

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

FAEGRE DRINKER BIDDLE & REATH LLP

A Delaware Limited Liability Partnership

600 Campus Drive

Florham Park, New Jersey 07932-1047

(973) 549-7000 (Telephone)

(973) 360-9831 (Facsimile)

Michael P. Pompeo

Marita S. Erbeck

Proposed Counsel to the Debtors and Debtors in Possession

In re:

ALLIANT TECHNOLOGIES, L.L.C. (d/b/a
TenFour), *et al.*,¹

Debtors.

Chapter 11

Case No. 21-19748 (JKS)
(Jointly Administered)

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

Introduction

Alliant Technologies, L.L.C. (d/b/a TenFour) and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) with the assistance of their advisors, have filed their respective *Schedules of Assets and Liabilities* (the “Schedules”) and *Statement of Financial Affairs* (the “Statements,” and, together with the Schedules, the “Schedules and Statements”) with the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs* (the

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification are as follows: Alliant Technologies, L.L.C. (d/b/a TenFour) (7583), Technology Keiretsu, LLC (8793), AlliantWare, L.L.C. (7589), and Red Forge LLC (8662). The mailing address for the Debtors is 360 Mt. Kemble Avenue, Morristown, New Jersey 07960 (Attn: Mark P. Cantaluppi).

“Global Notes”) pertain to, are incorporated by reference in, and constitute an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

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

Global Notes and Overview of Methodology

1. **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors (whether publicly filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment.
2. **Reservation of Rights.** In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time in all respects and to object or otherwise assert offsets or defenses to any claim (as defined by section 101(5) of the Bankruptcy Code, a “Claim”) reflected in the Schedules and Statements. Furthermore, nothing contained in the Schedules or Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.
3. **Description of Cases and “as of” Information Date.** Prior to the opening of business on December 21, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 23, 2021, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors’ chapter 11 cases under case number 21-19748(JKS) [Docket No. 21].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on November 30, 2021, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on December 20, 2021.

4. **Net Book Value of Assets.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor's accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors' assets and liabilities. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Additionally, because the book values of certain assets may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
5. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available.
6. **Real Property and Personal Property—Leased.** In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable or to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease.
7. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.

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

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued

salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

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

8. **Insiders.** For purposes of the Schedules and Statements, the Debtors define “insiders” pursuant to section 101(31) of the Bankruptcy Code. Persons listed as “insiders” have been included for informational purposes only, and such listing is not intended to be, nor should it be construed as, a legal characterization of such person as an insider, and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses with respect thereto are hereby expressly reserved. Further, the Debtors and their estates do not take any position with respect to: (a) such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law.
9. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the “Intercompany Claims”). While the Debtors have used reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity based on their ordinary-course books and records, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization, or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements may not reflect all intercompany activity.

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

10. **Materialman’s/Mechanic’s Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman’s or mechanic’s liens.

- 11. Classifications.** Listing a Claim or contract on (a) Schedule D as “secured,” (b) Schedule E/F part 1 as “priority,” (c) Schedule E/F part 2 as “unsecured,” or (d) Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or leases or to exercise their rights to setoff against such Claims.
- 12. Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
- 13. Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to (i) any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and (ii) any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known or unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) they may have. Neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- 14. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
 - b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of

any liens that may attach (or have attached) to such property and equipment.

15. **Estimates and Assumptions.** Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of the assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.
16. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
17. **Setoffs.** The Debtors incur certain offsets and other similar rights during the ordinary course of business. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
18. **Global Notes.** These Global Notes are in addition to any specific notes set forth in the Schedules and Statement.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on November 30, 2021, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on December 20, 2021. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Continued Use of Existing Cash Management System, Bank Accounts, and Business Forms; and (II) Modifying the Investment and Deposit Requirements* [Docket No. 9].

Schedule A/B 7. The Bankruptcy Court, pursuant to the *Debtors' Motion for Entry of Interim and Final Orders Pursuant to Bankruptcy Code § 366 Regarding Adequate Assurance of the Future Performance for Utilities and Establishing Procedures for Determining Requests for Additional Adequate Assurance* [Docket No. 3], has authorized on an interim basis [Docket No. 27] the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$3,500.00. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

Schedule A/B 11. Accounts receivable do not include intercompany receivables. Intercompany receivables are reported on Schedule A/B 77.

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

Schedule A/B 55. The Debtors have listed their real property leases in Schedule A/B 55, along with any leasehold improvements.

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

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

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

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

Schedule E/F part 1. The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding prepetition Claims on a postpetition basis pursuant to that certain *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 507(a) Authorizing the Debtors to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs* [Docket No. 24] and that certain *Interim Order Authorizing the Payment of Certain Taxes* [Docket No. 26] (together, the "Interim Wage & Tax Orders"). Prepetition liabilities that have been paid after the Petition Date pursuant to the Interim Wage & Tax Orders have been excluded from the Schedules and Statements.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date. Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, Claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

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

Schedule G. The Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable, or separate contracts.

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

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality/non-disclosure agreements. Such documents may not be set forth on Schedule G.

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

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to individual employees² and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals) but including those made to insiders (which payments appear separately in response to Statement question 4) to the extent those amounts are captured in amounts disbursed to ADP. The amounts listed in Statement 3 reflect the Debtors' disbursements in the aggregate for each check or electronic transfer made on that date; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

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

The Debtors have included all consulting and payroll distributions by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider." The Debtors have not included travel, entertainment, and other expense reimbursements, which expense reimbursements are de minimis and, due to this, not separately tracked by the Debtors in the ordinary course of business.

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

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

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

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Any entity to which a financial statement has been

² Statement 3 however, does reflect payments made to the Debtors' payroll service provider ("ADP") that are attributable to payroll and benefit payments for employees.

provided pursuant to a non-disclosure agreement has not been listed in response to Statement 26d. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors may have not disclosed all parties that may have received such financial statements for the purposes of Statement 26d.

Statement 28. Debtor Technology Keiretsu does not have any controlling shareholders. As such and given the various classes of equity, equity interests for Debtor Technology Keiretsu are set forth in its List of Equity Security Holders. The Debtors have members and noteholders in control. As such, these interests are set forth in Statement 28.

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

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

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

1a. Real property:

Copy line 88 from Schedule A/B

\$0.00

1b. Total personal property:

Copy line 91A from Schedule A/B

\$9,915,917.00

1c. Total of all property:

Copy line 92 from Schedule A/B

\$9,915,917.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D

\$0.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F

\$0.00

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

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F

+ \$0.00

4. Total liabilities

Lines 2 + 3a + 3b

\$0.00

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

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

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

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

Part 1: Cash and cash equivalents

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

☒ No. Go to Part 2.

☐ Yes. Fill in the information below

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

2.1. _____ \$ _____

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

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

4. Other cash equivalents (Identify all)

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

5. Total of part 1

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

\$0.00

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

☒ No. Go to Part 3.

☐ Yes. Fill in the information below

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	Current value of debtor's interest
--	------------------------------------

7.1. _____ \$ _____

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

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

Description, including name of holder of prepayment

Current value of debtor's interest

8.1. _____ \$ _____

9. Total of part 2

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

\$0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

☒ No. Go to Part 4.

☐ Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

Face amount

Doubtful or uncollectible accounts

11a. 90 days old or less: \$ _____ - \$ _____ = → \$ _____

Face amount

Doubtful or uncollectible accounts

11b. Over 90 days old: \$ _____ - \$ _____ = → \$ _____

12. Total of part 3

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

\$0.00

Part 4: Investments

13. Does the debtor own any investments?

☒ No. Go to Part 5.

☐ Yes. Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

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

Name of fund or stock

14.1. _____ \$ _____

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

Name of entity

% of ownership

15.1. _____ % _____ \$ _____

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

Describe

16.1. _____ \$ _____

17. Total of part 4

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

\$0.00

Debtor **Red Forge LLC**Case number (if known) **21-19751****Part 5: Inventory, excluding agriculture assets****18. Does the debtor own any inventory (excluding agriculture assets)?**

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

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
19.1.			\$		\$
20.	Work in progress				
20.1.			\$		\$
21.	Finished goods, including goods held for resale				
21.1.			\$		\$
22.	Other inventory or supplies				
22.1.			\$		\$

23. Total of part 5

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

\$0.00

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

- ☐ No
- ☐ Yes

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

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

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

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

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

	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.		\$		\$

Debtor **Red Forge LLC**Case number (if known) **21-19751****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.

\$0.00

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes Book value: \$ _____ Valuation method: _____ Current value: \$ _____**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☐ No. Go to Part 8.☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
39.1. _____	\$ _____	_____	\$ _____
40. Office fixtures			
40.1. _____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. INTERNALLY DEVELOPED SOFTWARE & SYSTEMS USED IN THE BUSINESS	\$9,895,253.00	Book Value	\$9,895,253.00
42. Collectibles. Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1. _____	\$ _____	_____	\$ _____
43. Total of part 7			
Add lines 39 through 42. Copy the total to line 86.			\$9,895,253.00

Debtor **Red Forge LLC**Case number (if known) **21-19751****44. Is a depreciation schedule available for any of the property listed in Part 7?**

- ☒ No
☐ Yes

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

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

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

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available) (Where available)	Valuation method used for current value	Current value of debtor's interest
--	---	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1. _____ \$ _____

48. Watercraft, trailers, motors, and related accessories. Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1. _____ \$ _____

49. Aircraft and accessories

49.1. _____ \$ _____

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

50.1. _____ \$ _____

51. Total of part 8

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

\$0.00

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

- ☐ No
☐ Yes

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

- ☐ No
☐ Yes

Part 9: Real property**54. Does the debtor own or lease any real property?**

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

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

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

55.1. _____ \$ _____

Debtor **Red Forge LLC**Case number (if known) **21-19751****56. Total of part 9**

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

\$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**☐ No. Go to Part 11.☒ Yes. Fill in the information below.

General description		Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets				
60.1.	RED FORGE LLC TRADEMARK VALUE - ALL TRADEMARKS	\$20,664.00	Net Book Value	\$20,664.00
60.2.	REGISTERED TRADEMARK - CIS 4,815,760	UNDETERMINED	N/A	UNDETERMINED
60.3.	REGISTERED TRADEMARK - RED FORGE 4,815,758	UNDETERMINED	N/A	UNDETERMINED
60.4.	REGISTERED TRADEMARK - RED FORGE (ANVIL MARK) 4,815,759	UNDETERMINED	N/A	UNDETERMINED
60.5.	REGISTERED TRADEMARK - RED FORGE TECHNOLOGIES 4,839,270	UNDETERMINED	N/A	UNDETERMINED
60.6.	REGISTERED TRADEMARK - SMARTWARE 4,746,229	UNDETERMINED	N/A	UNDETERMINED
61. Internet domain names and websites				
61.1.		Net book value of debtor's interest	Valuation method	Current value of debtor's interest
		\$		\$
62. Licenses, franchises, and royalties				
62.1.		\$		\$
63. Customer lists, mailing lists, or other compilations				
63.1.		\$		\$
64. Other intangibles, or intellectual property				
64.1.		\$		\$
65. Goodwill				
65.1.		\$		\$

66. Total of part 10

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

\$20,664.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?☒ No☐ Yes

Debtor **Red Forge LLC**Case number (if known) **21-19751****68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No
☐ Yes

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

- ☒ No
☐ Yes

Part 11: All other assets**70. Does the debtor own any other assets that have not yet been reported on this form?**

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

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

Current value of debtor's interest**71. Notes receivable**

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

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

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

73. Interests in insurance policies or annuities

	Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1.	TRAVELERS	AUTOMOBILE - POLICY NO. BA-9R679546-21-I5-G	_____	_____	_____	UNDETERMINED
73.2.	TRAVELERS	COMMERCIAL PACKAGE - POLICY NO. ZLP-71N39205-21-I5	_____	_____	_____	UNDETERMINED
73.3.	ARCH INSURANCE COMPANY	PRIVATE COMPANY MANAGEMENT LIABILITY & CRIME INSURANCE - POLICY NO. PCD1004166-00	_____	_____	_____	UNDETERMINED
73.4.	TRAVELERS	EXCESS FOLLOW - FORM AND UMBRELLA LIABILITY - POLICY NO. CUP-9R680858-21-I5	_____	_____	_____	UNDETERMINED

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

73.5.	RSUI INDEMNITY CO	EXCESS DIRECTORS & OFFICERS LIABILITY - POLICY NO. NHS695246				UNDETERMINED
73.6.	CHUBB	D95176586				UNDETERMINED
73.7.	THE HARTFORD	WORKERS' COMPENSATION INSURANCE - OHIO, NORTH CAROLINA, FLORIDA, MASSACHUSETTS, LOUISIANA, AND NEW JERSEY - POLICY NO. 34 WBC AL2YAZ				UNDETERMINED

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

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

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

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

76. Trusts, equitable or future interests in property

76.1.		\$
-------	--	--

77. Other property of any kind not already listed

Examples: Season tickets, country club membership

77.1.		\$
-------	--	--

78. Total of part 11

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

UNDETERMINED

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

- ☒ No
☐ Yes

Debtor **Red Forge LLC**Case number (if known) **21-19751****Part 12: Summary**

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

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$9,895,253.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$20,664.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ UNDETERMINED	
91. Total. Add lines 80 through 90 for each column.91a.	\$9,915,917.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$9,915,917.00

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

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

☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

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

**Column A
Amount of
Claim**

Do not deduct
the value of
collateral.

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

2.1. Creditor's name and address

Creditor's email address, if known

Date debt was incurred: _____

Last 4 digits of account number: ____ _
____ _

Do multiple creditors have an interest in the same property?

☐ No

☐ Yes. Have you already specified the relative priority?

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

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

Describe debtor's property that is subject to a lien

Describe the lien

Is the creditor an insider or related party?

☐ No

☐ Yes

Is anyone else liable on this claim?

☐ No

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

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

☐ Contingent

☐ Unliquidated

☐ Disputed

\$ _____ \$ _____

Debtor **Red Forge LLC**

Case number *(if known)* **21-19751**

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

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

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

Part 1: List All Creditors with PRIORITY Unsecured Claims

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

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

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

2.1. Priority creditor's name and mailing address

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Total claim

\$ _____

Priority amount

\$ _____

Nonpriority amount

\$ _____

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number: ____

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

Is the claim subject to offset?

☐ No

☐ Yes

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

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

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

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

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

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

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

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

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

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. Title of contract ASSET PURCHASE AGREEMENT

State what the contract or lease is for SALE OF DEBTOR ENTITY

Nature of debtor's interest CONTRACT PARTY

State the term remaining

List the contract number of any government contract

ACUATIVE CORPORATION
PATRICK DANNA, CFO
30 TWO BRIDGES ROAD
FAIRFIELD NJ 07004

2.2. Title of contract LICENSE AGREEMENT, BY AND BETWEEN ALLIANT TECHNOLOGIES, L.L.C. D/B/A TENFOUR AND RED FORGE LLC, DATED JANUARY 13, 2014

State what the contract or lease is for

Nature of debtor's interest LESSEE

State the term remaining

List the contract number of any government contract

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

ALLIANT TECHNOLOGIES, L.L.C.
(D/B/A TENFOUR)
360 MT KEMBLE AVENUE
SUITE 2003
MORRISTOWN NJ 07960

2.3. Title of contract SERVICES AGREEMENT, BY AND BETWEEN ALLIANT TECHNOLOGIES, L.L.C. D/B/A TENFOUR AND RED FORGE LLC, DATED JANUARY 13, 2014

State what the contract or lease is for

Nature of debtor's interest LESSEE

State the term remaining

List the contract number of any government contract

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

ALLIANT TECHNOLOGIES, L.L.C.
(D/B/A TENFOUR)
360 MT KEMBLE AVENUE
SUITE 2003
MORRISTOWN NJ 07960

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

- 2.4. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** PRIVATE COMPANY MANAGEMENT LIABILITY & CRIME INSURANCE - POLICY NO. PCD1004166-00
- Nature of debtor's interest** INSURED ARCH INSURANCE COMPANY
ONE LIBERY PLAZA
53RD FLOOR
NEW YORK NY 10006
- State the term remaining** 8/14/2022
- List the contract number of any government contract** _____
- 2.5. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** TECHNOLOGY ERRORS AND OMISSIONS LIABILITY - POLICY NO. D95176586
- Nature of debtor's interest** INSURED CHUBB
ACE AMERICAN INSURANCE
COMPANY
P.O. BOX 382001
PITTSBURGH PA 15250-8001
- State the term remaining** 6/1/2022
- List the contract number of any government contract** _____
- 2.6. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** EXCESS DIRECTORS AND OFFICERS LIABILITY - POLICY NO. NHS695246
- Nature of debtor's interest** INSURED RSUI INDEMNITY CO
945 EAST PACES FERRY ROAD NE
SUITE 1800
ATLANTA GA 30326
- State the term remaining** 8/14/2022
- List the contract number of any government contract** _____
- 2.7. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** WORKERS' COMPENSATION INSURANCE - OHIO, NORTH CAROLINA, FLORIDA, MASSACHUSETTS, LOUISIANA, AND NEW JERSEY - POLICY NO. 34 WBC AL2YAZ
- Nature of debtor's interest** INSURED THE HARTFORD
3600 WISEMAN BLVD
SAN ANTONIO TX 78251
- State the term remaining** 5/1/2022
- List the contract number of any government contract** _____
- 2.8. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** AUTOMOBILE - POLICY NO. BA-9R679546-21-I5-G
- Nature of debtor's interest** INSURED TRAVELERS
ONE TOWER SQUARE
HARTFORD CT 06183
- State the term remaining** 5/1/2022
- List the contract number of any government contract** _____

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

- 2.9. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** COMMERCIAL PACKAGE - POLICY NO. ZLP-71N39205-21-I5
- Nature of debtor's interest** INSURED TRAVELERS
ONE TOWER SQUARE
HARTFORD CT 06183
- State the term remaining** 5/1/2022
- List the contract number of any government contract** _____
-
- 2.10. **Title of contract** INSURANCE - BUSINESS **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** UMBRELLA INSURANCE POLICY - POLICY NO. CUP-9R680858-21-I5
- Nature of debtor's interest** INSURED TRAVELERS PROPERTY CASUALTY
COMPANY OF AMERICA
ONE TOWER SQUARE
HARTFORD CT 06183
- State the term remaining** 5/1/2022
- List the contract number of any government contract** _____

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

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

1. Does the debtor have any codebtors?

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

☐ Yes

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

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

2.1. _____

☐ D
☐ E/F
☐ G

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

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

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

Executed on 1/7/2022
MM/DD/YYYY

x

/s/ Mark Cantaluppi

Signature of individual signing on behalf of debtor

Mark Cantaluppi
Printed name

Chief Executive Officer
Position or relationship to debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

FAEGRE DRINKER BIDDLE & REATH LLP

A Delaware Limited Liability Partnership

600 Campus Drive

Florham Park, New Jersey 07932-1047

(973) 549-7000 (Telephone)

(973) 360-9831 (Facsimile)

Michael P. Pompeo

Marita S. Erbeck

Proposed Counsel to the Debtors and Debtors in Possession

In re:

ALLIANT TECHNOLOGIES, L.L.C. (d/b/a
TenFour), *et al.*,¹

Debtors.

Chapter 11

Case No. 21-19748 (JKS)
(Jointly Administered)

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

Introduction

Alliant Technologies, L.L.C. (d/b/a TenFour) and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) with the assistance of their advisors, have filed their respective *Schedules of Assets and Liabilities* (the “Schedules”) and *Statement of Financial Affairs* (the “Statements,” and, together with the Schedules, the “Schedules and Statements”) with the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs* (the

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification are as follows: Alliant Technologies, L.L.C. (d/b/a TenFour) (7583), Technology Keiretsu, LLC (8793), AlliantWare, L.L.C. (7589), and Red Forge LLC (8662). The mailing address for the Debtors is 360 Mt. Kemble Avenue, Morristown, New Jersey 07960 (Attn: Mark P. Cantaluppi).

“Global Notes”) pertain to, are incorporated by reference in, and constitute an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

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

Global Notes and Overview of Methodology

1. **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors (whether publicly filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment.
2. **Reservation of Rights.** In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time in all respects and to object or otherwise assert offsets or defenses to any claim (as defined by section 101(5) of the Bankruptcy Code, a “Claim”) reflected in the Schedules and Statements. Furthermore, nothing contained in the Schedules or Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.
3. **Description of Cases and “as of” Information Date.** Prior to the opening of business on December 21, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 23, 2021, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors’ chapter 11 cases under case number 21-19748(JKS) [Docket No. 21].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on November 30, 2021, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on December 20, 2021.

4. **Net Book Value of Assets.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor's accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors' assets and liabilities. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Additionally, because the book values of certain assets may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
5. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available.
6. **Real Property and Personal Property—Leased.** In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable or to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease.
7. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.

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

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued

salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

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

8. **Insiders.** For purposes of the Schedules and Statements, the Debtors define “insiders” pursuant to section 101(31) of the Bankruptcy Code. Persons listed as “insiders” have been included for informational purposes only, and such listing is not intended to be, nor should it be construed as, a legal characterization of such person as an insider, and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses with respect thereto are hereby expressly reserved. Further, the Debtors and their estates do not take any position with respect to: (a) such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law.
9. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the “Intercompany Claims”). While the Debtors have used reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity based on their ordinary-course books and records, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization, or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements may not reflect all intercompany activity.

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

10. **Materialman’s/Mechanic’s Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman’s or mechanic’s liens.

- 11. Classifications.** Listing a Claim or contract on (a) Schedule D as “secured,” (b) Schedule E/F part 1 as “priority,” (c) Schedule E/F part 2 as “unsecured,” or (d) Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or leases or to exercise their rights to setoff against such Claims.
- 12. Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
- 13. Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to (i) any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and (ii) any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known or unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) they may have. Neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- 14. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
 - b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of

any liens that may attach (or have attached) to such property and equipment.

15. **Estimates and Assumptions.** Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of the assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.
16. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
17. **Setoffs.** The Debtors incur certain offsets and other similar rights during the ordinary course of business. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
18. **Global Notes.** These Global Notes are in addition to any specific notes set forth in the Schedules and Statement.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on November 30, 2021, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on December 20, 2021. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Continued Use of Existing Cash Management System, Bank Accounts, and Business Forms; and (II) Modifying the Investment and Deposit Requirements* [Docket No. 9].

Schedule A/B 7. The Bankruptcy Court, pursuant to the *Debtors' Motion for Entry of Interim and Final Orders Pursuant to Bankruptcy Code § 366 Regarding Adequate Assurance of the Future Performance for Utilities and Establishing Procedures for Determining Requests for Additional Adequate Assurance* [Docket No. 3], has authorized on an interim basis [Docket No. 27] the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of \$3,500.00. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

Schedule A/B 11. Accounts receivable do not include intercompany receivables. Intercompany receivables are reported on Schedule A/B 77.

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

Schedule A/B 55. The Debtors have listed their real property leases in Schedule A/B 55, along with any leasehold improvements.

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

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

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

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

Schedule E/F part 1. The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding prepetition Claims on a postpetition basis pursuant to that certain *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 507(a) Authorizing the Debtors to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs* [Docket No. 24] and that certain *Interim Order Authorizing the Payment of Certain Taxes* [Docket No. 26] (together, the "Interim Wage & Tax Orders"). Prepetition liabilities that have been paid after the Petition Date pursuant to the Interim Wage & Tax Orders have been excluded from the Schedules and Statements.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date. Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, Claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

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

Schedule G. The Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable, or separate contracts.

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

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality/non-disclosure agreements. Such documents may not be set forth on Schedule G.

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

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to individual employees² and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals) but including those made to insiders (which payments appear separately in response to Statement question 4) to the extent those amounts are captured in amounts disbursed to ADP. The amounts listed in Statement 3 reflect the Debtors' disbursements in the aggregate for each check or electronic transfer made on that date; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

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

The Debtors have included all consulting and payroll distributions by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider." The Debtors have not included travel, entertainment, and other expense reimbursements, which expense reimbursements are de minimis and, due to this, not separately tracked by the Debtors in the ordinary course of business.

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

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

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

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Any entity to which a financial statement has been

² Statement 3 however, does reflect payments made to the Debtors' payroll service provider ("ADP") that are attributable to payroll and benefit payments for employees.

provided pursuant to a non-disclosure agreement has not been listed in response to Statement 26d. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors may have not disclosed all parties that may have received such financial statements for the purposes of Statement 26d.

Statement 28. Debtor Technology Keiretsu does not have any controlling shareholders. As such and given the various classes of equity, equity interests for Debtor Technology Keiretsu are set forth in its List of Equity Security Holders. The Debtors have members and noteholders in control. As such, these interests are set forth in Statement 28.

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

Fill in this information to identify the case:

Debtor name: Red Forge LLC

United States Bankruptcy Court for the: District of New Jersey

Case number (if known): 21-19751

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/19

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

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue (Check all that apply)	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2021 to 11/30/2021	☒ Operating a business ☐ Other: _____	\$67,000.00
For prior year:	From 1/1/2020 to 12/31/2020	☒ Operating a business ☐ Other: _____	\$81,000.00
For the year before that:	From 1/1/2019 to 12/31/2019	☒ Operating a business ☐ Other: _____	\$259,000.00

2. Non-business revenue

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

☒ None

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

Debtor **Red Forge LLC**Case number (if known) **21-19751****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

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

☒ None

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

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

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

☒ None

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

5. Repossessions, foreclosures, and returns

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

☒ None

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

6. Setoffs

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

☒ None

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

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

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. _____	_____	_____	☐ Pending
Case number	_____	_____	☐ On appeal
_____	_____	_____	☐ Concluded

8. Assignments and receivership

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

☒ None

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

9.1.

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

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

☒ None

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

Email or website address			

Who made the payment, if not debtor?			

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

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

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

13. Transfers not already listed on this statement

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

☒ None

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

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

Relationship to debtor			

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 7: Previous Locations

14. Previous addresses

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

☒ Does not apply

	Address	Dates of occupancy
14.1.		From To

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 8: Healthcare Bankruptcies

15. Healthcare bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
— diagnosing or treating injury, deformity, or disease, or
— providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☒ No

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ None. Go to Part 10.

☐ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☐ No

☐ Yes. Fill in below.

Name of plan

Employer identification number of the plan

EIN: ____-____-____

Has the plan been terminated?

☐ No

☐ No

Debtor **Red Forge LLC**Case number (if known) **21-19751****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

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

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

☒ None

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

19. Safe deposit boxes

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

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1.	_____	_____	_____	☐ No
	_____	_____		☐ Yes
	_____	_____		

20. Off-premises storage

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

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1.	_____	_____	_____	☐ No
	_____	_____		☐ Yes
	_____	_____		

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

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

☒ None

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

Debtor **Red Forge LLC**Case number (if known) **21-19751****Part 12: Details About Environmental Information**

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

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

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

	Case title	Court or agency name and address	Nature of the case	Status of case
22.1.				☐ Pending
	Case number			☐ On appeal
				☐ Concluded

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

	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1.				

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

	Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1.				

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

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

☒ None

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

26. Books, records, and financial statements

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

☐ None

Name and address	Dates of service
26a.1. DOMINI L ADDISON 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 10/9/2006 To Present
26a.2. GARY FINKEL 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 8/10/1999 To Present
26a.3. JOHN BREEMAN 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 3/15/2021 To Present
26a.4. MARK P CANTALUPPI 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 2/3/2020 To Present
26a.5. MIKE FUNK 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 4/1/2013 To Present
26a.6. STEPHANIE BAILEY 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	From 10/2/2017 To Present

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

☒ None

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

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

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

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. DOMINI L ADDISON 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A
26c.2. GARY FINKEL 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A
26c.3. JOHN BREEMAN 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A
26c.4. MARK P CANTALUPPI 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A
26c.5. MIKE FUNK 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A
26c.6. STEPHANIE BAILEY 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	N/A

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

☒ None

Name and address
26d.1. _____ _____ _____

Debtor **Red Forge LLC**Case number (if known) **21-19751****27. Inventories**

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

☒ No☐ Yes. Give the details about the two most recent inventories.

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

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

	Name and address	Position	Nature of any interest	% of interest, if any
28.1.	GARY FINKEL 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	VICE PRESIDENT, FINANCE, AND CONTROLLER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	MARK CANTALUPPI 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	OPERATING MANAGER, TREASURER AND CEO	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	MICHAEL FUNK 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	SECRETARY & CHIEF ADMINISTRATIVE OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	TECHNOLOGY KEIRETSU, LLC 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	MEMBER	MEMBERSHIP INTEREST	99.99%
	Name and address	Position	Nature of any interest	% of interest, if any
28.5.	TENFOUR LLC 360 MT KEMBLE AVENUE MORRISTOWN NJ 07960	MEMBER	MEMBERSHIP INTEREST	0.01%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?☐ No☒ Yes. Identify below.

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	AARON FLITCROFT 23 TINGLEY RD MORRISTOWN NJ 07960	FORMER SHAREHOLDER (OWNED 0.01%)	NO INTEREST	From 1/1/2014 To 12/20/2021
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2.	BRUCE FLITCROFT 23 TINGLEY RD MORRISTOWN NJ 07960	FORMER OPERATING MANAGER AND CEO	NO INTEREST	From 6/7/2012 To 12/23/2020

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

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

☒ No

☐ Yes. Identify below

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

	Relationship to debtor				

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below

	Name of the parent corporation	Employer Identification number of the parent corporation
31.1.	_____	EIN: ____-____-____

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

☒ No

☐ Yes. Identify below

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

Debtor **Red Forge LLC**

Case number (if known) **21-19751**

Part 14: Signature and Declaration

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

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

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

Executed on 1/7/2022
MM/DD/YYYY

x

/s/ Mark Cantaluppi

Signature of individual signing on behalf of debtor

Mark Cantaluppi
Printed name

Chief Executive Officer
Position or relationship to debtor

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

☒ No

☐ Yes