

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

	)	
In re:	)	Chapter 11
	)	
PQ New York, Inc., <i>et al.</i> , ¹	)	Case No. 20-11266 (JTD)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

**STATEMENT OF FINANCIAL AFFAIRS FOR
PQ UPPER WEST, INC. (Case No. 20-11340)**

¹ The last four digits of PQ New York, Inc.'s federal tax identification number are 1022. The mailing address for the debtors is PQ New York, Inc., c/o 33rd Street Bakery, Inc., 43-27 33rd Street, Long Island City, New York 11101. Due to the large number of debtors in these chapter 11 cases, for which the debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors' claims and noticing agent at www.donlinrecano.com/pqny.

**IN THE UNITED STATES BANKRUPTCY COURT
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In re

PQ New York, Inc., *et al.*,

Debtors.

Chapter 11

Case No. 20-11266 (JTD)

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

On May 27, 2020 (the "Petition Date"), PQ New York, Inc. ("PQNY") and its affiliated debtors (each a "Debtor" and collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy for the District of Delaware (the "Bankruptcy Court"), thereby commencing the above-captioned chapter 11 cases (the "Chapter 11 Cases").

These respective Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements," and together with the Schedules, the "Schedules and Statements") were prepared pursuant to section 521 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), rule 1007 of the Federal Rules of Bankruptcy Procedure, and rule 1007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware by management of the Debtors with unaudited information available as of the Petition Date.

These Global Notes and Statement of Limitations, Methodology and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") are incorporated by reference in, and comprise an integral part of, each of the Debtors' Schedules, sub-Schedules, Statements and sub-Statements, exhibits and continuation sheets, and should be referred to in connection with any review of the Schedules and Statements. Disclosure of information in one Schedule, sub-Schedule, Statement, sub-Statement, exhibit or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit or continuation sheet. In the event that the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

The Schedules and Statements should not be relied upon by any person for information relating to current or future financial conditions, events, or performance of any of the Debtors. Due to numerous unliquidated, contingent, and/or disputed claims, summary

statistics in the Schedules and Statements likely significantly understate the Debtors' liabilities.

1. Reservation of Rights. Due to the COVID-19 public health emergency and regional governmental orders mandating the closing of restaurants and non-essential businesses, the Debtors closed all their store and office locations in late March 2020 and furloughed or terminated the majority of their employees at or around that time. In late April 2020, the Debtors terminated all of their remaining employees and have been utilizing certain former employee resources under third party consulting agreements. Due to its limited remaining resources and inability to physically access its U.S. headquarters (including vacating the headquarter premises as described below) and store locations, the Debtors have relied on remote access of its systems and historical financial information and related data.

As such, the Debtors' have made reasonable best efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances based on information that was available to them at the time of preparation; however, subsequent information or discovery may result in material changes to the Schedules and Statements and inadvertent errors or omissions may exist. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are accurate and/or complete.

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 have made reasonable efforts to characterize, classify, categorize, or designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements correctly. Due to the complexity of its legal entity structure and business limitations as a result of the COVID-19 public health emergency, however, the Debtors may have improperly characterized, classified, categorized, or designated certain items. In addition, certain items reported in the Schedules and Statements could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item.

Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these Chapter 11 Cases, including to issues involving substantive

consolidation, equitable subordination, and causes of action arising under provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

For the avoidance of doubt, listing a claim on Schedule D as “secured,” on Schedule E/F as “priority” or “unsecured priority,” or listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant and/or contractual counterparty, or a waiver of a Debtor’s right to recharacterize or reclassify such claim or contract. Failure to designate a claim on a given Debtor’s Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent,” or “unliquidated” or that such claim is not subject to objection. The Debtors reserve their respective rights to dispute, or assert offsets, setoffs, or defenses to any claim reflected on the Schedules as to the nature, amount, liability, or status or to otherwise subsequently designate any claim as disputed, contingent and/or unliquidated.

2. Basis of Presentation. The Debtors’ books and records have been historically maintained on a consolidated basis rather than on a legal entity basis. As such, the Schedules and Statements have been prepared on a reasonable best efforts basis to reflect the assets and liabilities for each legal entity on a non-consolidated basis.

Although the Schedules and Statements may, at times, incorporate information prepared in accordance with GAAP, the Schedules and Statements neither purport to represent nor reconcile to financial statements otherwise prepared and/or distributed by the Debtors in accordance with GAAP or otherwise.

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

4. Estimates and Assumptions. The preparation of the Schedules and Statements required the Debtors to make estimates and assumptions that affected the reported amounts of certain assets and liabilities, the disclosure of certain contingent assets and liabilities and the reported amounts of revenue and expense. Actual results could differ materially from these estimates.

5. Undetermined or Unknown Amounts. The description of an amount as “Undetermined” or “Unknown” is not intended to reflect upon the materiality of such amount.

6. 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 totals may be different than the listed totals.

7. Asset Presentation and Valuation. The Debtors’ assets are presented at values consistent with their books and records. These values do not purport to represent the ultimate value that

would be received in the event of a sale, and may not represent economic value as determined by an appraisal or other valuation technique. As it would be prohibitively expensive and an inefficient use of estate assets for the Debtors to obtain current economic valuations for all of their assets, unless otherwise noted, the carrying value on the Debtors' books (*e.g.*, net book value), rather than current economic values, is reflected on the Schedules and Statements. Net book values of assets generally do not reflect the current performance of the assets or the impact of the current price environment and may differ materially from the actual value and/or performance of the underlying assets.

Unless otherwise stated, the Schedules and Statements reflect net book values as of March 31, 2020, the date that the most recent financial statements were completed. Where most recent data is available, the Debtors have endeavored to reflect this information in the Schedules and Statements.

8. Contingent Assets and Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any causes 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, they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.

9. Liabilities. The liability information provided herein represents the estimated liability data of the Debtors as of the Petition Date, except as otherwise noted. Due to the sudden closure of their store locations and offices as a result of the COVID-19 health crisis, there may be invoices that were mailed to the offices that are unknown and unavailable to Debtors as of the Petition Date. Amounts presented herein are based on the Debtors' reasonable efforts to determine amounts owed to creditors as of the Petition Date. Amounts owed to vendors for certain goods in transit which have not yet been received at the Debtors' facilities or services provided for which invoices have not been received as of the Petition Date, may be understated due to lack

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

Some of the scheduled liabilities are unknown, contingent and/or unliquidated at this time. In such cases, the amounts are listed as “Unknown” or “Undetermined.” Accordingly, the Schedules and the Statements may not equal the aggregate value of the Debtors’ total liabilities as noted on any previously issued financial statements.

10. Leases. In the ordinary course of their businesses, the Debtors lease facilities from certain third-party lessors for use in their daily operations. Any such leases are set forth in Schedule G. The property subject to any of such leases is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtors. Neither is the property subject to any such leases reflected in the Statements as property or assets of third-parties within the control of a Debtor. Nothing in the Schedules is or shall be construed as an admission or determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to any such issues.

11. 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.

12. Excluded Assets and Liabilities. The Debtors have excluded rejection damage claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

13. 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.

Prior to Petition Date, the Debtors maintained a bank account (the “**KBC Concentration Account**”) at KBC Bank USA (“**KBC**”), which was part of a wider consolidated global banking

account maintained at KBC by the Debtors and their non-debtor affiliates pursuant to which the Debtor and certain non-debtor affiliates pooled their cash, all as more fully described in the *Motion of Debtors for Interim and Final Orders (I) Authorizing Continued Use of the Debtors' Existing Cash Management System and Bank Accounts; (II) Authorizing Continued Performance of Certain Intercompany Transactions; (III) Waiving Certain United States Trustee Requirements; and (IV) Granting Related Relief* [D.I. 6] (the “**Cash Management Motion**”). On or about April 1, 2020, the cash pooling mechanism described in the Cash Management Motion among the Debtors and certain of their non-Debtor affiliates was discontinued and the KBC Concentration Account was closed on May 27, 2020. The Debtors have not included these daily cash sweeps as part of its response to SOFA 4 but have included any specific disbursements to PQ Licensing, SA and any international affiliates outside of this cash pooling mechanism.

14. Change of Mailing Address. On or about May 29, 2020, the Debtors vacated their headquarters located at 50 Broad Street, 12th floor, New York, NY 10004. On June 3, 2020, the Court entered an order [D.I. 72] amending the caption for Case No. 11266 (JTD) to reflect the Debtors' new mailing address as PQ New York, Inc. c/o 33rd Street Bakery, Inc., 43-27 33rd Street, Long Island City, NY 11101.

15. Signatory. The Schedules and Statements have been signed by David Incantalupo, in his capacity as Controller of the Debtors. Mr. Incantalupo was appointed as Controller of the Debtors in October 2019 and therefore did not oversee the transactions and records prior to his appointment. In reviewing and signing the Schedules and Statements, Mr. Incantalupo has necessarily relied upon the efforts, statements and representations of various of the Debtors' personnel and professionals. Mr. Incantalupo has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

Specific Disclosures with Respect to the Debtors' Schedules

- **Schedule A/B2.** Concurrent with the closure of their store locations in late March 2020, the Debtors deposited all store register cash into the Debtors' respective bank accounts.
- **Schedule A/B3.** The bank account balances listed are as of the Petition Date.
- **Schedule A/B6-9.** In the books and records of the Debtors, deposits and prepaid amounts are included in one trial balance amount and sufficient listing detail of each specific deposit and/or prepaid amounts was not readily obtainable as of the date the Schedules were prepared. As such, certain Debtors have presented the total value of deposits or prepayments without this counterparty detail.

- **Schedule A/B11.** Accounts receivable are presented based on book value as of March 29, 2020. Such accounts receivable have not been adjusted to reflect any counterclaims or set-offs that customers may assert based on breach of contract or other disputes.
- **Schedule A/B18-26.** A detailed listing of the Debtors' inventory balances was not available at the time the Schedules were prepared due to the sudden closure of their store locations as a result of the COVID-19 health crisis. Amounts presented represent balances as reflected in the Debtors' books and records as of March 29, 2020. The Debtors have made reasonable best efforts to centralize remaining store inventory amounts at its production centers and/or store operating locations. However, certain inventory items may have been in transit or may still be located at the individual store locations as of the Petition Date. Refer to Exhibit A to these Global Notes for a listing of operating addresses of the Debtors
- **Schedule A/B38 - 45.** A detailed listing of the Debtors' furniture, fixtures and equipment was not available at the time the Schedules were prepared due to the sudden closure of its store locations as a result of the COVID-19 health crisis. Amounts presented represent balances as reflected in the Debtors' books and records as of December 31, 2019. The balances were the latest available according to books and records as the Debtors' finance and accounting team had limited access to files which could only be obtained from the corporate office which was shut down due the COVID-19 health crisis. As of the Petition Date, certain items may have been in transit from store locations to the central storage facilities located at 43-27 33rd Street, Long Island City, NY 11101. Parties should refer to 'Change of Mailing Address' in these Global Notes for further reference and see Exhibit A to these Global Notes for a listing of operating addresses of the Debtors.
- **Schedule A/B50.** A detailed listing of the Debtors' machinery and other equipment was not available at the time that the Schedules were prepared due to the sudden closure of its store locations as a result of the COVID-19 health crisis. Amounts presented represent balances as reflected in the Debtors' books and records as of December 31, 2019. The balances were the latest available according to books and records as the Debtors' finance and accounting team had limited access to files which could only be obtained from the corporate office which was shut down due the COVID-19 health crisis. As of the Petition Date, certain items may have been in transit from store locations to the central storage facilities located at 43-27 33rd Street, Long Island City, NY 11101. Parties should refer to 'Change of Mailing Address' in these Global Notes for further reference and see Exhibit A to these Global Notes for a listing of operating addresses of the Debtors.
- **Schedule A/B59 - 69.** The Debtors have used reasonable efforts to report any trademarks, patents, business licenses, and intellectual property that are assets of the Debtors. Exclusion of certain business licenses and intellectual property shall not be construed as an admission that such business licenses and intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise

transferred pursuant to a sale, acquisition, or other transaction. The Debtors have listed certain liquor licenses that have been prepaid as part of Schedule A/B6-9.

- **Schedule A/B 72 and 77.** All of the balances presented herein have been collected by the Debtors in the postpetition period.
- **Schedule D.** The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or in the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements or related documents. Creditors' claims provided on Schedule D arose, or were incurred, on various dates. In certain instances, the date on which such claim arose is an open issue of fact.
- **Schedule E/F.** The Debtors have made reasonable efforts to report all priority and non-priority unsecured claims against the Debtors on Schedule E/F based on the Debtors' books and records as of the Petition Dates. The Debtors have listed all known taxing authorities for each Debtor. These tax claims are, or may in the future be subject to audits, and the Debtors are unable to determine with certainty the amount of the tax claims listed on Schedule E/F. In addition, there may be other contingent, unliquidated claims from state and local taxing authorities, not all of which are listed.

The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances, or other adjustments due from such creditors to the Debtors. Amounts presented herein are based on the Debtors' best efforts to determine amounts owed to creditors as of the Petition Date. Amounts owed to vendors for certain goods in transit which have not yet been received at the Debtors' facilities, or for services provided where invoices have not been received, may be understated due to lack of sufficient information.

Schedule E/F also contains information regarding pending litigation involving the Debtors. However, certain omissions may have occurred. The inclusion of any legal action in the Schedules and Statements does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.

Schedule E/F does not include certain deferred liabilities, accruals or general reserves. Such amounts are general estimates and do not represent specific claims as of the Petition Dates for each respective Debtor.

- **Schedule G.** Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or over-inclusion may have occurred in preparing Schedule G. Despite

best efforts, in some instances, the Debtors may not have been able to identify which Debtor entity is party to a particular contract. In addition, certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Accordingly, the Debtors have made their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract.

Contracts reflected on Schedule G do not reflect the impact of any counterparty's assertion of termination due to breach of contract or cessation of operations. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule G is or is not an executory contract 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 contract or agreement listed on Schedule G, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement, if any) related to a creditor's claim.

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.

Certain of the contracts, agreements, and leases listed on Schedule G may have expired or may have been rejected, terminated, modified, amended, and/or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

- **Schedule H.** The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or any scheduled guarantees are discovered to have expired or be unenforceable. In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because all such claims are contingent, disputed and/or

or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule F and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

- **Statement 3.** During this 90 day period, disbursements made on account of multiple invoices may be reflected as a single payment. As previously described, the Debtors' books and records have historically been kept on a consolidated basis. Payments, such as payroll and certain other vendor payments, which may have benefitted other Debtor entities were not tracked separately as intercompany receivables/payables. As such, payments listed in Statement 3 have been listed only by the payor entity.
- **Statement 4.** For the purpose of this question, all payments are listed on the Statement of the Debtor that actually made the payment. As set forth above, on or about April 1, 2020, the Debtors discontinued their cash pooling mechanism among the Debtors and certain of their non-Debtor affiliates, all as more fully described in the Cash Management Motion. The Debtors have not included these daily cash sweeps as part of its response to SOFA 4 but have included any specific disbursements to PQ Licensing, SA and any international affiliates outside of this cash pooling mechanism. Parties refer to Global Note "Insiders" and the Cash Management Motion for further detail.
- **Statement 7.** The Debtors have used reasonable best efforts to identify all legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the Debtors were involved in any capacity within one year before the Petition Date. However, certain omissions may have occurred. The inclusion of any legal action in this question does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.
- **Statement 10.** During their operations, the Debtors may have experienced the theft of certain goods at their store locations but are unable to adequately quantify the extent of these losses which the Debtors deem to be immaterial. The Debtors had loss prevention protocols in place via security system and employee trainings. The Debtors kept records of loss prevention information.

- **Statement 11.** All disbursements listed in Statement 11 were initiated and disbursed by PQ New York, Inc., but were for the benefit of all Debtors. Such payments have been listed only at this entity and not duplicated across all Debtors.
- **Statement 26d.** Over the prior two years, the Debtors have provided their financial statements to various parties, including potential lenders, investors, vendors, government entities and other interested parties. No efforts were made to keep records of parties provided with this information.
- **Statement 30.** Any and all known disbursements to insiders of the Debtors, as defined above, have been listed in the response to SOFA 4. The items listed under SOFA 30 incorporate by reference any items listed under SOFA 4.

Global Notes
Exhibit A

Entity Name	Description	Operating Address
33rd Street Bakery, Inc.	Production Centers	43-27 33rd Street Long Island City NY 11101
Florence Bakery, Inc.	Production Centers	936 W Florence Ave Inglewood CA 90301
LPQ 14th & K Street, Inc.	Operating	1401 K Street NW Washington DC 20005
LPQ 205 Bleecker, Inc.	Operating	205 Bleecker Street New York NY 10012
LPQ 85 Broad, Inc.	Operating	85 Broad Street New York NY 10004
LPQ Aventura, Inc.	Operating	19565 Biscayne Boulevard Unit #938 Aventura FL 33180
LPQ Cabin John, Inc.	Operating	7993 Tuckerman Lane Potomac MD 20854
LPQ Claremont, Inc.	Operating	175 North Indian Hill Road Claremont CA 91711
LPQ Coconut Grove, Inc.	Operating	3425 Main Highway Coconut Grove FL 33133
LPQ Garden City, Inc.	Operating	630 Old Country Road - Room 1024B Garden City NY 11530
LPQ King & Hudson, Inc.	Operating	375 Hudson St. New York NY 10014
LPQ N. Wells St, Inc.	Non-Operating Entity	N/A
LPQ Naperville, Inc.	Operating	204 S. Washington St. Naperville IL 60540
LPQ North Michigan, Inc.	Operating	20 North Michigan Avenue Suite 101 Chicago IL 60602
LPQ Pasadena, Inc.	Operating	88 West Colorado Blvd #102 Pasadena CA 91105
LPQ Reston, Inc.	Operating	11909 Democracy Drive Reston VA 20190
LPQ Sailboat Pond, Inc.	Operating	East 72nd St and 5th Ave in Central Park New York NY 10021
LPQ South End Ave, Inc.	Operating	395 South End Ave New York NY 10280
LPQ South Gayley, Inc.	Operating	1122 South Gayley Avenue Los Angeles CA 90024
LPQ South Lasalle, Inc.	Non-Operating Entity	N/A
LPQ Toluca Lake, Inc.	Operating	4301 W. Riverside Drive Burbank CA 91505
LPQ West 55th & 8th St, Inc.	Operating	250 West 55th Street New York NY 10019
LPQ Woodbury, Inc.	Operating	195 Marigold Court Central Valley NY 10917
PQ 17th Street, Inc.	Operating	800 17th Street, NW Washington DC 20006
PQ 44th & Madison, Inc.	Operating	340 Madison Ave (16 East 44th St) New York NY 10017

PQ 44th Street, Inc.	Operating	708 3rd Ave. New York NY 10017
PQ 53rd Street, Inc.	Operating	7 East 53rd Street New York NY 10022
PQ 550 Hudson, Inc.	Non-Operating Entity	N/A
PQ 55th & 1st, Inc.	Operating	1006 1st Ave. New York NY 10022
PQ 6th & Olive, Inc.	Operating	523 W 6th Street-Unit R509S Los Angeles CA 90017
PQ 6th Ave., Inc.	Operating	1271 6th Ave New York NY 10020
PQ 8th & Walnut, Inc.	Operating	801 Walnut Street Philadelphia PA 19106
PQ 8th Street, Inc.	Operating	10 5th Ave. New York NY 10011
PQ 933 Broadway, Inc.	Operating	931 Broadway New York NY 10010
PQ 97th Street, Inc.	Operating	1399 Madison Ave. New York NY 10029
PQ Alexandria, Inc.	Operating	701 King Street Alexandria VA 22314
PQ Americana, Inc.	Operating	730 Americana Way Space E 7 Glendale CA 91210
PQ Bakery, LLC	Operating	1131 Madison Ave. New York NY 10028
PQ Battery Park, Inc.	Operating	2 River Terrace New York NY 10282
PQ Bethesda, Inc.	Operating	7140 Bethesda Lane Bethesda MD 20814
PQ Beverly Hills, Inc.	Operating	9630 South Santa Monica Blvd Beverly Hills CA 90210
PQ Blaine Mansion, Inc.	Operating	2000 Massachusetts Ave Washington DC 20036
PQ Bleecker, Inc.	Operating	65 Bleecker St New York NY 10012
PQ Brentwood, Inc.	Operating	11702 Barrington Court Brentwood CA 90049
PQ Bryant Park, Inc.	Operating	70 West 40th Street New York NY 10018
PQ Calabasas, Inc.	Operating	4719 Commons Way Calabasas CA 91302
PQ Capitol Hill, Inc.	Operating	660 Pennsylvania Ave, SE Washington DC 20003
PQ Carnegie Hill, Inc.	Operating	1309 Lexington Ave New York NY 10028
PQ Carroll Square, Inc.	Operating	975 F Street, NW Washington DC 20004
PQ Central Park, Inc.	Operating	922 7th Ave. New York NY 10019
PQ Chelsea, Inc.	Operating	124 7th Ave. New York NY 10011
PQ Chevy Chase, Inc.	Operating	5310 Western Ave. NW #A-103 Chevy Chase MD 20815
PQ Clarendon, Inc.	Operating	2900 Clarendon Blvd Arlington VA 22201

PQ Culver Plaza, Inc.	Operating	9901 Washington Boulevard Suite 102 Los Angeles CA 90232
PQ East 65th St, Inc.	Operating	861 Lexington Avenue New York NY 10065
PQ East 77th, Inc.	Operating	252 East 77th Street New York NY 10021
PQ East 83rd St, Inc.	Operating	1592 1st Ave. New York NY 10028
PQ Encino Bakery, Inc.	Operating	15503 Ventura Blvd Suite 100 Encino CA 91436
PQ First Inc.	Operating	1270 1st Ave. New York NY 10021
PQ French Market, Inc.	Operating	135 North Clinton Street Chicago IL 60661
PQ Georgetown Inc.	Operating	2815 M Street Washington DC 20007
PQ Gold Coast, Inc.	Operating	10 East Delaware Place Chicago IL 60611
PQ Granary, Inc.	Operating	1901 Callowhill Street Space B Philadelphia PA 19130
PQ Greenwich, Inc.	Operating	382 Greenwich Ave Greenwich CT 06830
PQ Harbor Point, Inc.	Operating	711 Canal Street #140R Stamford CT 06902
PQ Larchmont, Inc.	Operating	113 North Larchmont Blvd Los Angeles CA 90004
PQ Lexington, Inc.	Non-Operating Entity	N/A
PQ Lincoln Park, Inc.	Operating	1000-1002 West Armitage Ave Chicago IL 60614
PQ Lincoln Square, Inc.	Operating	60 West 65th Street New York NY 10023
PQ Manhattan Beach, Inc.	Operating	451 Manhattan Beach Ste A132 Manhattan Beach CA 90266
PQ Meatpacking District, Inc.	Non-Operating Entity	N/A
PQ Melrose, Inc.	Operating	8607 Melrose Ave West Hollywood CA 90069
PQ Merrifield, Inc.	Operating	8296L Glass Alley Suite 120 Fairfax VA 22031
PQ Mineral Springs, Inc.	Operating	2 W 69th ST (CP - W72nd St Entrance) New York NY 10023
PQ Montague, Inc.	Operating	121 Montague Street Brooklyn NY 11201
PQ Mt. Vernon, Inc.	Non-Operating Entity	N/A
PQ New Canaan, Inc.	Operating	81 Elm Street New Canaan CT 06840
PQ New York, Inc.	HQ / Support	50 Broad Street 12th Fl. New York NY 10004
PQ Newport Beach Bakery, Inc.	Operating	1103A Newport Center Drive Newport Beach CA 92660
PQ Operations, Inc.	HQ / Support	50 Broad Street 12th Fl. New York NY 10004
PQ Park & 33rd, Inc.	Operating	3 Park Avenue New York NY 10016
PQ Park Slope, Inc.	Non-Operating Entity	N/A

PQ Robertson, Inc.	Operating	320 South Robertson Blvd Los Angeles CA 90048
PQ Rye, Inc.	Operating	30 Purchase Street Rye NY 10580
PQ San Vicente, Inc.	Operating	13050 San Vicente Blvd #114 Los Angeles CA 90049
PQ Santa Monica, Inc.	Non-Operating Entity	N/A
PQ Soho, LLC	Operating	100 Grand Street New York NY 10014
PQ Spring Valley, Inc.	Operating	4874 Massachusetts Ave, NW Washington DC 20016
PQ Studio City, Inc.	Operating	13045 Ventura Blvd Studio City CA 91604
PQ The Village at Topanga, Inc.	Operating	6360 Topanga Canyon Blvd, Suite 1200 Woodland Hills CA 91367
PQ Tribeca, Inc.	Operating	81 West Broadway New York NY 10007
PQ Tysons Corner, Inc.	Operating	8101 Tysons Corner Center Suite J18U Tysons Corner VA 22102
PQ UN, Inc.	Operating	937 2nd Ave New York NY 10022
PQ Union Square, Inc.	Operating	801 Broadway New York NY 10003
PQ Union Station, Inc.	Operating	50 Massachusetts Ave., NE #M-100 Washington DC 20002
PQ Upper West, Inc.	Non-Operating Entity	N/A
PQ Villa Marina, Inc.	Operating	13455 Maxella Ave # 206-140 Marina Del Rey CA 90292
PQ Walnut Street, Inc.	Operating	1425 Walnut Street Philadelphia PA 19103
PQ Wayne, Inc.	Operating	223 East Lancaster Ave Wayne PA 19087
PQ West 72nd, Inc.	Operating	50 West 72nd Street New York NY 10023
PQ West 84th, Inc.	Operating	494 Amsterdam Ave. New York NY 10024
PQ Westlake, Inc.	Operating	2728 Townsgate Road Suite 2 Thousand Oaks CA 91361
PQ Wildwood, Inc.	Operating	10217 Old Georgetown Rd. Lot 22 Bethesda MD 20814
Tuxedo Bakery, Inc.	Production Centers	4950 Frolich Lane Hyattsville MD 20781
Walnut St. Bakery, Inc.	Production Centers	1425 Walnut Street Philadelphia PA 19103

Fill in this information to identify the case:

Debtor name: PQ Upper West, Inc.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 20-11340

☐ Check if this is an amended filingOfficial 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 1/1/2019 to 12/31/2019	☒ Operating a business ☐ Other: _____	\$120,177.00
For prior year:	From 1/1/2018 to 12/31/2018	☒ Operating a business ☐ Other: _____	\$2,520,973.00

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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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	_____
_____	_____	_____

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340****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. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340****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. SEE GLOBAL NOTES	\$ _____	_____	\$ _____

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340**

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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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.	50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	From APRIL 2016 To MAY 2020

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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.	BANK OF AMERICA 100 NORTH TRYON STREET CHARLOTTE NC 28255	XXX-0713	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☒ Other: DEPOSIT	5/26/2020	\$0.00

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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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. DAVID INCANTALUPO 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	From 10/7/2019 To Present
26a.2. JOSEPH CASTELLANE 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	From 10/28/2019 To APRIL 2020
26a.3. MICHAEL A. R. STORRY 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	From 8/5/2016 To OCTOBER 2019
26a.4. STEFAN BOYD 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	From 6/1/2019 To NOVEMBER 2019

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. MAZARS USA LLP 135 WEST 50TH STREET NEW YORK NY 10020	From NOVEMBER 2008 To Present

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

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340**

	Name and address	If any books of account and records are unavailable, explain why
26c.1.	DAVID INCANTALUPO 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	

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.	SEE GLOBAL NOTES

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.	BRUCE REZIN 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	BOARD OF DIRECTOR MEMBER	NONE	NONE

	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	MATTHEW R. KAHN 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	BOARD OF DIRECTOR MEMBER	NONE	NONE

	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	PQ LICENSING, SA 3RD FLOOR, 28-33 LITTLE RUSSELL STREET LONDON WC1A2HN UNITED KINGDOM	GLOBAL PARENT		100.00%

Debtor **PQ Upper West, Inc.**Case number (if known) **20-11340****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 and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	PETER NOYES 50 BROAD STREET 12TH FLOOR NEW YORK NY 10004	BOARD MEMBER	NONE	From 3/12/2007 To 3/15/2020

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.	SEE GLOBAL NOTES	\$ _____	_____	_____	_____
	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.	PQ NEW YORK, INC.	EIN: 13-3841022

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 **PQ Upper West, Inc.**Case number (if known) **20-11340****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.

6/10/2020
MM/DD/YYYY

✕ */s/ David Incantalupo*
Signature of individual signing on behalf of the debtor

Printed name David Incantalupo

Position or relationship to debtor Controller

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

☒ No
☐ Yes