SUPPORT	\$4,399
8.102	GUARDIAN NETWORK SOLUTIONS	\$464
8.103	HAWAII DEPARTMENT OF TAXATION	\$2,700
8.104	HAWAII DEPARTMENT OF TAXATION	\$500
8.105	IDAHO STATE TAX COMMISSION	\$30

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.106	INDIANA DEPARTMENT OF REVENUE	\$6,500
8.107	INDIANA DEPARTMENT OF REVENUE	\$5,500
8.108	INDIANA DEPARTMENT OF REVENUE	\$5,000
8.109	INDIANA DEPARTMENT OF REVENUE	\$4,500
8.110	INDIANA DEPARTMENT OF REVENUE MAG IN RETURN 2015	\$5,032
8.111	INDIANA DEPT OF REVENUE	\$15,301
8.112	INDIANA DEPT OF REVENUE	\$10,900
8.113	INDIANA DEPT OF REVENUE	\$9,000
8.114	INDIANA DEPT OF REVENUE	\$4,732
8.115	INDIANA DEPT OF REVENUE	\$4,300
8.116	INDIANA DEPT OF REVENUE 1.00 PROCESSING FEE FOR ONLINE PAYMENT	\$1
8.117	INDIANA DEPT OF REVENUE 1.00 PROCESSING FEE FOR ONLINE PAYMENT	\$1
8.118	INDIANA DEPT OF REVENUE ETD IN ESTIMATE 2016	\$7,000
8.119	INDIANA DEPT OF REVENUE MAG IN ESTIMATE 2016	\$2,300
8.120	INFO-TECH RESEARCH GROUP	\$10,000
8.121	IOWA DEPT OF REVENUE	\$22,100
8.122	IOWA DEPT OF REVENUE	\$15,200
8.123	IOWA DEPT OF REVENUE	\$10,000
8.124	IOWA DEPT OF REVENUE	\$5,500
8.125	IOWA DEPT OF REVENUE	\$4,500
8.126	IOWA DEPT OF REVENUE	\$2,498
8.127	IOWA DEPT OF REVENUE ETD IA RETURN 2015	\$20,844
8.128	IOWA DEPT OF REVENUE ETD IOWA ESTIMATE 2016	\$15,000
8.129	IOWA DEPT OF REVENUE MAG IOWA ESTIMATE 2016	\$2,500
8.130	IT SAVVY	\$3,344
8.131	IT SAVVY	\$1,278
8.132	KENTUCKY DEPT OF REVENUE	\$3,800
8.133	KENTUCKY DEPT OF REVENUE	\$3,500
8.134	KENTUCKY DEPT OF REVENUE	\$1,400

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.135	KENTUCKY DEPT OF REVENUE MAG KENTUCKY ESTIMATE 2016	\$2,100
8.136	KENTUCKY STATE TREASURER	\$2,400
8.137	KENTUCKY STATE TREASURER MAG KY RETURN 2015	\$2,506
8.138	LEGAL RETAINERS RECLASSIFIED FROM COR A/P	\$1,090,874
8.139	LOUISIANAN DEPT OF REVENUE	\$7,000
8.140	LOUISIANAN DEPT OF REVENUE	\$7,000
8.141	LOUISVILLE/JEFFERSON COUNTY MET	\$2,400
8.142	LOUISVILLE/JEFFERSON COUNTY MET	\$1,000
8.143	LOUISVILLE/JEFFERSON COUNTY MET	\$179
8.144	LOUISVILLE/JEFFERSON COUNTY METR	\$5,000
8.145	MASSACHUSETTS DEPARTMENT OF REV	\$15,000
8.146	MASSACHUSETTS DEPARTMENT OF REV VELOCITY MA ESTIMATE 2016	\$6,000
8.147	MASSACHUSETTS DEPARTMENT OF REVMASS CORP ESTIMATED TAX	\$6,500
8.148	MICROSOFT ENTERPRISE AGREEMENT	\$56,126
8.149	MICROSOFT ENTERPRISE AGREEMENT	\$20,520
8.150	MINNESOTA REVENUE	\$2,800
8.151	MINNESOTA REVENUE VHH MN RETURN 2015	\$50
8.152	MISSOURI DEPARTMENT OF REVENUE	\$3,300
8.153	MISSOURI DEPARTMENT OF REVENUE	\$215
8.154	MISSOURI DEPARTMENT OF REVENUE MAG MO RETURN 2015	\$1,207
8.155	MONTANA DEPARTMENT OF REVENUE	\$200
8.156	MONTANA DEPARTMENT OF REVENUE	\$100
8.157	MOTORCYCLE INDUSTRY COUNCIL	\$2,183
8.158	MVP SYSTEMS SOFTWARE, INC	\$2,042
8.159	NEVADA DEPARTMENT OF TAXATION	\$4,547
8.160	NEW JERSEY DIVISION OF TAXATION	\$14,800
8.161	NEW JERSEY DIVISION OF TAXATION	\$6,000
8.162	NEW MEXICO TAXATION AND REVENUE	\$900
8.163	NEW MEXICO TAXATION AND REVENUE	\$300

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.164	NEW YORK STATE CORPORATION TAXATION	\$200
8.165	NH DRA	\$700
8.166	NORTH CAROLINA DEPT OF REVENUE	\$4,000
8.167	NORTH CAROLINA DEPT OF REVENUE	\$4,000
8.168	NORTH CAROLINA DEPT OF REVENUE	\$3,000
8.169	NORTH CAROLINA DEPT OF REVENUE	\$2,900
8.170	NORTH CAROLINA DEPT OF REVENUE	\$2,200
8.171	NORTH CAROLINA DEPT OF REVENUE ETD NORTH CAROLINA ESTIMATE 2016	\$4,000
8.172	OKLAHOMA TAX COMMISSION	\$5,000
8.173	OREGON DEPARTMENT OF REVENUE	\$9,500
8.174	OREGON DEPARTMENT OF REVENUE	\$3,750
8.175	OREGON DEPARTMENT OF REVENUE	\$3,700
8.176	OREGON DEPARTMENT OF REVENUE	\$3,700
8.177	OREGON DEPARTMENT OF REVENUE	\$1,000
8.178	OREGON DEPARTMENT OF REVENUE	\$300
8.179	OREGON DEPARTMENT OF REVENUE VELOCITY OR ESTIMATE 2016	\$3,800
8.180	PA DEPARTMENT OF REVENUE	\$26,900
8.181	PA DEPARTMENT OF REVENUE	\$24,900
8.182	PA DEPARTMENT OF REVENUE	\$22,500
8.183	PA DEPARTMENT OF REVENUE	\$389
8.184	PA DEPARTMENT OF REVENUE	\$387
8.185	PA DEPARTMENT OF REVENUE	\$363
8.186	PA DEPARTMENT OF REVENUE	\$332
8.187	PA DEPARTMENT OF REVENUE	\$262
8.188	PA DEPARTMENT OF REVENUE	\$258
8.189	PA DEPARTMENT OF REVENUE	\$100
8.190	PA DEPARTMENT OF REVENUE	\$47
8.191	PA DEPARTMENT OF REVENUE	\$40
8.192	PA DEPARTMENT OF REVENUE	\$34

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.193	PA DEPARTMENT OF REVENUE	\$31
8.194	PA DEPARTMENT OF REVENUE	(\$5,003)
8.195	PA DEPARTMENT OF REVENUE EST. Q3 CORP TAX	\$2,900
8.196	PA DEPARTMENT OF REVENUE ETD PA ESTIMATE 2016	\$26,000
8.197	PA DEPARTMENT OF REVENUE MAG PA ESTIMATE 2016	\$4,300
8.198	PA DEPARTMENT OF REVENUE MSS PA RETURN 2015	\$5,031
8.199	PENNSYLVANIA CORPORATE INCOME TAX EXTENSION	\$18,000
8.200	PENNSYLVANIA CORPORATE INCOME TAX EXTENSION	\$6,700
8.201	PENNSYLVANIA FOREIGN FRANCHISE TAX EXTENSION	\$1
8.202	PREMIER GROUP	\$3,119
8.203	PREPAID INSURANCE (SENTRY, IPFS, GALLAGHER, LACY)	\$20,429
8.204	QUALYS	\$6,394
8.205	QUALYS	\$6,203
8.206	REGIONAL INCOME TAX AGENCY	\$100
8.207	RENOVO	\$6,444
8.208	RITA	\$200
8.209	RKL ESOLUTIONS, LLC	\$14,481
8.210	SAGE SOFTWARE INC.	\$1,798
8.211	SIRIUS COMPUTER SOLUTIONS	\$49,019
8.212	SIRIUS COMPUTER SOLUTIONS	\$36,998
8.213	SIRIUS COMPUTER SOLUTIONS	\$35,521
8.214	SIRIUS COMPUTER SOLUTIONS	\$15,097
8.215	SIRIUS COMPUTER SOLUTIONS	\$13,019
8.216	SIRIUS COMPUTER SOLUTIONS	\$12,569
8.217	SIRIUS COMPUTER SOLUTIONS	\$2,542
8.218	SOLARWINDS	\$1,084
8.219	SOLARWINDS	\$1,018
8.220	SOLARWINDS	\$718
8.221	SOUTH CAROLINA DEPT OF REVENUE	\$6,200

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.222	SOUTH CAROLINA DEPT OF REVENUE	\$6,000
8.223	SOUTH CAROLINA DEPT OF REVENUE	\$5,600
8.224	SOUTH CAROLINA DEPT OF REVENUE	\$4,500
8.225	SOUTH CAROLINA DEPT OF REVENUE	\$1,000
8.226	SOUTH CAROLINA DEPT OF REVENUE ETD SOUTH CAROLINA ESTIMATE 2016	\$4,000
8.227	STANDARD & POORS DEBT RATING	\$30,208
8.228	STATE OF CALIFORNIA ECONOMIC DEVELOPMENT DEPT.	\$22,723
8.229	STATE OF CALIFORNIA ECONOMIC DEVELOPMENT DEPT.	(\$22,723)
8.230	STATE OF COLORADO DEPARTMENT	\$26,000
8.231	STATE OF COLORADO DEPARTMENT OF	\$17,300
8.232	STATE OF COLORADO DEPARTMENT OF	\$13,600
8.233	STATE OF COLORADO DEPARTMENT OF	\$9,000
8.234	STATE OF NEW HAMPSHIRE	\$1,000
8.235	STATE OF NJ DIV OF TAXATION REV	\$7,000
8.236	STATE OF NJ DIV OF TAXATION REV ETD NJ ESTIMATE 2016	\$8,000
8.237	STATE OF NJ DIV OF TAXATION REVENUE	\$11,000
8.238	STATE OF NJ DIV OF TAXATION REVNJ STATE ESTIMATED TAX 2016	\$7,500
8.239	TENNESSEE DEPT OF REVENUE	\$5,000
8.240	TENNESSEE DEPT OF REVENUE	\$4,000
8.241	TENNESSEE DEPT OF REVENUE ETD TN ESTIMATE 2016	\$4,000
8.242	TENNESSEE FRANCHISE TAX EXTENSION	\$5,000
8.243	TEXAS FRANCHISE TAX BOARD	\$58,000
8.244	TREASURER	\$9,300
8.245	TREASURER	\$5,000
8.246	TREASURER	\$2,000
8.247	TREASURER	\$1,000
8.248	UNITED STATES TREASURY	\$800
8.249	UTAH STATE TAX COMMISSION	\$134
8.250	VHH INCOME TAX ADJUSTMENTS	(\$616,997)

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

8.251	VIRGINIA CORP BUS TAX	\$7,000
8.252	VIRGINIA DEPARTMENT OF TAXATI MAG VA ESTIMATE 2016	\$3,200
8.253	VIRGINIA DEPARTMENT OF TAXATION	\$5,000
8.254	VIRGINIA DEPARTMENT OF TAXATION	\$3,100
8.255	VIRGINIA DEPARTMENT OF TAXATION	\$1,800
8.256	VIRGINIA DEPARTMENT OF TAXATION	\$1,700
8.257	VIRGINIA DEPARTMENT OF TAXATION	\$1,612
8.258	VIRGINIA DEPARTMENT OF TAXATION ETD VA ESTIMATE 2016	\$5,000
8.259	VIRGINIA DEPARTMENT OF TAXATION MAG VA RETURN 2015	\$5,957
8.260	VIRGINIA DEPARTMENT OF TAXATION Q3 EST. CORP TAX	\$3,100
8.261	WISCONSIN DEPARTMENT OF REVENUE	(\$175)
8.262	WISCONSIN DEPARTMENT OF REVENUE	\$200
8.263	WISCONSIN DEPARTMENT OF REVENUE	\$175
8.264	WISCONSIN DEPARTMENT OF REVENUE	\$144

9. Total of Part 2**\$2,826,279**

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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:	_____	- _____	= _____
11b. Over 90 days old:	_____	- _____	= _____
11c. All accounts receivable:	_____	- _____	= _____
12. Total of Part 3			<div style="border: 1px solid black; height: 20px; width: 100%;"></div>

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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 IC RECEIVABLE - DFR ACQUISITION CORP.	NET BOOK VALUE	\$406,877
15.2 IC RECEIVABLE - ED TUCKER DISTRIBUTOR, INC.	NET BOOK VALUE	\$13,137,965
15.3 IC RECEIVABLE - J&P CYCLES, LLC	NET BOOK VALUE	\$2,420,741
15.4 IC RECEIVABLE - KURYAKYN HOLDINGS, LLC	NET BOOK VALUE	\$847,107
15.5 IC RECEIVABLE - MAG CREATIVE GROUP, LLC	NET BOOK VALUE	\$103,446
15.6 IC RECEIVABLE - MAGNET FORCE, LLC	NET BOOK VALUE	\$138,952
15.7 IC RECEIVABLE - MOTORCYCLE SUPERSTORE, INC.	NET BOOK VALUE	\$5,991,587
15.8 IC RECEIVABLE - MOTORCYCLE USA, LLC	NET BOOK VALUE	\$22,027
15.9 IC RECEIVABLE - MUSTANG MOTORCYCLE PRODUCTS, LLC	NET BOOK VALUE	\$999,994
15.10 IC RECEIVABLE - PERFORMANCE MACHINE, LLC	NET BOOK VALUE	\$1,727,463
15.11 IC RECEIVABLE - RENTHAL AMERICA, INC.	NET BOOK VALUE	\$34,354
15.12 IC RECEIVABLE - RENTHAL LIMITED	NET BOOK VALUE	\$704,504
15.13 IC RECEIVABLE - V&H PERFORMANCE, LLC	NET BOOK VALUE	\$5,079,605
15.14 INVESTMENT IN SUBS (OWNERSHIP: 100%) - VELOCITY POOLING VEHICLE, LLC	NET BOOK VALUE	UNDETERMINED

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule A/B: Assets — Real and Personal Property

Part 4: Investments

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.

\$31,614,622

Velocity Holding Company, Inc.

Case Number:

17-12442

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 _____	_____	_____	_____	_____
20. Work in progress				
20.1 _____	_____	_____	_____	_____
21. Finished goods, including goods held for resale				
21.1 _____	_____	_____	_____	_____
22. Other Inventory or supplies				
22.1 _____	_____	_____	_____	_____

23. Total of Part 5

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

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

☐ No☐ Yes

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

☐ No☐ Yes. Book Value _____ Valuation method _____ Current value _____

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

☐ No☐ Yes

Velocity Holding Company, Inc.

Case Number:

17-12442

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.

--

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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
---------------------	---	---	------------------------------------

39. Office furniture

39.1 _____

40. Office fixtures

40.1 _____

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

41.1 _____

42. Collectibles

42.1 _____

43. Total of Part 7

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

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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 _____

48. Watercraft, trailers, motors, and related accessories

Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____

49. Aircraft and accessories

49.1 _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

50.1 _____

51. Total of Part 8

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

--

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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
55.1 651 CANYON DRIVE, SUITE 300, COPPELL, TX	LEASE		STRAIGHT LINE	\$0

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

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.

\$0

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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 _____			
61. Internet domain names and websites			
61.1 _____			
62. Licenses, franchises, and royalties			
62.1 _____			
63. Customer lists, mailing lists, or other compilations			
63.1 _____			
64. Other intangibles, or intellectual property			
64.1 _____			
65. Goodwill			
65.1 _____			
66. Total of Part 10			
Add lines 60 through 65. Copy the total to line 89.			

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

- ☐ No
- ☐ Yes

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

- ☐ No
- ☐ Yes

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

- ☐ No
- ☐ Yes

Velocity Holding Company, Inc.

Case Number:

17-12442

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 Valuation Allowance-CDTA _____	\$3,647
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 _____	

Velocity Holding Company, Inc.

Case Number:

17-12442

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.

\$3,647

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

☒ No

☐ Yes

Velocity Holding Company, Inc.

Case Number:

17-12442

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.	\$0		
81. Deposits and prepayments. Copy line 9, Part 2.	\$2,826,279		
82. Accounts receivable. Copy line 12, Part 3.	\$0		
83. Investments. Copy line 17, Part 4.	\$31,614,622		
84. Inventory. Copy line 23, Part 5.	\$0		
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.	\$0		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0		
88. Real property. Copy line 56, Part 9.		\$0	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$3,647		
91. Total. Add lines 80 through 90 for each column.	a. \$34,444,548	b. \$0	
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$34,444,548

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 also has a letter of credit that is included 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.

Velocity Holding Company, Inc.

Case Number:

17-12442

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	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 5/14/2014 PROPERTY DESCRIPTION: SECOND LIEN TERM LOAN (PRINCIPAL AND INTEREST)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$85,971,439	UNDETERMINED
2.2 WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 5/14/2014 PROPERTY DESCRIPTION: REVOLVING CREDIT FACILITY (PRINCIPAL AND INTEREST)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$62,622,818	UNDETERMINED
2.3 WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 5/14/2014 PROPERTY DESCRIPTION: FIRST LIEN TERM LOAN (PRINCIPAL AND INTEREST)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$287,153,157	UNDETERMINED

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 5/14/2014 PROPERTY DESCRIPTION: UCC LIEN #201400003944714	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.5 WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 9/2/2016 PROPERTY DESCRIPTION: UCC LIEN #201600006783659	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.6 WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT 60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 5/15/2014 PROPERTY DESCRIPTION: UCC LIEN #201400003982827	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
UCC Liens Total:								\$0	

Velocity Holding Company, Inc.

Case Number:

17-12442

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

Velocity Holding Company, Inc.

Case Number:

17-12442

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
--------------------------	---	--

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 Part 1 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 as of the Petition Date, irrespective of payments subsequently made under the authority of the Court.

Schedule E/F Part 2 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.

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. The respective intercompany accounts payable and accounts receivable are listed at the estimated net amount due to/due from the debtor as of the Petition Date on Schedule E/F for each Debtor.

Velocity Holding Company, Inc.

Case Number: 17-12442

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
Other Taxes and Fees							
2.1 ARIZONA DEPT OF REVENUE PO BOX 29085 PHOENIX, AZ 85038	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.2 HAWAII DEPT OF TAXATION PO BOX 259 HONOLULU, HI 96809	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.3 IDAHO STATE TREASURER'S OFFICE 700 W JEFFERSON ST. E-126 BOISE, ID 83720	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.4 ILLINOIS ST TREASURER 100 W RANDOLPH ST SUITE 15-600 CHICAGO, IL 60601	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.5 KANSAS STATE TREASURER 900 SW JACKSON ST. SUITE 201 TOPEKA, KS 66612	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.6 MASSACHUSETTS DEPART OF REVENUE PO BOX 7062 BOSTON, MA 2204	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.7 MINNESOTA DEPARTMENT OF COMMERCE 85 7TH PL E #280 ST. PAUL, MN 55101	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.8 MONTANA DEPT OF REVENUE P.O. BOX 6308 HELENA, MT 59604	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.9 NEW YORK STATE CORPORATION TAX PO BOX 4136 BINGHAMTON, NY 13902	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.10 OFFICE OF STATE TAX COMMISSIONER 600 E BOULEVARD AVE BISMARCK, ND 58505	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED

Velocity Holding Company, Inc.

Case Number: 17-12442

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
Other Taxes and Fees							
2.11 OREGON DEPARTMENT OF STATE LANDS 775 SUMMER ST. NE SUITE 100 SALEM, OR 97301	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.12 STATE BOARD OF EQUALIZATION P.O. BOX 942879 SACRAMENTO, CA 94279	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.13 STATE OF ALASKA 550 W. SEVENTH AVE 600 CHARLOTTE AVENUE ANCHORAGE, AK 99501	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.14 STATE OF MICHIGAN CORPORATE INC TAX DIV MICHIGAN DEPT OF TREASURY LANSING, MI 48956	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.15 STATE OF NEW MEXICO TAX & REV DEPT 1100 SOUTH ST. FRANCIS DR. SANTA FE, NM 87504	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.16 STATE OF WEST VIRGINIA-WVSTO 10 HALE ST 3RD FLOOR CHARLESTON, WV 25301	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.17 TAX COLLECTOR, MULTNOMAH, CO. P.O. BOX 2716 PORTLAND, OR 97208	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.18 TEXAS STATE COMPTROLLER 111 E 17TH ST. AUSTIN, TX 78774	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.19 TREASURER STATE OF MAINE 11 SEWALL ST. 3RD FLOOR AUGUSTA, ME 4333	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.20 TREASURER, ST OF NEW HAMPSHIRE 25 CAPITOL ST. ROOM 121 CONCORD, NH 3301	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.21 TREASURER, STATE OF CONNECTICUT 55 ELM ST. # 2 HARTFORD, CT 6106	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED

Velocity Holding Company, Inc.

Case Number: 17-12442

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>Other Taxes and Fees</u>							
2.22 UTAH STATE TREASURER P.O. BOX 142315 SALT LAKE CITY, UT 84114	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.23 WISCONSIN DEPT OF REVENUE PO BOX 930208 MILWAUKEE, WI 53293	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
Other Taxes and Fees Total:						\$0	UNDETERMINED

Velocity Holding Company, Inc.

Case Number: 17-12442

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	UNDETERMINED
-----	--------------

Velocity Holding Company, Inc.

Case Number: 17-12442

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
IC Payable							
3.1 MOTORSPORT AFTERMARKET GROUP, INC. 17771 MITCHELL N IRVINE, CA 92614	VARIOUS ACCOUNT NO.: 0015	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$26,609,108
3.2 VELOCITY POOLING VEHICLE, LLC 651 CANYON DRIVE, SUITE 100 COPPELL, TX 75019	VARIOUS ACCOUNT NO.: 0017	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$766,081
IC Payable Total:							\$27,375,189

Velocity Holding Company, Inc.

Case Number: 17-12442

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
--	---	---	---	---	--------------------	--------	-----------------

Other Liabilities

3.3	MANAGEMENT FEE ACCRUED FOR LACY DISTRIBUTION, INC. 54 MONUMENT CIRCLE, SUITE 800 INDIANAPOLIS, IN 46204	VARIOUS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Other Liabilities	<input type="checkbox"/>	\$0
		ACCOUNT NO.: NONE						
3.4	MANAGEMENT FEE ACCRUED FOR LEONARD GREEN & PARTNERS, L.P. 11111 SANTA MONICA BOULEVARD	VARIOUS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Other Liabilities	<input type="checkbox"/>	\$0
		ACCOUNT NO.: NONE						

Other Liabilities Total: **\$0**

Velocity Holding Company, Inc.

Case Number: 17-12442

Schedule E/F: Creditors Who Have Unsecured Claims

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

Total: All Creditors with NONPRIORITY Unsecured Claims

\$27,375,189

Velocity Holding Company, Inc.

Case Number:

17-12442

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

4.1 NONE

Velocity Holding Company, Inc.

Case Number:

17-12442

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. + \$27,375,189

5c. Total of Parts 1 and 2

5c. \$27,375,189

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 may have been assigned to, assumed by, or otherwise transferred to certain of the Debtors in connection with, among other things, acquisitions by the Debtors.

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.

Certain contracts may be listed with expiration dates prior to the Petition Date. The listing of such is not an admission or determination that a contract has expired as many include evergreen clauses and other continuity provisions that impact the term of the agreement. To the extent that the contract does not include an expiration date, the notation "Not Listed" has been put in its place in Schedule G.

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.

Velocity Holding Company, Inc.

Case Number:

17-12442

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
2. 1	ENGAGEMENT LETTER	EVERGREEN	L1027	<input type="checkbox"/>	AP SERVICES, LLC	2000 TOWN CENTER SUITE 2400 SOUTHFIELD, MI 48075
2. 2	ENGAGEMENT LETTER	EVERGREEN	L0126	<input type="checkbox"/>	COLE SCHOTZ P.C.	500 DELAWARE AVENUE SUITE 1410 WILMINGTON, DE 19801
2. 3	RESTRUCTURING SUPPORT AGREEMENT	NOT APPLICABLE	L0123	<input type="checkbox"/>	CONSENTING LENDERS	NOT AVAILABLE
2. 4	STANDARD CLAIMS ADMINISTRATION AND NOTICING AGREEMENT	EVERGREEN	L0125	<input type="checkbox"/>	DONLIN, RECANO & COMPANY, INC.	6201 15TH AVENUE BROOKLYN, NY 11219
2. 5	VOTING AND CONSULTING SERVICES AGREEMENT	EVERGREEN	L0124	<input type="checkbox"/>	DONLIN, RECANO & COMPANY, INC.	6201 15TH AVENUE BROOKLYN, NY 11219
2. 6	MANAGEMENT SERVICES AGREEMENT	NONE LISTED	CC001	<input type="checkbox"/>	LEONARD GREEN & PARTNERS, LP	11111 SANTA MONICA BLVD, STE 2000 LOS ANGELES, CA 90025
2. 7	SECOND LIEN TERM LOAN (PRINCIPAL AND INTEREST)	5/14/2022	2002	<input checked="" type="checkbox"/>	MEDLEY CAPITAL CORPORATION, LLC, AS ADMINISTRATIVE AGENT	600 MONTGOMERY ST, 35TH FL SAN FRANCISCO, CA 94111
2. 8	ENGAGEMENT LETTER	EVERGREEN	L1028	<input type="checkbox"/>	PROSKAUER ROSE, LLP	ELEVEN TIMES SQUARE NEW YORK, NY 10036
2. 9	REVOLVING CREDIT FACILITY (PRINCIPAL AND INTEREST)	5/14/2019	2003	<input checked="" type="checkbox"/>	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT	2450 COLORADO AVE, STE 3000 WEST SANTA MONICA, CA 90404

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
2. 10 FIRST LIEN TERM LOAN (PRINCIPAL AND INTEREST)	5/14/2021	2001	<input checked="" type="checkbox"/>	WILMINGTON TRUST, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT	60 SOUTH SIXTH ST, STE 1290 MINNEAPOLIS, MN 55402

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
<u>Employment</u>					
2. 11 EXECUTIVE EMPLOYMENT AGREEMENT	5/14/2020	E0005	<input type="checkbox"/>	ANDREW E. GRAVES	324 RAVINE FOREST DRIVE LAKE BLUFF, IL 60044
2. 12 SEVERANCE AGREEMENT	NOT APPLICABLE	E0013	<input type="checkbox"/>	ANDREW E. GRAVES	324 RAVINE FOREST DRIVE LAKE BLUFF, IL 60044
2. 13 EXECUTIVE EMPLOYMENT AGREEMENT	NOT APPLICABLE	E0004	<input type="checkbox"/>	BRENT DALDO	2031 VENICE ST. SAN DIEGO, CA 92107
2. 14 EXECUTIVE EMPLOYMENT AGREEMENT	NOT APPLICABLE	E0007	<input type="checkbox"/>	BYRON HINES	2217 AUTUMN BRIAR COURT AVON, IN 46123
2. 15 SEVERANCE AGREEMENT	NOT APPLICABLE	E0008	<input type="checkbox"/>	BYRON HINES	2217 AUTUMN BRIAR COURT AVON, IN 46123
2. 16 EXECUTIVE EMPLOYMENT AGREEMENT	NOT APPLICABLE	E0018	<input type="checkbox"/>	ERIC CAGLE	1817 WALNUT SPRINGS DR ALLEN, TX 75013
2. 17 EXECUTIVE EMPLOYMENT AGREEMENT	NOT APPLICABLE	E0009	<input type="checkbox"/>	TERRY VANCE	19435 FOXDALE CIRCLE HUNTINGTON BEACH, CA 92648
2. 18 SEVERANCE AGREEMENT	NOT APPLICABLE	E0010	<input type="checkbox"/>	TERRY VANCE	19435 FOXDALE CIRCLE HUNTINGTON BEACH, CA 92648
2. 19 EXECUTIVE EMPLOYMENT AGREEMENT	NOT APPLICABLE	E0011	<input type="checkbox"/>	ZACH PARHAM	9100 GEOFFREY DR. LANTANA, TX 76226

Velocity Holding Company, Inc.

Case Number:

17-12442

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. 20 TANK LIABILITY, POLICY #G24736295005	5/31/2018	I0020	<input type="checkbox"/>	ACE AMERICAN INSURANCE COMPANY	CHUBB ENVIRONMENTAL CLAIMS MGR PO BOX 5103 SCRANTON, PA 18505-0510
2. 21 PROPERTY (REAL)(BPP)(EDP)(BI), POLICY #MK559	5/31/2018	I0008	<input type="checkbox"/>	AFFILIATED FM INSURANCE COMPANY	25050 COUNTRY CLUB BLVD SUITE 300 NORTH OLMSTED, OH 44070
2. 22 CRIME, POLICY #14770127	5/31/2018	I0024	<input type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 23 D&O, POLICY #14770127	5/31/2018	I0021	<input type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 24 EMPLOYMENT PRACTICES LIABILITY, POLICY #14770127	5/31/2018	I0022	<input type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 25 FIDUCIARY LIABILITY, POLICY #14770127	5/31/2018	I0023	<input type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 26 KIDNAP / RANSOM, POLICY #88-085-066	5/31/2018	I0025	<input type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 27 UMBRELLA & EXCESS INSURANCE , POLICY #EAU780964	5/31/2018	I0004	<input type="checkbox"/>	AXIS SURPLUS INSURANCE CO.	111 S. WACKER DR, SUITE 3500 CHICAGO, IL 60606
2. 28 GENERAL LIABILITY, POLICY #PL495824102	5/31/2018	I0002	<input type="checkbox"/>	GREAT AMERICAN E&S INS CO	C/O RISK PLACEMENT SERVICES - SOUTHERN CALIF 1551 N. TUSTIN, SUITE 800 SANTA ANA, CA 92705
2. 29 INLAND MARINE , POLICY #72MSGZ1804	5/31/2018	I0018	<input type="checkbox"/>	HARTFORD FIRE INSURANCE COMPANY	ONE HARTFORD PLAZA HARTFORD, CT 06155
2. 30 GENERAL LIABILITY, POLICY #015375127	5/31/2018	I0001	<input type="checkbox"/>	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
2. 31 UMBRELLA & EXCESS INSURANCE , POLICY #015375099	5/31/2018	I0003	<input type="checkbox"/>	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110
2. 32 EXCESS D&O , POLICY #01-477-01-27	5/31/2018	I0026	<input type="checkbox"/>	OLD REPUBLIC	191 NORTH WACKER DRIVE, SUITE 1000 CHICAGO, IL 60606
2. 33 WORKERS COMPENSATION, POLICY #90- 20589-01	5/31/2018	I0030	<input type="checkbox"/>	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 34 WORKERS COMPENSATION, POLICY #90- 20589-02	5/31/2018	I0031	<input type="checkbox"/>	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 35 AUTOMOBILE, POLICY #90-20589-03 (AOS)90-20589-04 (MA)	5/31/2018	I0007	<input type="checkbox"/>	SENTRY INSURANCE	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 36 STOCK THROUGHPUT, POLICY #MASICSF0915US17	5/31/2018	I0017	<input type="checkbox"/>	STARR INDEMNITY	8401 N CENTRAL EXPRESSWAY 5TH FLOOR DALLAS, TX 75225
2. 37 INTERNATIONAL PACKAGE & LOCAL UK, POLICY #ZPP21N7297A17GC	5/31/2018	I0019	<input type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 38 WORKERS COMPENSATION, POLICY #TC2JUB-1112L96-A-14	5/31/2018	I0032	<input type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 39 WORKERS COMPENSATION, POLICY #TC2JUB-1116L01-7-15	5/31/2018	I0034	<input type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 40 WORKERS COMPENSATION, POLICY #TRJUB-1113L14-4-14	5/31/2018	I0033	<input type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 41 WORKERS COMPENSATION, POLICY #TRJUB-1116L02-9-15	5/31/2018	I0035	<input type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 42 SIDE A D&O, POLICY #14-MGU-16-A40921	5/31/2018	I0027	<input type="checkbox"/>	U.S. SPECIALTY	13404 NW FREEWAY HOUSTON, TX 77040

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
<u>Other</u>					
2. 43 AGREEMENT	EVERGREEN	C0539	<input type="checkbox"/>	ET2C INTERNATIONAL, INC.	MORGAN & MORGAN BLDG, PASEA ESTATE PO BOX 958, ROAD TOWN TORTOLA BRAZIL
2. 44 COMMERCIAL PREMIUM FINANCE AGREEMENT	6/14/2018	C1031	<input type="checkbox"/>	FIRST INSURANCE OF CALIFORNIA FUNDING	450 SKOKIE BLVD, STE 1000 NORTHBROOK, IL 60062-7917
2. 45 LETTER OF AGREEMENT	3/1/2017	C0278	<input checked="" type="checkbox"/>	MARKETPLACE IGNITION, LLC	331 ELIZABETH ST., SUITE B ATLANTA, GA 30307
2. 46 TOOLING OWNERSHIP AGREEMENT	NONE LISTED	C0388	<input checked="" type="checkbox"/>	TIANJIN WANDA TYRE GROUP CO	EASTSIDE TO JINGTANG HIGHWAY YIXINGBU TOWN, BEICHEN DISTRICT TIANJIN 300402 SWITZERLAND
2. 47 LIMITED LIABILITY COMPANY AGREEMENT	NONE LISTED	C1030	<input type="checkbox"/>	VELOCITY POOLING VEHICLE, LLC	651 CANYON DRIVE, SUITE 100 COPELL, TX 75019

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

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

Real Property Lease

2. 48	INDUSTRIAL LEASE AGREEMENT	8/31/2017	L0016	<input type="checkbox"/>	PS BUSINESS PARKS, L.P	1222 E. ARAPAHO RD, SUITE 314 RICHARDSON, TX 75081
2. 49	AGREEMENT OF SUB-LEASE	1/31/2017	L0011	<input type="checkbox"/>	PSBP MONROE, LLC	1850 CROWN DRIVE, SUITE 1116 DALLAS, TX 75234
2. 50	LEASE AGREEMENT	11/30/2022	L0010	<input type="checkbox"/>	SEALY CANYON DRIVE BUILDINGS, LLC	C/O SEALY & CO, LLC, ATTN: MARK P. SEALY 333 TEXAS ST, SUITE 1050 SHREVEPORT, LA 71101

Velocity Holding Company, Inc.

Case Number:

17-12442

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
<u>Service Agreement</u>					
2. 51 MARKETING SERVICE PROVIDER CONTRACT	EVERGREEN	C0204	<input type="checkbox"/>	ALL INCLUSIVE MARKETING INC.	UNIT 238-11180 COPPERSMITH PI RICHMOND, BC V7A 5G8 CANADA
2. 52 DEDICATED INTERNET ACCESS SERVICE ORDER FORM	6/17/2016	C0205	<input type="checkbox"/>	ALPHEUS DATA SERVICES, LLC	1301 FANNIN, 20TH FLOOR HOUSTON, TX 77002
2. 53 THE RETIREMENT AND SAVINGS PLAN	EVERGREEN	C1046	<input type="checkbox"/>	JOHN HANCOCK TRUST COMPANY LLC	690 CANTON STREET WESTWOOD, MA 02090
2. 54 SEVERANCE AGREEMENT AND GENERAL RELEASE	NOT APPLICABLE	C1042	<input type="checkbox"/>	RYAN POLK	9632 BRYNMAR LN VILLA PARK, CA 92861
2. 55 RETIREMENT PLAN INVESTMENT ADVISORY SERVICES AGREEMENT	EVERGREEN	C1047	<input type="checkbox"/>	SAGEVIEW ADVISORY GROUP, LLC	1920 MAIN STREET SUITE 800 IRVINE, CA 92614

Velocity Holding Company, Inc.

Case Number: 17-12442

Schedule G: Executory Contracts and Unexpired Leases

TOTAL NUMBER OF CONTRACTS: 55

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.

Velocity Holding Company, Inc.

Case Number:

17-12442

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		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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: Velocity Holding Company, Inc.

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

Case Number (if known): 17-12442

☐

Check if this is an amended filing

Official Form 206Sum**Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**

Copy line 88 from Schedule A/B

\$0

1b. Total personal property:

Copy line 91A from Schedule A/B

\$34,444,548

+

1c. Total of all property:

Copy line 92 from Schedule A/B

\$34,444,548

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

\$27,375,189

+

4. Total liabilities

Lines 2 + 3a + 3b

\$463,122,603

Fill in this information to identify the case and this filing:Debtor Name: Velocity Holding Company, Inc.United States Bankruptcy Court for the: FOR THE DISTRICT OF DELAWARECase Number (if known): 17-12442**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 A/B, D, E/F, G, H
- ☐ Other document that requires a declaration _____

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

Executed on: March 5, 2018

Signature: /s/ Tony Vacchiano

Tony Vacchiano, Chief Financial Officer

Name and Title