

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

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

Performance Machine, LLC

Case No: 17-12454

**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.

Performance Machine, LLC

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Schedule A/B: Assets — Real and Personal Property**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**☐ No. Go to Part 2.☒ Yes. Fill in the information below.

General description	Type of account (if applicable)	Last 4 digits of account # (if applicable)	Current value of debtor's interest
2. Cash on hand			
2.1 CASH ON HAND			\$1,700
3. Checking, savings, money market, or financial brokerage accounts (Identify all)			
3.1 BANK OF AMERICA	DISBURSEMENT	1082	\$0
3.2 BANK OF AMERICA	DEPOSITORY	6515	\$0
3.3 WELLS FARGO	OPERATING	5746	\$12,484
4. Other cash equivalents (Identify all)			
4.1			

5. Total of Part 1.

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

\$14,184

Performance Machine, LLC

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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 CAGNEY ENTERPRISES - RENT SECURITY DEPOSIT	\$30,916
7.2 RALPH HOROWITZ GROUP - DEPOSIT	\$16,915
8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent Description, including name of holder of prepayment	
8.1 PREPAID ADVERTISING	\$19,933
8.2 PREPAID COMPUTER EXPENSE	\$50,974
8.3 PREPAID OTHER	\$127,644
8.4 PREPAID PROPERTY TAX	\$82,396
9. Total of Part 2 Add lines 7 through 8. Copy the total to line 81.	\$328,777

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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:	\$1,773,275	- \$72,754	= \$1,700,521
11b. Over 90 days old:	\$290,110	- \$11,903	= \$278,207
11c. All accounts receivable:		-	=
12. Total of Part 3			\$1,978,728

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

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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
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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 - ED TUCKER DISTRIBUTOR, INC.	NET BOOK VALUE	\$683,054
15.2	IC RECEIVABLE - MAG CREATIVE GROUP, LLC	NET BOOK VALUE	\$2,308
15.3	IC RECEIVABLE - MOTORCYCLE SUPERSTORE, INC.	NET BOOK VALUE	\$5,449
15.4	IC RECEIVABLE - MOTORSPORT AFTERMARKET GROUP, INC.	NET BOOK VALUE	\$6,613,145
15.5	IC RECEIVABLE - VELOCITY POOLING VEHICLE, LLC	NET BOOK VALUE	\$17,774,095

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.

\$25,078,051

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

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

- ☐ No. Go to Part 6.
- ☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
19.1 RAW MATERIALS		\$903,593	NET BOOK VALUE	\$903,593
20. Work in progress				
20.1 WORK IN PROGRESS		\$706,342	NET BOOK VALUE	\$706,342
21. Finished goods, including goods held for resale				
21.1 FINISHED GOODS, INCLUDING GOODS HELD FOR RESALE		\$7,027,979	NET BOOK VALUE	\$7,027,979
21.2 FINISHED GOODS, INCLUDING GOODS HELD FOR RESALE		\$482,843	NET BOOK VALUE	\$482,843
21.3 INVENTORY RESERVES		(\$759,357)	NET BOOK VALUE	(\$759,357)
22. Other Inventory or supplies				
22.1 OTHER INVENTORY OR SUPPLIES		\$430,562	NET BOOK VALUE	\$430,562
23. Total of Part 5				\$8,791,962

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 \$482,843 Valuation method NET BOOK VALUE Current value \$482,843

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

- ☐ No
- ☒ Yes

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

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

☒ No. Go to Part 7.☐ Yes. Fill in the information below.

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

33. **Total of Part 6**

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

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34. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book Value _____ Valuation method _____ Current value _____36. **Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes

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

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

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

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

39.1 _____

40. Office fixtures

40.1 _____

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

41.1	OFFICE EQUIPMENT, INCLUDING ALL COMPUTER EQUIPMENT AND COMMUNICATION SYSTEMS EQUIPMENT AND SOFTWARE	\$53,316	NET BOOK VALUE	\$53,316
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42. Collectibles

42.1 _____

43. Total of Part 7

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

\$53,316

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

Performance Machine, LLC

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Schedule A/B: Assets — Real and Personal Property**Part 8: Machinery, equipment, and vehicles**

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

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

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1 AUTOMOBILES, VANS, TRUCKS, MOTORCYCLES, TRAILERS, AND TITLED FARM VEHICLES	\$362,965	NET BOOK VALUE	\$362,965
48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1			
49. Aircraft and accessories			
49.1			
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
50.1 OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)	\$2,570,278	NET BOOK VALUE	\$2,570,278
51. Total of Part 8 Add lines 47 through 50. Copy the total to line 87.			\$2,933,243

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

Performance Machine, LLC

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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 11114 G AVENUE, UNIT 1 & 2, HESPERIA, CA		LEASE		STRAIGHT LINE	\$0
55.2 6892 MARLIN CIRCLE, LA PALMA, CA		LEASE		STRAIGHT LINE	\$0
55.3 6911 MARLIN CIRCLE, LA PALMA, CA		LEASE		STRAIGHT LINE	\$0
55.4 LEASEHOLD IMPROVEMENTS		LEASEHOLD IMPROVEMENTS	\$413,150	STRAIGHT LINE	\$413,150

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.

\$413,150

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

Performance Machine, LLC

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

59. Does the debtor have any interests in intangibles or intellectual property?

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

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
60.1 FOREIGN TRADEMARK - 5TH ELEMENT REG NO. TMA6063 99, 03/26/2004, CANADA		UNKNOWN	UNDETERMINED
60.2 FOREIGN TRADEMARK - AIRTAIL REG NO. TMA6215 41, 04/10/2004, CANADA		UNKNOWN	UNDETERMINED
60.3 FOREIGN TRADEMARK - BURLY BRAND REG NO. 10273886, 12/24/2014, EUROPEAN UNION (COMMUNITY)		UNKNOWN	UNDETERMINED
60.4 FOREIGN TRADEMARK - BURLY BRAND REG NO. 5600815, 07/19/2013, JAPAN		UNKNOWN	UNDETERMINED
60.5 FOREIGN TRADEMARK - BURLY BRAND REG NO. UNKNOWN REG NO., UNKNOWN REG DATE, INDIA		UNKNOWN	UNDETERMINED
60.6 FOREIGN TRADEMARK - CV/T REG NO. TMA6229 25, 10/20/2004, CANADA		UNKNOWN	UNDETERMINED
60.7 FOREIGN TRADEMARK - DESIGN (LOGO) REG NO. 2964005, 08/12/2004, EUROPEAN UNION (COMMUNITY)		UNKNOWN	UNDETERMINED
60.8 FOREIGN TRADEMARK - DESIGN (LOGO) REG NO. TMA6239 21, 10/28/2004, CANADA		UNKNOWN	UNDETERMINED
60.9 FOREIGN TRADEMARK - PERFORMANCE MACHINE REG NO. 1491883, 02/05/2014, AUSTRALIA		UNKNOWN	UNDETERMINED
60.10 FOREIGN TRADEMARK - PERFORMANCE MACHINE REG NO. 1652966, 01/07/2014, TAIWAN		UNKNOWN	UNDETERMINED
60.11 FOREIGN TRADEMARK - PERFORMANCE MACHINE REG NO. 5570050, 03/29/2013, JAPAN		UNKNOWN	UNDETERMINED
60.12 FOREIGN TRADEMARK - PERFORMANCE MACHINE REG NO. UNKNOWN REG NO., UNKNOWN REG DATE, CHINA (PEOPLE'S REPUBLIC)		UNKNOWN	UNDETERMINED
60.13 FOREIGN TRADEMARK - PERFORMANCE MACHINE REG NO. UNKNOWN REG NO., UNKNOWN REG DATE, INDIA		UNKNOWN	UNDETERMINED
60.14 FOREIGN TRADEMARK - PM AND DESIGN (CIRCLE) REG NO. 2008273, 12/15/1995, UNITED KINGDOM		UNKNOWN	UNDETERMINED
60.15 FOREIGN TRADEMARK - PM AND DESIGN (CIRCLE) REG NO. 395022797, 04/03/1996, GERMANY		UNKNOWN	UNDETERMINED
60.16 FOREIGN TRADEMARK - PM AND DESIGN (CIRCLE) REG NO. 95554399, 01/20/1995, FRANCE		UNKNOWN	UNDETERMINED

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

60.17	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION AND DESIGN REG NO. 937387, 08/12/2003, AUSTRALIA	UNKNOWN	UNDETERMINED
60.18	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION AND DESIGN REG NO. 3056322, 05/27/2005, EUROPEAN UNION (COMMUNITY)	UNKNOWN	UNDETERMINED
60.19	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION AND DESIGN REG NO. 840248130, 08/18/2015, BRAZIL	UNKNOWN	UNDETERMINED
60.20	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION AND DESIGN REG NO. 840248164, 08/18/2015, BRAZIL	UNKNOWN	UNDETERMINED
60.21	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION REG NO. TMA6240 67, 10/29/2004, CANADA	UNKNOWN	UNDETERMINED
60.22	FOREIGN TRADEMARK - PROGRESSIVE SUSPENSION REG NO. UNKNOWN REG NO., UNKNOWN REG DATE, INDIA	UNKNOWN	UNDETERMINED
60.23	U.S. PATENT - FREQUENCY SENSITIVE SHOCK ABSORBER REG NO. 9038790, 05/26/2015, UNITED STATES	UNKNOWN	UNDETERMINED
60.24	U.S. PATENT - FREQUENCY SENSITIVE SHOCK ABSORBER REG NO. 9657805, 05/23/2017, UNITED STATES	UNKNOWN	UNDETERMINED
60.25	U.S. TRADEMARK - BLACK OPS REG NO. 4079572, 03/01/2012, UNITED STATES	UNKNOWN	UNDETERMINED
60.26	U.S. TRADEMARK - BURLY BRAND REG NO. 4000912, 07/26/2011, UNITED STATES	UNKNOWN	UNDETERMINED
60.27	U.S. TRADEMARK - BURLY BRAND REG NO. 5209644, 05/23/2017, UNITED STATES	UNKNOWN	UNDETERMINED
60.28	U.S. TRADEMARK - CONTRAST CUT REG NO. 4608128, 09/23/2014, UNITED STATES	UNKNOWN	UNDETERMINED
60.29	U.S. TRADEMARK - DESIGN (LOGO) REG NO. 2809428, 01/27/2004, UNITED STATES	UNKNOWN	UNDETERMINED
60.30	U.S. TRADEMARK - PERFORMANCE MACHINE REG NO. 4518172, 04/22/2014, UNITED STATES	UNKNOWN	UNDETERMINED
60.31	U.S. TRADEMARK - PHATAIL REG NO. 2911115, 12/14/2004, UNITED STATES	UNKNOWN	UNDETERMINED
60.32	U.S. TRADEMARK - PM AND DESIGN (CIRCLE) REG NO. 1913212, 08/22/1995, UNITED STATES	UNKNOWN	UNDETERMINED
60.33	U.S. TRADEMARK - PM AND DESIGN (CIRCLE) REG NO. 1952532, 01/30/1996, UNITED STATES	UNKNOWN	UNDETERMINED
60.34	U.S. TRADEMARK - PROGRESSIVE SUSPENSION REG NO. 2763839, 09/16/2003, UNITED STATES	UNKNOWN	UNDETERMINED
60.35	U.S. TRADEMARK - SUPER GAS REG NO. 4063865, 11/29/2011, UNITED STATES	UNKNOWN	UNDETERMINED

61. Internet domain names and websites

61.1	WWW.BURLYBRAND.COM - B2C (MAG DEVELOPMENT MACHINE)	UNKNOWN	UNDETERMINED
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Schedule A/B: Assets — Real and Personal Property**Part 10: Intangibles and intellectual property - detail**

61.2	WWW.PERFORMANCEMACHINE.COM - INFORMATIONAL (PERFORMANCE MACHINE CONSULTANT)	UNKNOWN	UNDETERMINED
61.3	WWW.PROGRESSIVESUSPENSION.COM - B2C (MAG DEVELOPMENT TEAM)	UNKNOWN	UNDETERMINED
61.4	WWW.XTREMEMACHINEUSA.COM - INFORMATIONAL (PERFORMANCE MACHINE CONSULTANT)	UNKNOWN	UNDETERMINED
62. Licenses, franchises, and royalties			
62.1			
63. Customer lists, mailing lists, or other compilations			
63.1	CUSTOMER RELATIONSHIPS	UNKNOWN	UNDETERMINED
63.2	LEMANS RELATIONSHIP	UNKNOWN	UNDETERMINED
64. Other intangibles, or intellectual property			
64.1	FAVORABLE LEASE AGREEMENTS	UNKNOWN	UNDETERMINED
65. Goodwill			
65.1	GOODWILL	UNKNOWN	UNDETERMINED
66. Total of Part 10			UNDETERMINED
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)?			
<input type="checkbox"/> No			
<input checked="" type="checkbox"/> Yes			
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?			
<input checked="" type="checkbox"/> No			
<input type="checkbox"/> Yes			
69. Has any of the property listed in Part 10 been appraised by a professional within the last year?			
<input checked="" type="checkbox"/> No			
<input type="checkbox"/> Yes			

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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
<p>71. Notes receivable Description (include name of obligor)</p> <p>71.1 _____</p>	
<p>72. Tax refunds and unused net operating losses (NOLs) Description (for example, federal, state, local)</p> <p>72.1 _____</p>	
<p>73. Interests in insurance policies or annuities</p> <p>73.1 _____</p>	
<p>74. Causes of action against third parties (whether or not a lawsuit has been filed)</p> <p>74.1 _____</p>	
<p>75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims</p> <p>75.1 _____</p>	
<p>76. Trusts, equitable or future interests in property</p> <p>76.1 _____</p>	
<p>77. Other property of any kind not already listed Examples: Season tickets, country club membership Examples: Season tickets, country club membership</p> <p>77.1 _____</p>	

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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.

 <hr/>

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

☐ No

☐ Yes

Performance Machine, LLC

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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.	\$14,184		
81. Deposits and prepayments. Copy line 9, Part 2.	\$328,777		
82. Accounts receivable. Copy line 12, Part 3.	\$1,978,728		
83. Investments. Copy line 17, Part 4.	\$25,078,051		
84. Inventory. Copy line 23, Part 5.	\$8,791,962		
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$53,316		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$2,933,243		
88. Real property. Copy line 56, Part 9.		\$413,150	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$0		
91. Total. Add lines 80 through 90 for each column.	a. \$39,178,261	b. \$413,150	
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$39,591,411

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.

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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 checked="" 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 checked="" 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 checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$287,153,157	UNDETERMINED

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

Performance Machine, LLC

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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 ALAN D. COX NOT AVAILABLE	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 8/21/2014 PROPERTY DESCRIPTION: UCC LIEN #14082139810	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED
2.5 KMBS BUSINESS SOLUTIONS U.S.A., INC NOT AVAILABLE	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 2/18/2016 PROPERTY DESCRIPTION: UCC LIEN #167510228173	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED
2.6 MAZAK CORPORATION 8025 PRODUCTION DRIVE P.O. BOX 970 FLORENCE, KY 41042	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 11/12/2013 PROPERTY DESCRIPTION: UCC LIEN #20134440310	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED
2.7 MAZAK CORPORATION 8025 PRODUCTION DRIVE P.O. BOX 970 FLORENCE, KY 41042	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	DATE: 10/8/2014 PROPERTY DESCRIPTION: UCC LIEN #20144042099	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED
2.8 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 #20141907203	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED

Performance Machine, LLC

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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>							
2.9 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: 9/1/2016 PROPERTY DESCRIPTION: UCC LIEN #20165360159	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED
2.10 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: UCC LIEN #20141912351	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$0	UNDETERMINED

UCC Liens Total: \$0

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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

Performance Machine, LLC

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

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

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

Specific Notes Regarding Schedule E/F

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

All claims listed on the Debtors' Schedule E/F 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.

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

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

☐ No. Go to Part 2.☒ Yes. Go to line 2.

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
Income/Franchise							
2.1 ARIZONA DEPT OF REVENUE PO BOX 29085 PHOENIX, AZ 85038	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.2 CITY OF GALVESTON 2517 AVE H GALVESTON, TX 77550	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.3 CITY OF LOVELAND 500 EAST THIRD LOVELAND, CO 80537	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.4 CITY OF PANAMA CITY BEACH ATTN: BUSINESS REGISTRATION D 110 S. ARNOLD ROAD PANAMA CITY BEACH, FL 32413	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.5 COMPTROLLER OF MARYLAND 301 WEST PRESTON STREET BALTIMORE, MD 21201	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.6 COUNTY OF ORANGE-PROP TAXES 12 CIVIC CENTER PLAZA ROOM640 SANTA ANA, CA 92702	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.7 FLORIDA DEPT OF REVENUE 5050 W TENNESSEE STREET TALLAHASSEE, FL 32399	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.8 SBC TAX COLLECTOR 172 WEST THIRD STREET SAN BERNARDINO, CA 92415	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.9 SC DEPARTMENT OF REVENUE 300A OUTLET POINTE BLVD COLUMBIA, SC 29210	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.10 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
Income/Franchise Total:						\$0	UNDETERMINED

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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
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Other Taxes and Fees

2.11 FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO, CA 94257	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
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Other Taxes and Fees Total:	\$0	UNDETERMINED
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Performance Machine, LLC

Case Number: 17-12454

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
Property							
2.12 ARIZONA DEPARTMENT OF ECONOMIC SECURITY DIVISION OF EMPLOYMENT AND REHABILITATION SERVICES 4000 N CENTRAL AVE PHEONIX, AZ 85012	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.13 ARIZONA DEPARTMENT OF REVENUE 1600 W. MONROE PHEONIX, AZ 85007	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.15 CALIFORNIA EMPLOYMENT DEVELOPMENT DEPARTMENT 331 POWER INN ROAD, SUITE 220 SACRAMENTO, CA 95826	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.14 CALIFORNIA EMPLOYMENT DEVELOPMENT DEPARTMENT 331 POWER INN ROAD, SUITE 220 SACRAMENTO, CA 95826	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.16 ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY 527 SOUTH WELLS ST CHICAGO, IL 60607	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.17 ILLINOIS DEPARTMENT OF REVENUE PO BOX 19052 SPRINGFIELD, IL 62794	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.19 KANSAS DEPARTMENT OF REVENUE 915 SW HARRISON ST TOPEKA, KS 66625	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.18 KANSAS DEPARTMENT OF REVENUE 915 SW HARRISON ST TOPEKA, KS 66625	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.20 MINNESOTA DEPARTMENT OF EMPLOYMENT AND ECONOMIC DEVELOPMENT UNEMPLOYMENT INSURANCE PROGRAM 1ST NATIONAL BANK BLDG, STE E200, 332 MINNESOTA ST ST PAUL, MN 55101	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.21 MINNESOTA DEPARTMENT OF EMPLOYMENT AND ECONOMIC DEVELOPMENT UNEMPLOYMENT INSURANCE PROGRAM 1ST NATIONAL BANK BLDG, STE E200, 332 MINNESOTA ST ST PAUL, MN 55101	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED

Performance Machine, LLC

Case Number: 17-12454

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
Property							
2.22 NEW YORK DEPARTMENT OF LABOR AND WORKFORCE DEVELOPMENT DIVISION OF UNEMPLOYMENT INSURANCE W AVERELL HARRIMAN STATE OFFICE BLDG, BLDG 12, STE 2001 ALBANY, NY 12240	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.23 NEW YORK DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.24 PENNSYLVANIA DEPARTMENT OF LABOR AND INDUSTRY OFFICE OF UNEMPLOYMENT COMPENSATION TAX SERVICES 7TH FLOOR, LABOR AND INDUSTRY BLDG, 651 BOAS ST HARRISBURG, PA 17121	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.25 PENNSYLVANIA DEPARTMENT OF REVENUE BUREAU OF BUSINESS TRUST FUND TAXES PO BOX 280904 HARRISBURG, PA 17128	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.26 UTAH DEPARTMENT OF WORKFORCE SERVICES DIVISION OF UNEMPLOYMENT INSURANCE PO BOX 45249 SALT LAKE CITY, UT 84145	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.27 UTAH STATE TAX COMMISSION 210 NORTH 1950 WEST SALT LAKE CITY, UT 84314	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.28 VIRGINIA DEPARTMENT OF TAXATION PO BOX 1115 RICHMOND, VA 23218	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.29 VIRGINIA EMPLOYMENT COMMISSION PO BOX 1358 RICHMOND, VA 23218	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
2.30 WISCONSIN DEPARTMENT OF REVNUUE 2135 RIMROCK RD MADISON, WI 53713	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED

Performance Machine, LLC

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
<u>Property</u>							
2.31 WISCONSIN DEPARTMENT OF WORKFORCE DEVELOPMENT DIVISION OF UNEMPLOYMENT INSURANCE PO BOX 7905 MADISON, WI 53707	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0	UNDETERMINED
Property Total:						\$0	UNDETERMINED

Performance Machine, LLC

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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
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Performance Machine, LLC

Case Number: 17-12454

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

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.1 A & I POWDER COATING IVON R MERCADO 1706 E ROSSLYNN AVE FULLERTON, CA 92831	VARIOUS ACCOUNT NO.: 2286	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$451
3.2 ADVANCED STRUCTURAL TECHNOLOGI 950 RICHMOND AVENUE OXNARD, CA 93030	VARIOUS ACCOUNT NO.: 2789	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$27,674
3.3 AIN TEC INDUSTRIAL CO., LTD NO. 133-3, SEC 1, YUANLU RD. PUYEN HSIANG, CHANGHUA 51642 TAIWAN, R.O.C.	VARIOUS ACCOUNT NO.: 0011	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$42,639
3.4 AIR SOURCE INDUSTRIES 3976 CHERRY AVE. LONG BEACH, CA 90807	VARIOUS ACCOUNT NO.: 187	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$261
3.5 ALL SEALS INC. 20762 LINEAR LANE LAKE FOREST, CA 92630	VARIOUS ACCOUNT NO.: 141	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$81
3.6 ALLIED ELECTRONICS 12235 BEACH BLVD #30 STANTON, CA 90680	VARIOUS ACCOUNT NO.: 131	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$114
3.7 ALUMINUM PRECISION PRODUCT, INC 3333 W. WARNER AVE. SANTA ANA, CA 92704	VARIOUS ACCOUNT NO.: 165	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$77,540
3.8 AMERICAN RESEARCH SPECIALTY PR 2325 PALOS VERDES DR WEST, #208 PALOS VERDES ESTATES, CA 90274	VARIOUS ACCOUNT NO.: 116	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,108
3.9 ANDY MEADORS 816 ELYSIAN BLVD PO BOX 51 BIG BEAR CITY, CA 92314	VARIOUS ACCOUNT NO.: 287	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,015

Performance Machine, LLC

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.10 ANTONIO HERNANDEZ ANTONIO HERNANDEZ 19320 FLORENCE ST. PERRIS, CA 92570	VARIOUS ACCOUNT NO.: 452	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$260
3.11 APP OXNARD 1001 MCWANE BLVD. OXNARD, CA 93033	VARIOUS ACCOUNT NO.: 2823	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$15,749
3.12 APWFC (ARGO DI) VIA PORDOI, 5 - 20021 BARANZATE DI BOLLATE (MI)	VARIOUS ACCOUNT NO.: 0026	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,955
3.13 ARCON MANUFACTURING, INC. 3776 KETTLE COURT EAST DELAFIELD, WI 53018	VARIOUS ACCOUNT NO.: 0027	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$950
3.14 ARROW RECYCLING SOLUTIONS, INC 12410 WILKIE AVE. HAWTHORNE, CA 90250	VARIOUS ACCOUNT NO.: 2622	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,285
3.15 AT&T PO BOX 5025 CAROL STREAM, IL 60197	VARIOUS ACCOUNT NO.: 127	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$425
3.16 AT&T LONG DISTANCE P.O. BOX 660688 DALLAS, TX 75266	VARIOUS ACCOUNT NO.: 1600	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$17
3.17 ATLAS BOLT 2730 S SUSAN STREET SANTA ANA, CA 92704	VARIOUS ACCOUNT NO.: 2825	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$23,822
3.18 AURORA BEARING CO. 901 AUCUTT ROAD MONTGOMERY, IL 60538	VARIOUS ACCOUNT NO.: 0032	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$41
3.19 B.P. MACHINERY MOVING LLC 8281 LAMBERT DR. HUNTINGTON BEACH, CA 92647	VARIOUS ACCOUNT NO.: 194	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$8,500
3.20 BEHRINGER SAWS, INC 721 HEMLOCK ROAD MORGANTOWN, PA 19543	VARIOUS ACCOUNT NO.: 0275	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$49

Performance Machine, LLC

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.21 BELT DRIVE LTD. 5500 E. LA PALMA AVE. ANAHEIM, CA 92807	VARIOUS ACCOUNT NO.: 276	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$8,878
3.22 BEST FELT COMPANY 56 MARKET STREET SOMERSWORTH, NH 3878	VARIOUS ACCOUNT NO.: 2781	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$735
3.23 BETTS SPRINGS COMPANY INC 2843 S. MAPLE AVE. FRESNO, CA 93725	VARIOUS ACCOUNT NO.: 0041	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$27,271
3.24 BOB HAYE'S PRECISION WELDING 9820 INDIANA AVE., STE#1 RIVERSIDE, CA 92503	VARIOUS ACCOUNT NO.: 2868	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,734
3.25 BOKERS INC 3104 SNELLING AVENUE MINNEAPOLIS, MN 55406	VARIOUS ACCOUNT NO.: 201	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$10,753
3.26 BRADLEYS PLASTIC BAG CO. 9130 FIRESTONE BLVD DOWNEY, CA 90241	VARIOUS ACCOUNT NO.: 219	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$96
3.27 CAGNEY ENTERPRISES, LLC C/O CE PROPERTY MANAGEMENT SERVICES 216 N COAST HWY 101 ENCINITAS, CA 92024	VARIOUS ACCOUNT NO.: 2338	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$26,656
3.28 CALIFORNIA SEALING DEVICES 19426 LONDELIUS STREET NORTHRIDGE, CA 91324	VARIOUS ACCOUNT NO.: 302	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$97
3.29 CALIFORNIA TOOL & WELDING SUPP 1004 E. FIRST ST. SANTA ANA, CA 92704	VARIOUS ACCOUNT NO.: 0058	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$147
3.30 CAMANA LOGISTICS LLC. 1001 CARRIERS DR. LAREDO, TX 78045	VARIOUS ACCOUNT NO.: 0059	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,050
3.31 CDW CORPORATION CDW ACCOUNTS RECEIVABLE PO BOX 75723 CHICAGO, IL 60675	VARIOUS ACCOUNT NO.: 2818	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,873

Performance Machine, LLC

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.32 CHADPAK CO., INC. 16141 COVELLO STREET VAN NUYS, CA 91406	VARIOUS ACCOUNT NO.: 390	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,206
3.33 CHAPMAN ENGINEERING, INC 2321 CAPE COD WAY SANTA ANA, CA 92703	VARIOUS ACCOUNT NO.: 2776	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,424
3.34 CHEM ARROW 13643 LIVE OAK LANE IRVINDALE, CA 91706	VARIOUS ACCOUNT NO.: 345	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,139
3.35 CHOP CULT / KAISTREAM LTD. PO BOX 4123 HERTZLIA 46140 ICELAND	VARIOUS ACCOUNT NO.: 0253	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$500
3.36 COLLATERAL RESOURCES LLC 830 CHARCOT AVE SAN JOSE, CA 95131	VARIOUS ACCOUNT NO.: 2774	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,333
3.37 CO-LUCK ENTERPRISE CO., LTD. NO 2, 187 LANE, SHI-HOO RD. TAICHUNG CITY TALI COUNTY TAIWAN, R.O.C. 41263	VARIOUS ACCOUNT NO.: 0071	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$26,524
3.38 COMGRAPHX 1765 NORTH JUNIPER BROKEN ARROW, OK 74012	VARIOUS ACCOUNT NO.: 0072	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,364
3.39 CONNOR MANUFACTURING SERVICES 22867 NE TOWNSEND WAY FAIRVIEW, OR 97024	VARIOUS ACCOUNT NO.: 351	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,850
3.40 CONQUEST SEAL 940 W. CHAPMAN AVE. SUITE #104 ORANGE, CA 92868	VARIOUS ACCOUNT NO.: 0140	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$70
3.41 CONTROLLED MOTION SOLUTIONS IN 11947 FLORENCE AVE. SANTA FE SPRING, CA 90670	VARIOUS ACCOUNT NO.: 372	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,147
3.42 D.N.A. SPECIALTY, INC. 200 W. ARTESIA BLVD COMPTON, CA 90220	VARIOUS ACCOUNT NO.: 407	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$9,638

Performance Machine, LLC

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.43 DAR CHENG ENTERPRISE CO. LTD. NO. 211-18 ZHONGZHENG RD. WUFENG TOWNSHIP TAICHUNG COUNTY, TAIWAN	VARIOUS ACCOUNT NO.: 0288	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$900
3.44 DARCOID NOR-CAL SEAL 950 THIRD ST OAKLAND, CA 94607	VARIOUS ACCOUNT NO.: 0087	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,072
3.45 DEPARTMENT OF MOTOR VEHICLES P.O. BOX 825339 SACRAMENTO, CA 94232	VARIOUS ACCOUNT NO.: 422	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$21
3.46 DIAMOND ENGINEERING 1527 PINE AVENUE HOLLY HILL, FL 32117	VARIOUS ACCOUNT NO.: 401	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$110
3.47 DIGITAL THROTTLE, LLC 28562 OSO PKWY, D446 CA 92688	VARIOUS ACCOUNT NO.: 0370	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,500
3.48 DORAN 22855 SAVI RANCH PARKWAY YORBA LINDA, CA 92887	VARIOUS ACCOUNT NO.: 0099	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$338
3.49 DP BRAKES DP BRAKES AND CLUTCHES NORTH AMERICA 4401 WALDEN AVE LANCASTER, NY 14086	VARIOUS ACCOUNT NO.: 2839	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,143
3.50 DU-BRO PRODUCTS INC 480 BONNER ROAD WAUCONDA IL, IL 60084	VARIOUS ACCOUNT NO.: 0102	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$131
3.51 EDELBROCK CORPORATION 2700 CALIFORNIA STREET TORRANCE, CA 90509	VARIOUS ACCOUNT NO.: 0109	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,618
3.52 EMMANUEL REBOLLAR 5225 FRANCIS AVE #11 CHINO, CA 91710	VARIOUS ACCOUNT NO.: 0376	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$175
3.53 ENERGY SUSPENSION CORP 1131 VIA CALLEJON SAN CLEMENTE, CA 92673	VARIOUS ACCOUNT NO.: 0112	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$990

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.54 EUREKA BEARING INC 5272 SYSTEM DRIVE HUNTINGTON BEACH, CA 92649	VARIOUS ACCOUNT NO.: 0116	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$663
3.55 FIRESTONE TIRE CENTER 6011 ORANGETHROPE AVE BUENA PARK, CA 90620	VARIOUS ACCOUNT NO.: 0117	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,269
3.56 FIRST CHOICE SERVICES 2909 CRODDY WAY SANTA ANA, CA 92704	VARIOUS ACCOUNT NO.: 632	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$147
3.57 FORSA ENTERPRISE CO. LTD NO 6 JING CHUNG RAOD YUNG KANG INDUSTRIAL PARK TAINAN 710, TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0123	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$153,566
3.58 FREEWAY FASTENERS 15512 VERMONT AVE PARAMOUNT, CA 90723	VARIOUS ACCOUNT NO.: 609	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$355
3.59 FRONTIER PO BOX 740407 CINCINNATI, OH 45274	VARIOUS ACCOUNT NO.: 643	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$56
3.60 G&K SERVICES 14700 SPRING AVENUE SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 757	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$64
3.61 GABRIEL DE MEXICO CALLE DE LOS REYES 10 Y 12 54070 TLALNEPANTLA EDO	VARIOUS ACCOUNT NO.: 0127	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$12,844
3.62 GARDNER SYSTEMS, INC. 3321 S YALE ST. SANTA ANA, CA 90623	VARIOUS ACCOUNT NO.: 0373	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,250
3.63 GARDNER WESTCOTT CO. 10110 SIX MILE ROAD NORTHVILLE, MI 48167	VARIOUS ACCOUNT NO.: 728	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,892
3.64 GEORGE INDUSTRIES, INC. 4116 WHITESIDE STREET LOS ANGELES, CA 90063	VARIOUS ACCOUNT NO.: 739	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$7,979

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.65 GERARD DANIEL WORLDWIDE CORP 13055 JURUPA AVE FONTANA, CA 92337	VARIOUS ACCOUNT NO.: 0130	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$539
3.66 GLOBAL WIRE CLOTH CORPORATION 9115 DICE ROAD #12 SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 2559	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,010
3.67 GM&J 23191 TEMESCAL CANYON ROAD CORONA, CA 92883	VARIOUS ACCOUNT NO.: 2809	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$958
3.68 GO ENGINEER 3194-E AIRPORT LOOP COSTA MESA, CA 92626	VARIOUS ACCOUNT NO.: 710	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$676
3.69 GOODRIDGE (USA) INC 529 VANNESS AVE TORRANCE CA, CA 90501	VARIOUS ACCOUNT NO.: 0134	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,865
3.70 GOPHER PATROL P.O. BOX 546 NORCO, CA 92860	VARIOUS ACCOUNT NO.: 264	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$710
3.71 GRAINGER IND'T'L & COMM'L EQUIP DEPT 440 - 820918555 PALATINE, IL 60038	VARIOUS ACCOUNT NO.: 2309	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,469
3.72 GSK TECHNOLOGIES INC 789, CHUNG SHAN ROAD, SEC.2, HUATANG SHIANG CHANGHUA SHIAN 503, TAIWAN	VARIOUS ACCOUNT NO.: 0139	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,600
3.73 GUANN YEONG METAL CO, LTD NO 35-9 YOUNG HER LANE PEI TUN DIST., TAICHUNG (406), TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0140	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$41,473
3.74 H&L PRECISION GRINDING CO 16017 VALLEY VIEW SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 851	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,947
3.75 HANNAN PRODUCTS CORP. 220 N SMITH AVE CORONA, CA 91720	VARIOUS ACCOUNT NO.: 802	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,387

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Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.76 HARLEY DAVIDSON OF VICTORVILLE 14522 VALLEY CENTER DR VICTORVILLE, CA 92395	VARIOUS ACCOUNT NO.: 0143	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,447
3.77 HERITAGE PAPER CO. 2400 SOUTH GRAND AVE. SANTA ANA, CA 92705	VARIOUS ACCOUNT NO.: 2807	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$11,401
3.78 HI-LINE IND. SAW & SUPPLY INC. 416 W MEATS AVE. ORANGE, CA 92865	VARIOUS ACCOUNT NO.: 0299	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$269
3.79 HO SONG ENTERPRISE CO. NO.7 BAO SING 1ST RD. YONG AN TOWNSHIP KAOHSIUNG COUNTY, TAIWAN, 82843	VARIOUS ACCOUNT NO.: 0145	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$9,322
3.80 HOME DEPOT CRC PROGRAM DEPT.32 - 2014923837 PO BOX 183175 COLUMBUS, OH 43218	VARIOUS ACCOUNT NO.: 832	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,703
3.81 HOSE-MAN 14525 FIRESTONE BLVD LA MIRADA, CA 90638	VARIOUS ACCOUNT NO.: 803	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$171
3.82 HSU I METAL INDUSTRY CO, LTD #52 LUGONG S. 3RD RD LUGANG TOWNSHIP CHANGHUA COUNTY 505, TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0148	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,406
3.83 HUB METAL AND TRADING, INC. 1141 SOUTH ACACIA FULLERTON CA 92831	VARIOUS ACCOUNT NO.: 2862	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,754
3.84 HUMAN RESOURCE COUNCIL CLARKE BRUCE MATLOCK 7810 CALLE CARRISA STREET HIGHLAND, CA 92346	VARIOUS ACCOUNT NO.: 842	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$390
3.85 I CHU TECHNOLOGY CO., LTD NO. 6-3, ZHONGKE ROAD, TAYADIST, TAICHUNG CITY TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0149	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$122,101

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Trade Payables					
3.86 IGUS INC. 50 NORTH BROADWAY EAST PROVIDENCE, RI 2916	VARIOUS ACCOUNT NO.: 906	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$675
3.87 IMPERIAL INC. 789 PACKER DR GREEN BAY, WI 54304	VARIOUS ACCOUNT NO.: 905	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$50
3.88 INDUSTRIAL METAL SUPPLY CO. 2481 ALTON PARKWAY IRVINE, CA 92606	VARIOUS ACCOUNT NO.: 932	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$73,749
3.89 INDUSTRIAL PROCESS EQUIPMENT 1700 INDUSTRIAL AVE NORCO, CA 92860	VARIOUS ACCOUNT NO.: 0152	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$441
3.90 INTERNET BRANDS 909 N. SEPULVEDA BLVD., 11TH FLOOR EL SEGUNDO, CA 90245	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$567
3.91 IRON MOUNTAIN P.O. BOX 601002 PASADENA, CA 91189	VARIOUS ACCOUNT NO.: 918	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,006
3.92 JAMAICA BEARING COMPANY 1700 JERICHO TURNPIKE NEW HYDE PARK, NY 11040	VARIOUS ACCOUNT NO.: 2832	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$110
3.93 JAMES GASKETS ACCOUNT #9085 37 ENTERPRISE WY DAYTON, NV 89403	VARIOUS ACCOUNT NO.: 1010	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,241
3.94 JERAN PRODUCTS, INC 16442 GOTHARD ST. UNIT F HUNTINGTON BEACH, CA 92647	VARIOUS ACCOUNT NO.: 0160	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$180
3.95 JUN ODASHIMA JUN ODASHIMA	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$27
3.96 K&N FILTERS ACCOUNT#10244 1455 CITRUS STREET RIVERSIDE, CA 92507	VARIOUS ACCOUNT NO.: 2819	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,740

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Trade Payables							
3.97 KAFCO SALES 2300 E. 37TH STREET VERNON CA 90058	VARIOUS ACCOUNT NO.: 0064	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$414
3.98 KAJE PRECIOUS INDUSTRY CO, LTD 12, 607 LANE, KUO CHUNG ROAD TA-LI DIST.	VARIOUS ACCOUNT NO.: 0175	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$83,517
3.99 KAO HANG INDUSTRIES COMPANY LT NO 28 LANE 276 CHENG PEI 1 RD YUNG KANG CITY TAIWAN HSIEN TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0176	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,649
3.100 KEY BELLEVILLES, INC. 100 KEY LANE LEECHBURG, PA 15656	VARIOUS ACCOUNT NO.: 1107	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$657
3.101 KONICA MINOLTA 1900 SOUTH ST. COLLEGE BLV. ANAHEIM, CA 92806	VARIOUS ACCOUNT NO.: 0182	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,754
3.102 LANDSBERG 13397 MARLAY AVENUE BUILDING A FONTANA, CA 92337	VARIOUS ACCOUNT NO.: 1115	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$15,345
3.103 LASER INNOVATIONS, INC. 4050 E. LEAVERTON CT. ANAHEIM, CA 92807	VARIOUS ACCOUNT NO.: 1229	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$947
3.104 LEE SPRING COMPANY 140 58TH STREET BROOKLYN, NY 11220	VARIOUS ACCOUNT NO.: 1215	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,029
3.105 MACHINE TOOLS SUPPLY 3505 CADILLAC AVE., BLDG. K2 COSTA MESA, CA 92626	VARIOUS ACCOUNT NO.: 1340	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,217
3.106 MAGID GLOVE & SAFETY #66970 2060 NORTH KOLMAR AVE. CHICAGO, IL 60639	VARIOUS ACCOUNT NO.: 1318	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$377

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Trade Payables					
3.107 MAGNATE PRECISION INDUSTRY CO. NO 2 LANE 58 SEC 2 DACING STREET SOUTH DISTRICT TAICHUNG CITY 402 TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0194	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$40,070
3.108 MAVERICK ABRASIVES 11-352744 E. MIRALOMA AVE. ANAHEIM, CA 92807	VARIOUS ACCOUNT NO.: 1391	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$275
3.109 MAZAK CORPORATION WEST-LOS ANGELES PO BOX 702500 CINCINNATI, OH 45270	VARIOUS ACCOUNT NO.: 1364	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,215
3.110 MC MASTER-CARR SUPPLY CO. 9630 NORWALK BLVD SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 1311	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,680
3.111 MEDIA BLAST & ABRASIVES, INC 591 W. APOLLO STREET BREA, CA 92821 92821	VARIOUS ACCOUNT NO.: 2856	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$50
3.112 MERCEDES-BENZ FINANCIAL NOT AVAILABLE	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,735
3.113 MIKE YIN 10565 CRAWFORD CANYON SANTA ANA, CA 92705	VARIOUS ACCOUNT NO.: NONE	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$27
3.114 MINER ELASTOMER PRODUCT CORP 1200 EAST STATE STREET GENEVA, IL 60134	VARIOUS ACCOUNT NO.: 0209	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$570
3.115 MITSUBISHI ELECTRIC AUTOMATION 500 CORPORATE WOODS PKWY VERNON HILLS, IL 60061	VARIOUS ACCOUNT NO.: 1349	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,486
3.116 MOTION INDUSTRIES, INC. 2935 EAST LA PALMA ANAHEIM, CA 92806	VARIOUS ACCOUNT NO.: 1301	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$19
3.117 MOTION SOLUTIONS 27 ARGONAUT ALISO VIEJO, CA 92656	VARIOUS ACCOUNT NO.: 210	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$463

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Trade Payables					
3.118 MOTIVO ENGINEERING LLC 17700 S FIGUEROA ST. GARDENA, CA 90248	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,640
3.119 MSC INDUSTRIAL SUPPLY CO. CUST#134744 1020 WOOD DALE ROAD WOOD DALE, IL 60191	VARIOUS ACCOUNT NO.: 1324	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$15,267
3.120 NACHI AMERICA INC. 12652 E. ALONDRA BLVD. CERRITOS, CA 90703	VARIOUS ACCOUNT NO.: 1425	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,885
3.121 NALCO CAL WATER P.O. BOX 748174 LOS ANGELES, CA 90074	VARIOUS ACCOUNT NO.: 309	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,422
3.122 NAMEPLATE INC. 16502 MARQUARDT AVE. CERRITOS, CA 90703	VARIOUS ACCOUNT NO.: 2810	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$533
3.123 NAMZ CCP, INC. 1440 ULMER AVE. ORELAND, PA 19075	VARIOUS ACCOUNT NO.: 2867	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$6,429
3.124 NEAL ENTERPRISES P.O BOX 132 TORRANCE, CA 90507	VARIOUS ACCOUNT NO.: 0222	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,003
3.125 NINGBO JUNDA NO. 25 WEST LUSHAN ROAD DAQI TOWN SWITZERLAND	VARIOUS ACCOUNT NO.: 2822	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$18,279
3.126 ORANGE COUNTY PLATING CO INC. 960 NORTH PARKER STREET ORANGE, CA 92867	VARIOUS ACCOUNT NO.: 1532	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$331
3.127 OUTERWEARS, INC. 12611 US HWY 131 SCHOOLCRAFT, MI 49087	VARIOUS ACCOUNT NO.: 2837	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,364
3.128 PACIFIC PRINTER SERVICE 427 EAST 17TH STREET, SUITE F- 462 COSTA MESA CA 92627	VARIOUS ACCOUNT NO.: 1714	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$442

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Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.129 PARAGON TECHNOLOGIES 5775 TEN MILE ROAD WARREN, MI 48091	VARIOUS ACCOUNT NO.: 0339	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,412
3.130 PAUGHCO INC. 30 COWEE DRIVE CARSON CITY, NV 89706	VARIOUS ACCOUNT NO.: 1621	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$25,976
3.131 PAUL'S ELECTRICAL SUPPLY 10621 BLOOMFIELD ST. #3 LOS ALAMITOS, CA 90720	VARIOUS ACCOUNT NO.: 1617	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,897
3.132 PG IMTECH OF CALIFORNIA LLC 8424 SECURA WAY SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 0332	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$57,396
3.133 PHOENIX SPECIALTY MFG. CO PO BOX 418 BAMBERG, SC 29003	VARIOUS ACCOUNT NO.: 1691	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$500
3.134 POLYMERSHAPES 9905 PIONEER BLVD SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 2077	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,436
3.135 PREMIERE PACKAGING INDUSTRIES 17625 FABRICA WAY CERRITOS, CA 90703	VARIOUS ACCOUNT NO.: 0034	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$22,767
3.136 QA LUBRICANTS INC. 12223 HIGHLAND AVE UNIT 106-372 RANCHO CUCAMONGA, CA 91739	VARIOUS ACCOUNT NO.: 0171	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$7,905
3.137 QCP ENTERPRISES 11729 E. WASHINGTON BLVD. WHITTIER, CA 90606	VARIOUS ACCOUNT NO.: 1705	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$77,332
3.138 QUALITY GRAPHIC SERVICES 1753 N. WOODWIND LANE ANAHEIM, CA 92807	VARIOUS ACCOUNT NO.: 0257	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$481
3.139 R. S. HUGHES COMPANY, INC. 1219 S. ALLEC STREET ANAHEIM, CA 92805	VARIOUS ACCOUNT NO.: 1826	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$341

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Trade Payables					
3.140 REPLICA GRAPHICS SCOTT ANTHONY WINNINGHAM 9945 BELL RANCH DRIVE SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 0154	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$359
3.141 RIDE CONTROL MEXICANA ZONA INDUSTRIAL EL TEPEYAC TEPEYAC # 110 EL MARQUES, QUERETARO 76020 MONTENEGRO	VARIOUS ACCOUNT NO.: 0266	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$79,210
3.142 RIT BEARING 27949 DIAZ ROAD TEMECULA, CA 92590	VARIOUS ACCOUNT NO.: 1818	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$331
3.143 ROYCE DIGITAL SYSTEMS, INC. 2552 WHITE ROAD IRVINE, CA 92614	VARIOUS ACCOUNT NO.: 1836	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,917
3.144 RUELAS PALLET CO. 6259 LEE CT CHINO, CA 91710	VARIOUS ACCOUNT NO.: 2505	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,124
3.145 RYH RONG SHING CO LTD NO. 37., FENGLI RD., TANZI DIST., TAICHUNG CITY 42754, TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0281	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$10,750
3.146 S&D INDUSTRIAL TOOL SUPPLY 685 S MANCHESTER AVE. ANAHEIM, CA 92802	VARIOUS ACCOUNT NO.: 1975	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,604
3.147 SA DA SPRING INDUSTRIAL CO., L NO. 681, ANJHAO RD. YANCHAO HSIANG KAOHSIUNG Hsieh, TAIWAN	VARIOUS ACCOUNT NO.: 0283	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$838
3.148 SARITASA, LLC 20411 BIRCH ST., SUITE 330 NEWPORT BEACH, CA 92660	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$12,250
3.149 SEASTROM MFG CO. 456 SEASTROM ST. TWIN FALLS, ID 83301	VARIOUS ACCOUNT NO.: 1932	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$382

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Trade Payables							
3.150 SHARP-EYED PRECISION PARTS CO. NO. 8, TIANXIN ST. DAYA TOWNSHIP, TAICHUNG COUNTY TAIWAN R.O.C.	VARIOUS ACCOUNT NO.: 0299	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$16,566
3.151 SHENG TONG TECHNOLOGY CO., LTD NO. 56, LANE 57 JHENGAN 1ST STREET TAINAN CITY, YONGKANG DIST. 71046	VARIOUS ACCOUNT NO.: 0293	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,887
3.152 SHORR PACKAGING CORP. 800 N. COMMERCE ST. AURORA, IL 60504	VARIOUS ACCOUNT NO.: 0135	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$7,075
3.153 SNAP-ON TOOLS THOMAS SWEIDA DBA SNAP-ON TOOLS 904 SILVER SPUR RD. #246 ROLLING HILLS ESTATES, CA 90274	VARIOUS ACCOUNT NO.: 1943	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$86
3.154 SO CAL CARBIDE CUTTING TOOLS, 16017 VALLEY VIEW SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 2847	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$224
3.155 SONG XIN METALBIC CO, LTD NO. 17, ALLY 10, LAND 101, SHINGNAN ST. SOUTH DISTRICT, TAINAN CITY 702, TAIWAN (R.O.C)	VARIOUS ACCOUNT NO.: 0303	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$25,644
3.156 SOUTHERN CALIFORNIA EDISON CO P.O. BOX 300 ROSEMEAD, CA 91772	VARIOUS ACCOUNT NO.: 1920	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$19,843
3.157 SOUTHERN CALIFORNIA GAS CO. P.O. BOX C MONTEREY PARK, CA 91756	VARIOUS ACCOUNT NO.: 1921	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$388
3.158 SOUTHERN COUNTIES LUBRICANTS L 1825 W. COLLINS AVENUE ORANGE, CA 92867	VARIOUS ACCOUNT NO.: 0307	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$3,168

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
Trade Payables					
3.159 SOUTHWEST GAS CORP (UTILITIES P.O BOX 1498 VICTORVILLE, CA 92393	VARIOUS ACCOUNT NO.: 0308	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$17
3.160 STAPLES BUSINESS ADVANTAGE 17265 EAST GALE AVE CITY OF INDUSTRY, CA 91748	VARIOUS ACCOUNT NO.: 1954	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$630
3.161 STEPHEN VILLAGRASA 12042 GILBERT ST APT #4 GARDEN GROVE, CA 92841	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$27
3.162 SUBURBAN PROPANE 535 MELROSE AVENUE PLACENTIA, CA 92870	VARIOUS ACCOUNT NO.: 1997	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$419
3.163 SUHNER USA CUST# 103075 411 HIGHWAY SOUTH, SUHNER DRIVE ROME, GA 30162	VARIOUS ACCOUNT NO.: 1912	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$863
3.164 SUNSET INDUSTRIAL PARTS INC. 16121 S. PIUMA AVE. CERRITOS, CA 90703	VARIOUS ACCOUNT NO.: 2010	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,733
3.165 SYSCO 2321 OTIS STREET SANTA ANA, CA 92704	VARIOUS ACCOUNT NO.: 0324	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,288
3.166 T & M RUBBER 1102 SOUTH 10TH STREET GOSHEN, IN 46526	VARIOUS ACCOUNT NO.: 2006	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$523
3.167 TAIWAN GREATEK TECHNOLOGY CO.L 157 DIN TAI RD WUFENG DIST. TAICHUNG CITY 413, TAIWAN, R.O.C.	VARIOUS ACCOUNT NO.: 0325	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$9,500
3.168 TELEPACIFIC COMMUNICATIONS P.O. BOX 509013 SAN DIEGO, CA 92150	VARIOUS ACCOUNT NO.: NONE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,314
3.169 TERMINAL SUPPLY CO 1800 THUNDERBIRD TROY, MI 48084	VARIOUS ACCOUNT NO.: 0332	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$232

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

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.170 TIM GUZZY SERVICES, INC 5136 CALMVIEW BALDWIN PARK, CA 91706	VARIOUS ACCOUNT NO.: 736	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$546
3.171 TIMKEN CORPORATION THE TIMKEN CORPORATION DUNCAN DISTRIBUTION CENTER 1200 HIDDEN LAKE CIRCLE DUNCAN, SOUTH CAROLINA 92334	VARIOUS ACCOUNT NO.: 2004	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$392
3.172 TOLEMAR MANUFACTURING 5221 OCEANUS DRIVE HUNTINGTON BEACH, CA 92649	VARIOUS ACCOUNT NO.: 2513	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$31,550
3.173 TOTAL SECURITY ED DARLING PO BOX 2336 BUENA PARK, CA 90621	VARIOUS ACCOUNT NO.: 2007	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$999
3.174 TOYOTA-LIFT OF LOS ANGELES 12907 IMPERIAL HWY SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 2041	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,161
3.175 TRELLEBORG SEALING SOLUTIONS 7328 N. REMINGTON AVE. FRESNO, CA 93711	VARIOUS ACCOUNT NO.: 0343	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$5,352
3.176 TRUE STEEL AND CUTTING 4320 WESTMINSTER AVE SANTA ANA, CA 92703	VARIOUS ACCOUNT NO.: 0181	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$1,272
3.177 TUFF PRODUCTS 1060 COLORADO AVE. CA 91911	VARIOUS ACCOUNT NO.: 0371	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$13,588
3.178 TUNG SHUHN PRECISION INDUSTRY NO. 29, LANE 247 PING-AN ST. CHANGHUA CITY, TAIWAN, R.O.C.	VARIOUS ACCOUNT NO.: 0350	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,373
3.179 ULINE PO BOX 88741 CHICAGO, IL 60680	VARIOUS ACCOUNT NO.: 2115	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$643
3.180 UNIFIRST CORPORATION 295 PARKER STREET INDIAN ORCHARD, MA	VARIOUS ACCOUNT NO.: 0145	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$2,848

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Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
Trade Payables							
3.181 UPS SUPPLY CHAIN SOLUTIONS UPS/UPS SCS CHICAGO 28013 NETWORK PLACE CHICAGO, IL 60673	VARIOUS ACCOUNT NO.: 2119	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$808
3.182 WEST COAST BUFF, LLC 1004 BROOKS STREET ONTARIO, CA 91762	VARIOUS ACCOUNT NO.: 0200	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,547
3.183 WESTERN GAGE CORP. 3316-A MAYA LINDA CAMARILLO, CA 93012	VARIOUS ACCOUNT NO.: 2348	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$396
3.184 YOURSHOW ENTERPRISE CO, LTD NO. 32 LANE 26 SEC.1 CHUNG-SHIN RD TA-LI CITY, TAICHUNG COUNTY, TAIWAN	VARIOUS ACCOUNT NO.: 0372	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$4,000
Trade Payables Total:							\$1,570,084

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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
<u>Trade Payable Credit</u>							
3.185 CAD WORKS 16366 VALLEY BLVD. LA PUENTE, CA 91744	VARIOUS ACCOUNT NO.: 381	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$0
3.186 PARAMOUNT SAW 16493 PARAMOUNT BLVD PARAMOUNT, CA 90723	VARIOUS ACCOUNT NO.: 1606	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Trade Payable	<input type="checkbox"/>	\$0
Trade Payable Credit Total:							\$0

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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
IC Payable							
3.187 KURYAKYN HOLDINGS, LLC 454 COUNTY ROAD SOMERSET, WI 54025	VARIOUS ACCOUNT NO.: 0001	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$700
3.188 MUSTANG MOTORCYCLE PRODUCTS, LLC 4 SPRINGFIELD ST/PO BOX 185 THREE RIVERS, MA 1080	VARIOUS ACCOUNT NO.: 0003	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$4,687
3.189 RENTHAL LIMITED BREDBURY PARK WAY BREDBURY STOCKPORT, CHESHIRE	VARIOUS ACCOUNT NO.: 0005	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$8,835
3.190 V&H PERFORMANCE, LLC 13861 ROSECRANS AVENUE SANTA FE SPRINGS, CA 90670	VARIOUS ACCOUNT NO.: 0002	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$28,754
3.191 VELOCITY HOLDING COMPANY, INC. 651 CANYON DRIVE, SUITE 100 COPPELL, TX 75019	VARIOUS ACCOUNT NO.: 0018	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IC Payable	<input type="checkbox"/>	\$1,727,463
IC Payable Total:							\$1,770,439

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Schedule E/F: Creditors Who Have Unsecured Claims

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

Total: All Creditors with NONPRIORITY Unsecured Claims

\$3,340,523

Performance Machine, LLC

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

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

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

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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. + \$3,340,523

5c. Total of Parts 1 and 2

5c. \$3,340,523

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.

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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
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Advertising Agreement

2. 1	AUTHORIZED TOUREXPO VENDOR EXHIBITOR CONTRACT	1/1/2009	C0812	<input type="checkbox"/>	TOUREXPO	PO BOX 2205 GLENS FALLS, NY 12801
2. 2	AUTHORIZED TOUREXPO VENDOR EXHIBITOR CONTRACT	1/1/2009	C0813	<input type="checkbox"/>	TOUREXPO	PO BOX 2205 GLENS FALLS, NY 12801

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Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
Corporate					
2. 3 ENGAGEMENT LETTER	EVERGREEN	L1027	<input type="checkbox"/>	AP SERVICES, LLC	2000 TOWN CENTER SUITE 2400 SOUTHFIELD, MI 48075
2. 4 ENGAGEMENT LETTER	EVERGREEN	L0126	<input type="checkbox"/>	COLE SCHOTZ P.C.	500 DELAWARE AVENUE SUITE 1410 WILMINGTON, DE 19801
2. 5 RESTRUCTURING SUPPORT AGREEMENT	NOT APPLICABLE	L0123	<input type="checkbox"/>	CONSENTING LENDERS	NOT AVAILABLE
2. 6 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. 7 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
2. 8 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

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Schedule G: Executory Contracts and Unexpired Leases

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

2. 9	COMMERCIAL LEASE AGREEMENT	5/30/2018	C0070	<input type="checkbox"/>	CALIBER MOTORS, INC.	200 N. VIA CORTEZ ANAHEIM, CA 92807
2. 10	PREMIER ADVANTAGE AGREEMENT	9/21/2016	C0020	<input type="checkbox"/>	KONICA MINOLTA PREMIER FINANCE	100 WILLIAMS DRIVE RAMSEY, NJ 07446

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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. 11 TANK LIABILITY, POLICY #G24736295005	5/31/2018	I0020	<input checked="" type="checkbox"/>	ACE AMERICAN INSURANCE COMPANY	CHUBB ENVIRONMENTAL CLAIMS MGR PO BOX 5103 SCRANTON, PA 18505-0510
2. 12 PROPERTY (REAL)(BPP)(EDP)(BI), POLICY #MK559	5/31/2018	I0008	<input checked="" type="checkbox"/>	AFFILIATED FM INSURANCE COMPANY	25050 COUNTRY CLUB BLVD SUITE 300 NORTH OLMSTED, OH 44070
2. 13 CRIME, POLICY #14770127	5/31/2018	I0024	<input checked="" type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 14 D&O, POLICY #14770127	5/31/2018	I0021	<input checked="" type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 15 EMPLOYMENT PRACTICES LIABILITY, POLICY #14770127	5/31/2018	I0022	<input checked="" type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 16 FIDUCIARY LIABILITY, POLICY #14770127	5/31/2018	I0023	<input checked="" type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 17 KIDNAP / RANSOM, POLICY #88-085-066	5/31/2018	I0025	<input checked="" type="checkbox"/>	AIG	P.O. BOX 305355 NASHVILLE, TN 37230
2. 18 UMBRELLA & EXCESS INSURANCE , POLICY #EAU780964	5/31/2018	I0004	<input checked="" type="checkbox"/>	AXIS SURPLUS INSURANCE CO.	111 S. WACKER DR, SUITE 3500 CHICAGO, IL 60606
2. 19 GENERAL LIABILITY, POLICY #PL495824102	5/31/2018	I0002	<input checked="" 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. 20 INLAND MARINE , POLICY #72MSGZ1804	5/31/2018	I0018	<input checked="" type="checkbox"/>	HARTFORD FIRE INSURANCE COMPANY	ONE HARTFORD PLAZA HARTFORD, CT 06155
2. 21 GENERAL LIABILITY, POLICY #015375127	5/31/2018	I0001	<input checked="" type="checkbox"/>	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110

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Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
2. 22 UMBRELLA & EXCESS INSURANCE , POLICY #015375099	5/31/2018	I0003	<input checked="" type="checkbox"/>	LEXINGTON INSURANCE COMPANY	99 HIGH STREET BOSTON, MA 02110
2. 23 EXCESS D&O , POLICY #01-477-01-27	5/31/2018	I0026	<input checked="" type="checkbox"/>	OLD REPUBLIC	191 NORTH WACKER DRIVE, SUITE 1000 CHICAGO, IL 60606
2. 24 WORKERS COMPENSATION, POLICY #90- 20589-01	5/31/2018	I0030	<input checked="" type="checkbox"/>	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 25 WORKERS COMPENSATION, POLICY #90- 20589-02	5/31/2018	I0031	<input checked="" type="checkbox"/>	SENTRY CASUALTY COMPANY	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 26 AUTOMOBILE, POLICY #90-20589-03 (AOS)90-20589-04 (MA)	5/31/2018	I0007	<input checked="" type="checkbox"/>	SENTRY INSURANCE	1800 NORTH POINT DR STEVENS POINT, WI 54481
2. 27 STOCK THROUGHPUT, POLICY #MASICSF0915US17	5/31/2018	I0017	<input checked="" type="checkbox"/>	STARR INDEMNITY	8401 N CENTRAL EXPRESSWAY 5TH FLOOR DALLAS, TX 75225
2. 28 INTERNATIONAL PACKAGE & LOCAL UK, POLICY #ZPP21N7297A17GC	5/31/2018	I0019	<input checked="" type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 29 WORKERS COMPENSATION, POLICY #TC2JUB-1112L96-A-14	5/31/2018	I0032	<input checked="" type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 30 WORKERS COMPENSATION, POLICY #TC2JUB-1116L01-7-15	5/31/2018	I0034	<input checked="" type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 31 WORKERS COMPENSATION, POLICY #TRJUB-1113L14-4-14	5/31/2018	I0033	<input checked="" type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 32 WORKERS COMPENSATION, POLICY #TRJUB-1116L02-9-15	5/31/2018	I0035	<input checked="" type="checkbox"/>	TRAVELERS PROP CASUALTY CO OF AMERICA	ONE TOWER SQUARE HARTFORD, CT 06183
2. 33 SIDE A D&O, POLICY #14-MGU-16-A40921	5/31/2018	I0027	<input checked="" type="checkbox"/>	U.S. SPECIALTY	13404 NW FREEWAY HOUSTON, TX 77040

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Schedule G: Executory Contracts and Unexpired Leases

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

2. 34	PERFORMANCE RIDE HEIGHT CONTROL - PHASE 3 - PROPOSAL	NONE LISTED	C0072	<input type="checkbox"/>	MOTIVO ENGINEERING LLC	17700 S. FIGUEROA ST. GARDENA, CA 90248
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Schedule G: Executory Contracts and Unexpired Leases

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

2. 35	PCBA REVISION C CHANGE ORDER PROPOSAL	NONE LISTED	C0073	<input type="checkbox"/>	MOTIVO ENGINEERING LLC	17700 S. FIGUEROA ST. GARDENA, CA 90248
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Schedule G: Executory Contracts and Unexpired Leases

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

2. 36	FIRST AMENDMENT TO LEASE	1/1/2018	L0019	<input checked="" type="checkbox"/>	RALPH HOROWITZ	11911 SAN VICENTE BLVD, SUITE 310 BRENTWOOD, CA 90049
2. 37	LEASE AGREEMENT	7/31/2017	L0018	<input type="checkbox"/>	THOMAS J MOFFETT AND DEBRA K MOFFETT	21851 NEWLAND ST., SPC #232 HUNTINGTON BEACH, CA 92646

Performance Machine, LLC

Case Number: 17-12454

Schedule G: Executory Contracts and Unexpired Leases

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

2. 38	SUPPLY AGREEMENT	11/30/2020	C0382	<input checked="" type="checkbox"/>	PREMIERE PACKAGING	C/O PROCUREMENT ADVISORS LLC 3101 TOWER CREEK PKWY, STE 250 ATLANTA, GA 30339
2. 39	SUPPLY AGREEMENT	11/30/2020	C0110	<input checked="" type="checkbox"/>	PREMIERE PACKAGING	16401 BERWYN ROAD CERRITOS, CA 90703

Performance Machine, LLC

Case Number: 17-12454

Schedule G: Executory Contracts and Unexpired Leases

TOTAL NUMBER OF CONTRACTS: 39

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.

Performance Machine, LLC

Case Number: 17-12454

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: Performance Machine, LLC

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

Case Number (if known): 17-12454

☐

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

\$413,150

1b. Total personal property:

Copy line 91A from Schedule A/B

\$39,178,261

+

1c. Total of all property:

Copy line 92 from Schedule A/B

\$39,591,411

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

\$3,340,523

+

4. Total liabilities

Lines 2 + 3a + 3b

\$439,087,937

Fill in this information to identify the case and this filing:Debtor Name: Performance Machine, LLCUnited States Bankruptcy Court for the: FOR THE DISTRICT OF DELAWARECase Number (if known): 17-12454**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