

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re	:	Chapter 11
	:	
ORBITAL INFRASTRUCTURE GROUP, INC., <i>et</i>	:	Case No. 23-90763 (DRJ)
<i>al.</i> ¹	:	(Jointly Administered)
	:	
Debtors.	:	

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

Introduction

Orbital Infrastructure Group, Inc. ("OIG") and its debtor affiliates, as 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 Statements of Financial Affairs (the "Statements") and together with the Schedules, (the "Schedules and Statements") with the United States Bankruptcy Court for the Southern District of Texas Houston Division (the "Bankruptcy Court"), pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

These Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors' 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 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 each Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' commercially reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Orbital Infrastructure Group, Inc. (3284) ("OIG"); Orbital Gas Systems, North America, Inc. (7018); Orbital Power, Inc. (6341); Orbital Solar Services, LLC (1156); and Eclipse Founding Group, Inc. (5575). The location of the Debtors' service address is: 5444 Westheimer Road, Suite 1650, Houston TX, 77056.

contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Mr. Nick Grindstaff, the Debtors' Chief Financial Officer, has signed each of the Schedules and Statements. Mr. Grindstaff is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Grindstaff has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. Grindstaff has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

The Global Notes supplement is in addition to any specific notes contained in each Debtor's respective Schedules or Statements. Furthermore, the fact that the Debtors have prepared Global Notes or specific notes with respect to each of the individual Debtor's Schedules and Statements and not to those of another should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Notes or specific notes to any of the Debtors' other Schedules and Statements, as appropriate.

Global Notes and Overview of Methodology

Reservation of Rights. 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 (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim ("Claim") description, designation, or Debtor against which the Claim is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and 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, 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. Notwithstanding the

foregoing, the Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.

Description of Cases and "As Of" Information Date. On August 23, 2023 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"). 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 August 24, 2023, the Bankruptcy Court entered the *Order Directing Joint Administration of The Debtors' Chapter 11 Cases* [Docket No. 20]. On September 5, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") appointed and later reconstituted an Official Committee of Unsecured Creditors (the "Committee") pursuant to section 1102 of the Bankruptcy Code. See Docket Nos. 74, 78. No trustee or examiner has been appointed in the Chapter 11 Cases

The asset and liability information provided herein represents the asset and liability data of the Debtors as of the close of business on August 23, 2023, except as otherwise noted. Amounts ultimately realized may vary from net book value (or the applicable value ascribed herein) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown," "disputed," "contingent," "unliquidated," or "undetermined," and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

Net Book Value of Assets. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of August 23, 2023. Additionally, because the book values of certain assets may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets that have been fully depreciated or were expensed for accounting purposes do not appear in these Schedules and Statements as they have no net book value. Given, among other things, the current market valuation of certain assets and the valuation and nature of certain liabilities, nothing in the Debtors' Schedules and Statements shall be, or shall be determined to be an admission that any Debtor was solvent or insolvent as of the Petition Date.

Recharacterization. Notwithstanding the Debtors' commercially 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 due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to re-characterize, 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, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

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. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

Although there are multiple lenders under certain of the Debtors' prepetition debt facilities, only the administrative agents have been listed on Schedules.

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.

Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in their discretion, certain outstanding Claims on a postpetition basis. Prepetition liabilities that have been paid postpetition or those that the Debtors plan to pay via this authorization have been designated as contingent and/or unliquidated in the Schedules. Please see the notes to Schedule E/F for additional information.

Insiders. For purposes of the Schedules and Statements, the Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers or persons in control of the Debtors; and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as "insiders" have been included for informational purposes only and by including them in the Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

Executory Contracts and Unexpired Leases. Certain contracts and/or leases may be in the name of a non-debtor affiliate, however, the Debtors' records show that such contract

and/or lease has been assigned to a Debtor and have been reflected in such Debtor's Schedule G. Additionally, the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to any and all executory contracts and unexpired leases, including the right to amend Schedule G.

Classifications. Listing (a) a Claim on Schedule D as "secured," (b) a Claim on Schedule E/F as "priority," (c) a Claim on Schedule E/F as "unsecured," or (d) a contract on 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 re-characterize or reclassify such Claims or contracts or to setoff of such Claims.

Claims Description. Schedules D and E/F permit each of the Debtors 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. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such Claims as "disputed," "contingent" or "unliquidated." Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

Causes of Action. Despite their commercially 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 any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and 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, 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, and 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.

Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- **Undetermined Amounts.** The description of an amount as "unknown," "TBD" or "undetermined" is not intended to reflect upon the materiality of such amount.

- 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.
- Paid Claims. The Debtors were authorized (but not directed) to pay certain outstanding prepetition Claims pursuant to various orders entered by the Bankruptcy Court. To reflect the fact that such payments have or may be made postpetition, and accordingly the amount due as of the Petition Date has or may be reduced, the Debtors have indicated the amount due as of the Petition Date for such claims but marked them as contingent and/or unliquidated. The Debtors reserve all of their rights to amend or supplement the Schedules and Statements or take other action as is necessary or appropriate to avoid over-payment of or duplicate payments for any such liabilities. Please see notes to Schedule E/F for additional information.
- 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.

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

Intercompany Payables and Receivables. Intercompany payables and receivables are set forth on Schedule E/F or Schedule A/B.77, as applicable. The listing by the Debtors of any account between a Debtor and a non-Debtor affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such amounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such amounts.

Setoffs. The Debtors periodically incur certain setoffs in the ordinary course of business.

Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, refunds, negotiations and/or disputes between Debtors and their customers regarding regulatory or governmental impositions costs incurred by Debtors, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.

Confidential or Sensitive Information. There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to, among other things, concerns for the privacy of an individual. Further, the Court has directed the Debtors "to redact the names, home and email addresses, and any other personal identifying information of individuals or any other natural person listed from any document filed or to be filed with the Court in these Chapter 11 Cases (including any Creditor Matrix, Schedule,

or Statement).” See Order (I) Authorizing the Debtors to (A) File a Consolidated List of the Debtors’ 30 Largest Unsecured Creditors and (B) Redact Certain Personal Identifying Information, (II) Waiving the Requirement to File a List of Equity Security Holders, (III) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Cases and Other Information, and (IV) Granting Related Relief [Docket No. 48].

Global Notes Control. In the event that the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedules Summary. Except as otherwise noted, the asset information provided herein for Orbital Infrastructure Group, Inc., Orbital Solar Services, LLC, Orbital Gas Systems, North America, Inc., and Orbital Power, Inc. represents the Debtors' data regarding their assets as of August 23, 2023. Except as otherwise noted, the asset information provided herein for Eclipse Foundation Group, Inc. represents the Debtors’ data regarding their assets as of August 31, 2023. The liability information provided herein represents the Debtors' data regarding their liabilities as of the close of business on the Petition Date.

For financial reporting purposes, the Debtors and certain of their non-Debtor affiliates ordinarily prepare consolidated financial statements. Unlike the consolidated financial statements, the Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

Schedule A/B: Assets – Real and Personal Property.

Schedule A/B.3. Details with respect to the Debtors’ cash management system and bank accounts are provided in the Debtors’ Emergency Motion for Interim and Final Orders Authorizing (A) Maintenance of the Cash Management System; (B) Maintenance of the Existing Bank Accounts; (C) Continued Use of Existing Business Forms; (D) Continued Performance of Intercompany Transactions in the Ordinary Course of Business and Grant of Administrative Expense Status for Postpetition Intercompany Claims; and (E) Granting Related Relief [Docket No. 7] (the “Cash Management Motion”).

Schedule A/B.15. Ownership interest in subsidiaries have been listed as an undetermined amount on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value. Additionally, Orbital Infrastructure Group, Inc.’s evaluation of their percentage ownership in Virtual Power Systems (VPS) is ongoing due to an equity issuance that severely diluted their ownership in this entity.

Schedule A/B.50. Certain equipment of Eclipse Foundation Group, Inc. and Orbital Solar Services, LLC are in the possession of a 3rd party as of the Petition Date.

Schedule A/B.55. Certain of the instruments reflected on Schedule A/B.55 may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional lands, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule A/B.55. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule A/B.55 is an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B.55, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement).

Schedule A/B.72. The latest details that the Debtors possess on federal and state net operating losses (NOL's) is as of year end 2022 and as such, the current value has been listed as undetermined.

Schedule A/B.74. Certain causes of action against third parties were not listed on Schedule A/B 74 due to settlement agreements executed prior to the Petition Date.

Schedule A/B.77. The listing by the Debtors and a non-Debtor affiliate is a statement of what appears on such Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

Certain assets of the Debtors were listed as undetermined on Schedule A/B 77 due to the low likelihood of recovering the receivables.

Executory Contracts and Unexpired Leases. The Debtors have not attached such agreements to Schedule A/B. Instead, the Debtors have only listed such agreements on Schedule G.

Schedule D: Creditors Who Have Claims Secured by Property.

The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each Claim. All claims listed on Schedule D, however, appear to have arisen or been incurred before the Petition Date.

Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in and specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled Claims of various creditors as secured Claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim except as is set forth in the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use of Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 138]. The descriptions provided in Schedule D are solely intended to be a summary-and not an admission-of liability.

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. The secured debt is jointly and severally the responsibility of multiple Debtors, as such the liability has been listed on each Debtor who is an obligor or guarantor of such debt. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Where applicable, although there are multiple parties that hold a portion of the debt included in the Debtors' prepetition secured credit facilities, only the administrative agents have been listed for purposes of Schedule D. The amounts outstanding under the Debtors' prepetition secured credit facilities reflect approximate principal amount outstanding as of the Petition Date with the exception of the Streeterville debt, which is listed at approximate principal plus accrued interest amounts as of the Petition Date.

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. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any Claims associated with such agreements should be reported 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 re-characterize or reclassify such Claim or contract.

The Debtors have not included parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights.

In response to the question "Do multiple creditors have an interest in the same property?", the Debtor has checked yes out of an abundance of caution to account for, among other things, the possible existence of inchoate statutory liens. The Debtor is taking no position in this document regarding the validity of any such liens or the extent or validity of a particular creditor's lien, including other creditors listed in this Schedule D.

In response to "Describe debtor's property that is subject to lien", any description of the creditor's liens or their priority herein is qualified in its entirety by reference to the operative documents, agreements, schedules, any amendments and exhibits to the preceding and any documents evidencing perfection of such lien. The Debtor is taking no position on the extent or priority of a particular creditor's lien in this document.

In response to "Describe the lien", see statement above regarding property subject to lien.

Deferred financing costs have not been listed for the purposes of these Statements and Schedules.

Schedule E/F: Creditors Who Have Unsecured Claims.

Part 2 – Creditors with Nonpriority Unsecured Claims. The Debtors have used commercially reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F, Part 2 based upon the Debtors' existing books and records as of the Petition Date. The Claims of individual creditors for, among other things, products, goods, or services are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the applicable Debtor. The Debtors reserve all their rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to the same.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date. The Debtors have made every effort to include as contingent, unliquidated, or disputed the Claim of any vendor not included on the Debtors' open accounts payable that is associated with an account

that has an accrual or receipt not invoiced.

The Claims listed in Schedule E/F, Part 2 arose or were incurred on various dates. In certain instances, the date on which a Claim arose is an open issue of fact. Determining the date upon which each Claim in Schedule E/F, Part 2 was incurred 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 have been aggregated by creditor and may include several dates of incurrence for the aggregated balance listed.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with assumption or assumption and assignment of an executory contract or unexpired lease.

The listing by the Debtors of any account between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

The amounts outstanding under the Debtors' prepetition unsecured debt facilities reflect approximate principal plus accrued interest amounts as of the Petition Date.

Schedule G: Executory Contracts and Unexpired Leases.

The Debtors' businesses are complex. Although the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors and diligent efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors reserve all of their rights to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

Certain of the instruments reflected on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, , and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule G. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule G is an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. In addition, the Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement).

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. 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, it is the Debtors' intent that each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

The Debtors reserve all their rights, claims, and Causes of Action with respect to the contracts on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's Claim.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

Certain contracts and/or leases may be in the name of a non-debtor affiliate, however, the Debtors' records show that such contract and/or lease has been assigned (or has otherwise been transferred) to a Debtor (or the Debtor has become a party to such contract) and have been reflected in such Debtor's Schedule G. Additionally, the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to any and all executory contracts and unexpired leases, including the right to amend Schedule G.

Certain executory contracts and unexpired leases included on Schedule G were rejected per the *Order Granting the Debtors' First Omnibus Objection Motion to Reject Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006 as of the Petition Date* [DKT 162] and per the *Order Granting Debtors' Second Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006* [DKT 163].

Schedule H: Codebtors.

For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the various debt facilities are listed as Co-debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 1/Statement 2. Given the various operating segments of the Debtor entities, the 2023 as of date varies for revenue disclosed within Statement 1 and Statement 2. For Debtors, Orbital Power, Inc., Eclipse Foundation Group, Inc. and Orbital Gas Systems, North America, Inc. 2023 revenue is as of June 30, 2023. For Orbital Solar Services, LLC, 2023 revenue is as of July 31, 2023. For Orbital Infrastructure Group, Inc. 2023 revenue is as of the Petition Date.

Statement 3. In Statement 3, disbursements made on account of multiple invoices may be reflected as a

single payment. As described more fully in the *Debtors' Emergency Motion for Interim and Final Orders Authorizing (A) Maintenance of the Cash Management System; (B) Maintenance of the Existing Bank Accounts; (C) Continued Use of Existing Business Forms; (D) Continued Performance of Intercompany Transactions in the Ordinary Course of Business and Grant of Administrative Expense Status for Postpetition Intercompany Claims; and (E) Granting Related Relief* [Docket No. 7] (the "Cash Management Motion") all disbursements listed in Statement 3 are made through the Debtors' cash management system.

The Debtor's bank account ending in x0047 was part of the asset sale between Orbital Power, Inc. and Ferreira Power South, LLC as of the July 5, 2023 sale date. The account remained in the name of Orbital Power, Inc. until it was closed on August 15, 2023. Disbursements made out of the account after it became property of Ferreira Power South, LLC are not reflected in Statement 3 as the money in the account was not property of the Debtors.

Statement 4. A portion of the September 30, 2022 intercompany payable from Orbital Solar Services, LLC to Gibson Technical Services, Inc. in the amount of \$417,640.38, relates to the OSS-JPOW joint venture.

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 to the extent such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

Statement 11. All disbursements listed in Statement 11 were initiated and disbursed by Orbital Infrastructure Group, Inc., but were for the benefit of all Debtors.

Statement 17. Certain Debtors do not offer individual 401(k) plans but rather have employees participate in the 401(k) plan administered by the parent company, Orbital Infrastructure Group Inc. Orbital Infrastructure Group's 401k plan has been listed in response to Statement question 17 for all Debtor entities participating in this plan. Certain benefit plans disclosed in Statement 17 were under previous names of the Debtor entity and renamed upon subsequent entity name changes. Additionally, certain non-Debtor benefit plans were previously merged into the Orbital Infrastructure Group 401(k) plan.

Statement 20. The Debtors did not list property at leased facilities that was abandoned prior to the Petition Date. Additionally, given the remote work environment of the Debtors' employees, it is common that employees hold assets of the Company at their respective homes. For purposes of Statement 20, the Debtors have not listed these assets as a response to this question.

Statements 26a-c. The Debtors have listed those individuals and/or firms that have been identified as having the primary responsibility to maintain or supervise the keeping of the Debtors' books and records. Notwithstanding this listing, additional parties not listed may have had access to the Debtors' books and records. The firms disclosed in Statement 26b were not actively engaged in auditing the Debtors as of the petition date, and therefore not included within Statement 26c.

Statement 28. Directors and officers listed in Statement 28 may be (i) directors or officers of other Debtors or non-Debtor affiliates, (ii) directors or officers of one or more Debtors or non-Debtor affiliates. Irradiant Partner LP's percent interest of 7.13% in Orbital Infrastructure Group, Inc. is disclosed from Form 10-K for the fiscal year ended December 31, 2022. Certain Directors and Officers disclosed in Statement 28 may have de minimis equity interests in Orbital Infrastructure Group, Inc. Exact percentages of interest in Orbital Infrastructure Group, Inc. for Directors and Officers was not disclosed within Statement 28.

Statement 30. Where applicable, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:Debtor name Orbital Gas Systems, North America, Inc.United States Bankruptcy Court for the: Southern District of Texas, Houston DivisionCase number (if known) 23-90764☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

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****From the beginning of the fiscal year to filing date:**From 01/01/2023 to 06/30/2023
MM/DD/YYYY**Sources of revenue**
Check all that apply☒ Operating a business
☐ Other _____**Gross revenue**
(before deductions and exclusions)\$ 122,432.97**For prior year:**From 01/01/2022 to 12/31/2022
MM/DD/YYYY☒ Operating a business
☐ Other _____\$ 4,089,498.05**For the year before that:**From 01/01/2021 to 12/31/2021
MM/DD/YYYY☒ Operating a business
☐ Other _____\$ 5,236,092.49**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**See Attached Rider for Additional Details****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 01/01/2023 to 06/30/2023
MM/DD/YYYY

Other income

\$ 0.00**For prior year:**From 01/01/2022 to 12/31/2022
MM/DD/YYYY

Various

\$ 32,730.67**For the year before that:**From 01/01/2021 to 12/31/2021
MM/DD/YYYY

Various

\$ 1,033,408.36

Debtor Orbital Gas Systems, North America, Inc.
NameCase number (if known) 23-90764**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 \$7,575. (This amount may be adjusted on 4/01/2025 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None See Attached Rider

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 _____ Street _____ City State Zip Code	_____	\$ _____	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other _____
3.2 _____ Street _____ City State Zip Code	_____	\$ _____	☐ 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 \$7,575. (This amount may be adjusted on 4/01/2025 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 See Attached Rider

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1 _____ Street _____ City State Zip Code	_____	\$ _____	_____
Relationship to debtor _____			
4.2 _____ Street _____ City State Zip Code	_____	\$ _____	_____
Relationship to debtor _____			

Debtor Orbital Gas Systems, North America, Inc.

Case number (if known) 23-90764

Name

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	Street City State Zip Code			\$
5.2	Street City State Zip Code			\$

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
Street City State Zip Code			\$

Last 4 digits of account number: XXXX -

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 See Attached Rider

Case title	Nature of case	Court or agency's name and address	Status of case
7.1		Street City State Zip Code	☐ Pending ☐ On appeal ☐ Concluded
Case number			
7.2		Street City State Zip Code	☐ Pending ☐ On appeal ☐ Concluded
Case number			

Name

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
_____ _____ Street _____ City State Zip Code	_____ Case title _____ Case number _____ Date of order or assignment _____	\$ _____ Court name and address _____

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 _____ _____ Street _____ City State Zip Code	_____ _____	_____	\$ _____
Recipient's relationship to debtor _____			
9.2 _____ _____ Street _____ City State Zip Code	_____ _____	_____	\$ _____
Recipient's relationship to debtor _____			

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
_____ _____	_____	_____	\$ _____

11. Payments related to bankruptcy

☒ None

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

Email or website address

Who made the payment, if not debtor?

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2			\$
Address			
Street			
City	State	Zip Code	

Email or website address

Who made the payment, if not debtor?

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
			\$
Trustee			

Debtor Orbital Gas Systems, North America, Inc.

Case number (if known) 23-90764

Name

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

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 MANGAN INC	Divestiture of VE Technology intellectual property in exchange for a de minimis amount of cash and for forgiveness of the accounts payable the Debtor owed to Mangan, Inc.	08/18/2023	\$ Undetermined
Address 1650 HWY 6 SUGAR LAND, TX 77478			

Relationship to debtor

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.2 MANGAN INC	Divestiture of all assets of the Debtor except for VE Technology intellectual property.	Q3 2022	\$ Undetermined
Address 1650 HWY 6 SUGAR LAND, TX 77478			

Relationship to debtor

None

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 1924 ALDINE WESTERN RD. HOUSTON, TX 77038 UNITED STATES	From 05/11/2017	To 08/31/2022
14.2	From	To

Debtor Orbital Gas Systems, North America, Inc.

Case number (If known) 23-90764

Name

Part 8: Health Care Bankruptcies**15. Health Care 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

Street

City

State

Zip Code

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

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**

15.2

Street

City

State

Zip Code

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

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?

- ☐ No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

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

Name of plan

Orbital Infrastructure Group 401(k)

Employer identification number of the plan

EIN: 84-1463284

Has the plan been terminated?

- ☒ No
- ☐ Yes

Debtor Orbital Gas Systems, North America, Inc.
NameCase number (If known) 23-90764**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, old, 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 _____ Street _____ City State Zip Code	XXXX- _____	☐ Checking ☐ Savings ☐ Money Market ☐ Brokerage ☐ Other _____	_____ _____	\$ _____
18.2 _____ Street _____ City State Zip Code	XXXX- _____	☐ 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	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Street _____ City State Zip Code	_____ _____	_____ _____	☐ No ☐ Yes
Address _____ _____			

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

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Street _____ City State Zip Code	_____ _____	_____ _____	☐ No ☐ Yes
Address _____ _____			

Debtor Orbital Gas Systems, North America, Inc.

Case number (if known) 23-90764

Name

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
			\$
Street			
City State Zip Code			

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
			☐ Pending
			☐ On appeal
			☐ Concluded
Case Number	Street		
	City State Zip Code		

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
Street	Street		
City State Zip Code	City State Zip Code		

Debtor Orbital Gas Systems, North America, Inc.

Case number (if known) 23-90764

Name

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
_____ _____ Street _____ City State Zip Code	_____ _____ Street _____ City State Zip Code	_____	_____

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 _____ _____ Street _____ City State Zip Code	_____ _____ _____ _____ City State Zip Code	EIN: _____ Dates business existed From _____ To _____
25.2 _____ _____ Street _____ City State Zip Code	_____ _____ _____ _____ City State Zip Code	EIN: _____ Dates business existed From _____ To _____
25.3 _____ _____ Street _____ City State Zip Code	_____ _____ _____ _____ City State Zip Code	EIN: _____ Dates business existed From _____ To _____

Debtor Orbital Gas Systems, North America, Inc.Case number (if known) 23-90764

Name

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 **See Attached Rider**

Name and address	Dates of service
26a.1 _____ _____ Street _____ _____ City _____ State _____ Zip Code _____	From _____ To _____

Name and address	Dates of service
26a.2 _____ _____ Street _____ _____ City _____ State _____ Zip Code _____	From _____ To _____

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

Name and address	Dates of service
26b.1 GRANT THORNTON LLP 1717 MAIN STREET SUITE 1800 DALLAS, TX 75201-4657	From <u>Q2 2019</u> To <u>Q2 2022</u>

Name and address	Dates of service
26b.2 PRICEWATERHOUSECOOPERS LLP 1000 LOUISIANA STREET SUITE 5800 HOUSTON, TX 77002-5021	From <u>Q3 2022</u> To <u>Current</u>

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 NAME ON FILE 5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	N/A

Debtor Orbital Gas Systems, North America, Inc.Case number (if known) 23-90764

Name

Name and address**if any books of account and records are unavailable, explain why**

26c.2

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 **See Attached Rider**

Name and address

26d.1

Street

City

State

Zip Code

Name and address

26d.2

Street

City

State

Zip Code

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**

\$

Name and address of the person who has possession of inventory records

27.1

Street

City

State

Zip Code

Name

Name of the person who supervised the taking of the inventory

Date of
inventoryThe dollar amount and basis (cost,
market, or other basis) of each inventory

\$

Name and address of the person who has possession of
inventory records

27.2

Street

City

State

Zip Code

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

Address

Position and nature of any
interest

% of interest, if any

See Attached Rider

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.

Name

Address

Position and nature of
any interestPeriod during which
position or interest
was heldSee Attached Rider

From To

From To

From To

From To

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
description and value of
property

Dates

Reason for
providing the value

- 30.1 Please Refer to SOFA Question 4.

Street

City

State

Zip Code

Relationship to debtor

Debtor Orbital Gas Systems, North America, Inc.

Case number (if known) 23-90764

Name

Name and address of recipient

Amount of money or
description and value of
property

Dates

Reason for
providing the value

30.2

Street

City

State

Zip Code

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

Orbital Infrastructure Group, Inc.

EIN: 84-1463284

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

EIN:

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 10/06/2023

MM / DD / YYYY

X /s/ Nick Grindstaff

Printed name Nick Grindstaff

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Financial Officer

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

- ☐ No
- ☒ Yes

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**SOFA Question 2: Non-business revenue**

From Date	To Date	Description of sources of revenue	Gross Revenue
01/01/2023	06/30/2023	Other income	\$0.00
01/01/2022	12/31/2022	Gain on foreign exchange	\$19,691.80
01/01/2022	12/31/2022	Gain on Sale of Assets	\$13,038.87
01/01/2021	12/31/2021	Gain on Extinguishment of Debt	\$779,128.93
01/01/2021	12/31/2021	Gain on foreign exchange	\$4,279.43
01/01/2021	12/31/2021	Other income	\$250,000.00

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

SOFA Question 3: Certain payments or transfers to creditors within 90 days before filing this case

Creditor Name & Address	Check or Wire Number	Payment Date	Reason For Payment	Amount Paid
BLUECROSS BLUESHIELD OF TEXAS PO BOX 650615 DALLAS, TX 75265		06/06/2023	Other- Payroll and Benefits	\$2,962.43
		07/06/2023	Other- Payroll and Benefits	\$2,962.43
		08/14/2023	Other- Payroll and Benefits	\$2,962.43
			SUBTOTAL	\$8,887.29
MANGAN, INC. 3901 VIA ORO AVE. LONG BEACH, CA 90810		07/13/2023	Other- AR Receipt Correction	\$28,613.59
			SUBTOTAL	\$28,613.59
PAYCOM PAYROLL, LLC 7501 W MEMORIAL RD OKLAHOMA CITY, OK 73142		05/26/2023	Other- Payroll and Benefits	\$10,754.88
		06/13/2023	Other- Payroll and Benefits	\$10,771.87
		06/28/2023	Other- Payroll and Benefits	\$10,754.88
		07/12/2023	Other- Payroll and Benefits	\$10,755.71
		07/27/2023	Other- Payroll and Benefits	\$10,765.72
		08/11/2023	Other- Payroll and Benefits	\$10,765.73
		08/16/2023	Other- Payroll and Benefits	\$5,458.67
			SUBTOTAL	\$70,027.46
VERIZON WIRELESS PO BOX 660108 DALLAS, TX 75266-0108		06/16/2023	Services	\$9,772.27
		07/18/2023	Services	\$8,609.60
			SUBTOTAL	\$18,381.87

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**Part 2, Question 4:** Payments or other transfers of property made within 1 year before filing this case that benefited any insider

Debtor	Ending Balance Description	Trading Partner	Balance - September 30 2022 Receivable (Payable)	Balance - August 23 2023 Receivable (Payable)	Net Year Activity Increase (Decrease)
Orbital Gas Systems, North America, Inc.	Intercompany Receivable From	Eclipse Foundation Group, Inc.	\$462,043	\$462,043	\$0
Orbital Gas Systems, North America, Inc.	Intercompany Receivable From	Orbital Power, Inc.	(\$129,053)	\$92,591	\$221,644
Orbital Gas Systems, North America, Inc.	Intercompany Payable To	Orbital Infrastructure Group, Inc.	(\$26,797,984)	(\$26,393,028)	\$404,956
Orbital Gas Systems, North America, Inc.	Intercompany Payable To	Orbital Solar Services, LLC	(\$240,104)	(\$240,104)	\$0

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**SOFA Question 7:** Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

Case Title	Case Number	Nature of Case	Court Name and Address	Status
ALDINE INDEPENDENT SCHOOL DISTRICT VS. ORBITAL GAS SYSTEMS NORTH AMERICA	2023-09928	Tax Penalties	THE DISTRICT COURT OF HARRIS COUNTY, TEXAS, 125TH JUDICIAL DISTRICT 201 CAROLINE STREET HOUSTON, TX 77002	Pending

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**SOFA Question 26a:** List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

Name and Address	From	To
NAME ON FILE 5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	08/09/2022	08/11/2023
NAME ON FILE 5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	03/23/2020	03/27/2023
NAME ON FILE 5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	11/15/2021	Present

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

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

Name and Address

Pursuant to the requirements of the Securities Exchange Act of 1934, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, Orbital Infrastructure Group, Inc. prepares and files with the SEC Form 10-Q Quarterly Reports, Form 10-K Annual Reports, and Form 8-K Current Reports (collectively, the "SEC Filings"). The SEC Filings contain consolidated financial information relating to the Debtor and its affiliates. Additionally, the Debtors have historically provided information such as annual reports on their website. Because the SEC Filings and other reports are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtor or other sources.

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

SOFA Question 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	Address	Position	% Interest
NAME ON FILE	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	Chief Executive Officer	None
NAME ON FILE	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	Chief Financial Officer	None
ORBITAL INFRASTRUCTURE GROUP, INC.	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	Shareholder	100
NAME ON FILE	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	President	None

Debtor Name: Orbital Gas Systems, North America, Inc.

Case Number: 23-90764

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

SOFA Question 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?

Name	Address	Position	Start	End
NAME ON FILE	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	Director	05/12/2003	Unknown
NAME ON FILE	5444 WESTHEIMER ROAD, SUITE 1650 HOUSTON, TX 77056	Director	03/22/2011	08/18/2023