

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
CHASSIX HOLDINGS, INC., <i>et al.</i>,	:	Case No. 15-10578 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
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**SCHEDULES OF ASSETS AND LIABILITIES FOR
CHASSIX HOLDINGS, INC. (CASE NO. 15-10578 (MEW))**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Automotive Properties of New York, LLC (4323); Chassix Holdings, Inc. (9249); UC Holdings, Inc. (5026); Chassix, Inc. (5728); Diversified Machine, Inc. (8762); Diversified Machine Bristol, LLC (5409); Chassix Georgia Machining, LLC (1940); DMI Columbus, LLC (1833); Diversified Machine Montague, LLC (4771); Diversified Machine, Milwaukee LLC (0875); DMI Edon LLC (1847); Mexico Products I, LLC (3039); DMI China Holding LLC (4331); Concord International, Inc. (3536); SMW Automotive, LLC (9452); Automotive, LLC (2897); Chassis Co. of Michigan, LLC (2692); AluTech, LLC (0012). The direct and indirect international subsidiaries of Chassix Holdings, Inc. are not debtors in these chapter 11 cases.

**Global Notes Regarding the Debtors’
Schedules of Assets and Liabilities and Statements of Financial Affairs**

Chassix Holdings, Inc. (“**Chassix Holdings**”), Chassix, Inc. (“**Chassix**”) and certain of their affiliates and subsidiaries, as debtors and debtors in possession (collectively, including Chassix Holdings and Chassix, the “**Debtors**”),² are filing their respective Schedules of Assets and Liabilities (each a “**Schedule**” and, collectively, the “**Schedules**”) and Statement of Financial Affairs (each a “**SOFA**” and, collectively, the “**Statements**”) pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”).

The Debtors’ management prepared the Schedules and Statements with the assistance of their advisors and other professionals. The Schedules and Statements are unaudited. The Debtors’ management and advisors have made reasonable efforts to ensure that they 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. Notwithstanding any such discovery or new information, the Debtors shall not be required to update the Schedules and Statements.

The Debtors reserve all rights to amend the Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Statements as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases and specifically with respect to any issues involving any causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

The Schedules, Statements, and Notes (as defined below) 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, Statements, and Global Notes likely significantly understate the Debtors’ liabilities.

- 1. Description of the Cases.** On March 12, 2015 (the “**Commencement Date**”), the Debtors each commenced voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors

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in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On the Commencement Date, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b). On March 19, 2015, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “**Committee**”).

2. **Purpose of Global Notes.** These Global Notes Regarding the Debtors’ Schedules and Statements (the “**Global Notes**”) are in addition to the specific notes set forth below with respect to the Schedules and Statements (the “**Specific Notes**” and, together with the Global Notes, the “**Notes**”). These Notes are incorporated by reference in and comprise an integral part of the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

3. **Methodology and Limitations:**

- a. **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.
- b. **Debtors’ Consolidated Cash Management System.** The Debtors use a centralized cash management system to streamline collection, transfer, and disbursement of funds generated by the Debtors’ business operations. The cash management system is operated and maintained by Chassix.
- c. **Confidential Information.** In certain limited instances in the Schedules and Statements, the Debtors have deemed it necessary and appropriate to redact from the public record information such as names, addresses, or amounts. The Debtors have generally used this approach because of an agreement between the Debtors and a third party, concerns of confidentiality, or concerns for the privacy of an individual. The Debtors have prepared a separate version of any Schedule or SOFA from which information has been redacted. The Debtors will provide parties in interest who have a reasonable basis for review of such information with sufficient information to discern the nature of the listing.
- d. **Net Book Value of Assets.** The Debtors do not have current market valuations for all assets. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to obtain current market valuations for all assets. Wherever possible, unless otherwise indicated, net book values as of the Commencement Date are presented. When necessary, the Debtors have indicated that the value of certain assets is “Unknown” or “Undetermined.” Amounts ultimately realized may vary materially from net book value (or whatever value was ascribed).

Accordingly, the Debtors reserve all rights to amend, supplement, or adjust the asset values set forth in the Schedules and Statements. As applicable, fixed assets and leasehold improvement assets that have been fully depreciated or fully amortized, or were expensed for GAAP accounting purposes, have no net book value and, therefore, are not included in the Schedules and Statements.

- e. **Liabilities.** Unless otherwise indicated, all liabilities are listed as of the Commencement Date.
 - f. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars or Euros, unless otherwise indicated.
 - g. **Payment of Prepetition Claims Pursuant to First Day Orders.** On March 13, 2015, the Court entered orders authorizing, but not directing, the Debtors to, among other things, (a) pay prepetition employee wages, salaries, and related items, including employee benefit programs and independent contractor obligations; (b) continue tooling and warranty programs in the ordinary course of business; (c) pay certain prepetition shipping and lienholder claims and customs duties and charges; (d) pay prepetition claims of certain foreign and critical vendors; (e) pay insurance obligations; and (f) pay prepetition taxes and assessments. Where the Schedules list creditors and set forth the Debtors' scheduled amount attributable to such claims, such scheduled amounts reflect balances owed as of the Commencement Date. To the extent any adjustments are necessary for any payments made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court, such adjustments may have not been included in the Schedules and Statements unless otherwise noted on the applicable Schedule. The Debtors reserve the right to update the Schedules and Statements to reflect payments made pursuant to the above referenced orders.
4. **Debtors' Reservation of Rights.** Nothing contained in the Schedules, Statements, or the Global Notes shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving equitable subordination, characterization or re-characterization of contracts, assumption or rejection of executory contracts under the provisions of chapter 3 of the Bankruptcy Code and causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any applicable non-bankruptcy laws to recover assets or avoid transfers.
- a. Any failure to designate a claim listed on the Debtors' Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve the right to dispute, or to assert setoff rights, counterclaims, or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated."
 - b. Listing a claim on the Debtors' Schedules as "secured" does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' rights to reclassify such claim or contract. Moreover, although the Debtors

- may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.
- c. Listing a claim on the Debtors' Schedules as "unsecured priority" does not constitute an admission by the Debtors of the legal rights of the claimant. The Debtors hereby expressly reserve the right to assert that any claim listed as unsecured priority does not constitute an unsecured priority claim under section 507 of the Bankruptcy Code and thus constitutes an unsecured nonpriority claim.
 - d. The Debtors' businesses are part of a complex enterprise. Although the Debtors have made reasonable efforts to ensure the accuracy of their Schedules and Statements, inadvertent errors, omissions, or inclusions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on the Debtors' Schedules and Statements and to amend further or supplement the Schedules and Statements as necessary.
 - e. The Debtors further reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules and Statements, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim.
 - f. The Debtors used their reasonable efforts to locate and identify guarantees and other secondary liability claims (the "**Guarantees**") in their executory contracts, unexpired leases, secured financings, debt instruments and other agreements. Where such Guarantees have been identified, they are included in the relevant Schedules. The Debtors placed Guaranty obligations on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other agreements may have been inadvertently omitted. Thus, the Debtors reserve their rights to amend or supplement the Schedules to the extent that additional Guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and statements to re-characterize or reclassify any such contract or claim.
 - g. The placing of a contract or lease onto the Debtors' Schedules shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is necessarily a binding, valid, and enforceable contract. The Debtors hereby expressly reserve the right to assert that any contract listed on the Debtors' Schedules does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code.

Specific Notes With Respect to the Debtors' Schedules of Assets and Liabilities

5. **Schedule A.** Real property listed in Schedule A for the Debtors include land, land improvements, and building improvements. Leasehold improvements are listed in Schedule B35.
6. **Schedule B.** Unless otherwise noted, the amounts shown are based on closing account balances as of the Commencement Date.
7. **Schedule B16.** Trade accounts receivable is net of customer allowances and setoffs, exclusive of any reserve for "doubtful accounts."
8. **Schedule B22.** The Debtors have not assigned value to, or identified the expiration date for, the trademarks, patents, copyrights and other intellectual property identified on Schedule B22. As of the submission of these Schedules and SOFAs, the Debtors had not been able to determine the applicable expiration date for items listed and the diligence in connection therewith remains ongoing.
9. **Schedule B23.** The Debtors have not assigned value to the permits and licenses identified on Schedule B23.
10. **Schedule B24.** The Debtors possess customer lists at the entity level; however, due to their confidential nature, the Debtors have not furnished customer lists for the purposes of Schedule B24.
11. **Schedule D.** 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. To the best of the Debtors' knowledge, all claims listed on Schedule D appear to have arisen or to have been incurred before the Commencement 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 any 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 of their 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. 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/or security agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of liens. Except as specifically stated herein, real property lessors, utility companies and other parties that may hold security deposits may not have 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 agreement should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant, deemed a modification or interpretation of the terms of such agreements, or considered a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights.

Pursuant to the terms of the Debtor's Superpriority Debtor-in-Possession ABL Loan, Security and Guaranty Agreement with PNC Bank, N.A. ("**PNC**"), which provides for a \$150 million debtor-in-possession ("**DIP**") ABL financing facility, the Debtors have paid-off the outstanding, prepetition balances due to BMO Harris Bank, N.A. ("**Prepetition ABL Facility**"). For purposes of the Debtors' Schedules, the Prepetition ABL Facility is reflected as of the Commencement Date; however such debt was subsequently fully repaid.

- 12. Schedule E.** Certain claims listed on Schedule E are claims owing to various taxing authorities to which the Debtors may potentially be liable. These claims may be the subject of ongoing audits and the Debtors may be unable to determine with certainty the amount of many, if not all, of the claims listed on Schedule E. Therefore, the Debtors listed all such claim amounts as "Unknown" in amount, pending final resolution of ongoing audits or other outstanding issues.

The claims listed on Schedule E 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. To the best of the Debtors' knowledge, all claims listed on Schedule E appear to have arisen or to have been incurred before the Commencement Date.

The Debtors reserve the right to assert any such claims are contingent, unliquidated and/or disputed, as applicable. The Debtors have not listed on Schedule E any priority employee wage and/or benefit claims for which the Debtors have been granted authority (but not direction) to pay pursuant to "first day" order, on an interim basis, from the Bankruptcy Court. The Debtors believe that all such claims have been, or will be, satisfied in the ordinary course of business during these chapter 11 cases pursuant to the authority granted in the relevant order(s).

The Debtors reserve the right to assert that any claim listed on Schedule E does not constitute a priority claim under section 507 of the Bankruptcy Code and thus constitutes an unsecured non-priority claim.

- 13. Schedule F.** The Debtors have used reasonable efforts to report all general unsecured claims against the Debtors on Schedule F based upon the Debtors' existing books and records as of the Commencement Date. The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open

issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each claim, determination of the date that each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive; therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F does not include certain balances including 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 primarily represent general estimates of liabilities and do not represent specific claims as of the Commencement Date. The Debtors have made reasonable efforts to include as contingent, unliquidated and/or disputed the claim of any party not included on the Debtors' open accounts payable that is associated with an account that has accrual or receipt not invoiced.

The claims of individual creditors may not reflect credits and/or allowances due from creditors to the applicable Debtor. The Debtors reserve all of their rights with respect to any such credits and/or allowances, including the right to assert objections and/or setoffs with respect to same.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain non-priority unsecured claims, pursuant to specific "first day" orders. To the extent practicable, each Debtor's Schedule F is intended to reflect the balance as of the Commencement Date, without regard to such subsequent payment or satisfaction. However, each Debtor's Schedule F may inadvertently reflect some of the Debtor's payment of certain claims pursuant to these orders, and, to the extent an unsecured claim has been paid or may be paid, it is possible such claim is not included on Schedule F. Certain Debtors may pay additional claims listed on Schedule F during these Chapter 11 cases pursuant to these and other orders of the Bankruptcy Court and the Debtors reserve all of their rights to update Schedule F to reflect such payments or to modify the claims register to account for the satisfaction of such claims. Certain claims listed on Schedule F may include amounts entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code.

Schedule F includes claims (the "**Customer Claims**") of certain customers (the "**OEM Customers**") party to the Multi-Customer Accommodation Agreement and BMW Accommodation Agreement filed with, and approved by, the Bankruptcy Court (collectively, the "**Accommodation Agreements**"). The Customer Claims include amounts that were incurred prior to the Commencement Date, which may include amounts such as (a) surcharge fees; (b) premium freight-related expenses; (c) outage or quality spill costs; (d) professional fees; (e) outside contractor fees; and (f) other production-related expenses. In accordance with the Accommodation Agreements, and the Bankruptcy Court order approving those agreements, the OEM Customers have agreed to not assert any additional claims against the Debtors arising out of, or relating to, the period prior to the Commencement Date, unless the Official Committee of Unsecured Creditors (the "**Creditors Committee**") or any creditor or other party in interest objects to the Customer Claims, in which case the OEM Customers may assert such additional claims. Furthermore, the OEM Customers have agreed to waive any and

all rights to a recovery or distribution from the Debtors, on account of the Customer Claims, so long as no Event of Default under the Accommodation Agreements occurs (other than under section 8.1(g) of the Multi-Customer Accommodation Agreement) and the Debtors otherwise comply with the terms of the Accommodation Agreements. The Creditors Committee retains the right to object to the allowance of any Customer Claims and any additional claim filed by any OEM Customer.

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the amount that is the subject of the litigation is uncertain or undetermined. The dollar amount of potential claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements.

In addition, although the Debtors have made reasonable efforts to attribute the Schedule F debt to the rightful Debtor entity, in certain instances, the Schedule F debt in fact, may properly be against another Debtor entity. Although the Debtors made reasonable attempts to attribute each liability to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the attribution of the liabilities and reserve the right to amend the Schedules and Statements.

To the extent they are known, Schedule F represents the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

14. **Schedule G.** The Debtors' business is large and complex. Although the Debtors' existing records and information systems have been relied upon to identify and schedule executory contracts and unexpired leases and reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtors reserve all rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement Schedule G as necessary. The contracts, agreements and leases listed therein may have expired or been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements which may not be listed therein.

The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the rights to dispute or challenge the characterization or the structure of any transaction document or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to

dispute. Executory agreements that are oral in nature have not been included in Schedule G.

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

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 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 4(a), as applicable.

Specific Notes With Respect to the Debtors' Statements of Financial Affairs

16. **SOFA 1.** The revenue amounts shown in response to this question are net sales to external customers only, and do not include sales to inter-regional affiliates, which primarily relate to the sales of casting parts and/or finished goods. Furthermore, the sales figures shown are net of various returns and setoffs, which occur during normal course of business.
17. **SOFA 3(b).** The response to SOFA 3(b) includes any disbursement or other transfer made by the Debtors except for those made (a) to debt consultation or restructuring professionals (which payments appear in SOFA 9); (b) donations or charitable contributions made by the Debtors (which payments appear in SOFA 7); or (c) certain fringe benefit payments made by the Debtors on behalf of insiders or payments made directly to the Debtors' prepetition private equity sponsor (which payments appear in SOFA 3(c)).

Although the vast majority of disbursements made through the Debtors' global cash management system are initiated and made through the accounts payable sub-ledger, in the ordinary course, specific payments are automatically debited from the Debtors' bank accounts or made on a consolidated basis on behalf of multiple Debtor entities. Such payments are posted outside of the Debtors' accounts payable sub-ledger during the accounting month-end close process, and, as a result, it would be unduly burdensome for the Debtors to list these payments pursuant to specific Debtor entities. Therefore, certain of these payments, such as those made to the Debtors' payroll provider, Automatic Data Processing, Inc. ("**ADP**"), have been listed in the aggregate.

Certain payroll-related payments included in the aggregate payments made to ADP include amounts that were paid to insiders. To that extent, there payments have also been listed in response to SOFA 3(c). Certain ordinary course employee compensation payments are shown as aggregate payments to ADP or the applicable benefits provider, and not on an employee-by employee basis. By contrast, certain employee expense reimbursements and *de minimis* payments are scheduled as payments to the applicable employees. Any salary, bonus and/or severance payments are listed as net amounts, and therefore, include the impact of payroll reductions related to employee tax and benefit withholdings.

Pursuant to the Debtors' global cash management system, payments made to various parties are often made from a single Debtor on behalf of one or more Debtor entities. Therefore, for purposes of full transparency, the Debtors have listed both the Debtor entity that disbursed the payment (the "**Paying Entity**") and the Debtor entity for which the payment was made (the "**Incurring Entity**"). As a result, in certain instances, a single payment may appear multiple times, with each instance representing the appropriate allocation between both the Paying Entity and the Incurring Entity.

18. **SOFA 3(c).** For purposes of the Schedules and Statements, the Debtors define insiders as individuals that, based upon the totality of circumstances, have a controlling interest in,

or exercise sufficient control over the respective Debtor so as to unqualifiably dictate corporate policy and the disposition of assets. The Debtors do not take any position with respect to (i) such person's influence over the control of the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority or such individual; or (iv) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities law, or with respect to any theories of liability or any other purpose. As such, the Debtors reserve all rights to dispute whether someone identified in response to SOFA 3(c) is in fact an "insider" as defined in section 101(31) of the Bankruptcy Code. For more information regarding each Debtor's officers and directors see SOFA 21(b) and SOFA 22(b).

The payroll-related amounts shown in response to this question for any salary, bonus or additional compensation, and/or severance payments are gross amounts that do not include reductions for amounts including employee tax or benefit withholdings. Bonus or additional compensation amounts include certain "fringe benefits" paid either directly to the applicable insider, or to a third party creditor on their behalf, in the ordinary course of business. Amounts shown in response to this question for any travel and business-related expense reimbursements include expenses reimbursed either directly to the applicable insider, or directly to a third party creditor on behalf of the insider.

In the ordinary course of business, certain corporate or personal credit cards utilized by an insider are used to pay for travel and business-related expenses for various other individuals employed by the Debtors. As it would be unduly burdensome for the Debtors to analyze which credit card expenses related to those incurred on behalf of an insider as opposed to another employee, the Debtors have listed the aggregate amount paid for such expenses. With respect to reimbursable expenses of Employee #104139, the relevant amounts presented include amounts paid on behalf of such employee to American Express for charges made on the employee's credit card. Such credit card is used by the employee for both reimbursable expenses (including those incurred by Employee #104139, in addition to various other individuals employed by the Debtors that utilize Employee #104139's credit card for their own reimbursable expenses), as well as business-related payments, including payments made on behalf of the Debtors to certain suppliers. It would be unduly burdensome for the Debtors to extract only the relevant expense information. Therefore, out of an abundance of caution, the Debtors have included the full amount of the employee's credit card payments in SOFA 3(c), including those payments that are not reimbursable expenses.

Payments to the Debtors' prepetition private equity sponsor, Platinum Equity Advisors LLC ("**Platinum Equity**"), may be comprised of balances including, but not limited to (i) management fees; (ii) travel and business-related expense reimbursements incurred by Platinum Equity; and (iii) other direct or indirect costs incurred by Platinum Equity which were paid by the Debtors during the applicable timeframe.

- 19. SOFA 4(a).** The actions described in response to SOFA 4(a) are the responsive proceedings or pending proceedings of which the Debtors are aware. The actions

described in SOFA 4(a) include employee related matters and pending cases against the Debtors. Environmental-related proceedings and notifications are excluded in SOFA 4(a), but are included in SOFA 17(a), 17(b), and 17(c).

Prior to the Commencement Date, the Debtors were party to several actions due to the threatened failure of performance of certain of the Debtors' vendors. As these actions were dismissed prior to the Commencement Date, they are excluded from SOFA 4(a).

20. **SOFA 5.** The operating Debtors occasionally return damaged, unsatisfactory or out of specification components and other goods to vendors in the ordinary course of business. These returns have not been listed in response to SOFA 5.
21. **SOFA 7.** In the ordinary course, the Debtors may issue gift cards or other monetary rewards to plant-level employees. Any such amounts are considered *de minimis* payments, and therefore, are not specifically tracked within the Debtors books and records. The donations and/or charitable contributions listed in response to SOFA 7 represent payments made to third parties during the applicable timeframe that were recorded as such within the Debtors books and records.
22. **SOFA 8.** Losses presented in SOFA 8 include losses from a fire in which the Debtors filed an insurance claim and received reimbursement from the losses. All other losses or thefts for which the Debtors did not file an insurance claim were excluded from SOFA 8.
23. **SOFA 9.** Although the services of any entities who provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately processing the Commencement Date were provided for the benefit of and on behalf of all the Debtors, all of the payments for such services were made by Chassix and are, therefore, listed on that Debtor's response to SOFA 9.
24. **SOFA 13.** The operating Debtors engage in certain customer programs, including warranty and other quality-related programs pursuant to which customers may receive credits. Such transactions were not considered setoffs for the purpose of responding to SOFA 13, although the Debtors reserve all rights with respect thereto and make no admission of waiver thereby. The creditors of the Debtors have contractual rights that allow the setoff of certain receivables/payables. Furthermore, in accordance with the Debtors' restructuring efforts, certain operating costs incurred by the Debtors were paid directly by certain customers, for which receivable balances due from such customers were subsequently setoff. Due to the volume and nature of these setoffs, any such amounts were excluded from the response to SOFA 13.
25. **SOFA 14.** The response to SOFA 14 does not include equipment leased by the Debtors that is located on the Debtors' premises. These leases are included in Schedule G.

The Debtors routinely withhold or retain certain funds from employees for payment to certain governmental authorities. These funds are held in trust for turnover to the

applicable governmental authority. Since the Debtors do not retain control of these funds, nor are these funds considered property of the estates, such amounts have not been itemized in response to SOFA 14.

- 26. SOFA 19(d).** Since July 2013, the Debtors have participated in multiple capital raises. As part of the capital raise process, the Debtors disclosed certain financial information about the Debtors and their non-debtor affiliates to potential lenders and investors, subject to confidentiality agreements.

In addition, prior to the commencement of these chapter 11 cases, the Debtors considered various restructuring alternatives. These restructuring alternatives included discussions with third parties, including potential lenders, investors and customers, who, subject to confidentiality agreements, may have been granted access to certain information as requested from the Debtors' books and records. The Debtors provided consolidated financial information to banks, customers, suppliers, rating agencies, and other various interested parties, both in the ordinary course of business and in consideration of the aforementioned restructuring alternatives. Accordingly, the Debtors are not providing a list of the various parties to whom they may have issued financial statements during the requested period because it would be unduly burdensome for them to produce such a list.

- 27. SOFA 20(a).** The Debtors maintain raw materials, work-in-progress, and finished goods inventory at their manufacturing facilities. Inventories are valued at the lower of cost or market using the standard cost method.

Each plant performs a full or partial physical inventory count of raw materials (including semi-finished goods), work-in-progress, and finished goods inventory during every fiscal period-end. Additionally, raw materials, work-in-progress, and finished goods are tracked daily based on receipts and production by various parties involved in the inventory procurement and production process.

The data presented in response to SOFA 20(a) reflects the two most recent full physical inventory counts performed by the Debtors prior to the Commencement Date. The last full physical inventory count took place at the end of 2014 as part of the year-end audit process.

The responsibility for conducting the inventory counts is generally with the plant controller. Following each inventory count, the results are reported to the Assistant Corporate Controller and the Director of Finance / Corporate Controller, including any necessary adjustments to the inventory accounts within the financial statements.

- 28. SOFA 21(b).** Each of the Debtors is indirectly and ultimately owned by Platinum Equity Advisors, LLC, the Debtors' prepetition private equity sponsor, and certain affiliated entities and investment funds. However, the response to SOFA 21(b) was limited only to each Debtor's direct parent entity, which maintains 100% equity interest in the related Debtor, in addition to all current officers and directors.

- 29. SOFA 23.** Any and all known disbursements to insiders of the Debtors, as defined above, have been listed in response to SOFA 3(c), including all forms of cash compensation paid directly to insiders, or paid to a third party on behalf of an insider. As a result, certain of the payments listed in response to SOFA 3(c) were made to creditors that do not have a direct relationship with the Debtors and/or insiders, however, have been listed as a payment to the related insider. The items listed under SOFA 23 incorporate by reference any items listed under SOFA 3(c), and vice versa.

United States Bankruptcy Court
Southern District of New York

In re **Chassix Holdings, Inc.**,
Debtor

Case No. **15-10578 (MEW)**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		165,571,125.00	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			0.00		
Total Liabilities				165,571,125.00	

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

B6B (Official Form 6B) (12/07) - Cont.

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		UC Holdings, Inc. - 100% equity interest	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		See Global Notes	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **0.00**

B6D (Official Form 6D) (12/07)

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
See Schedule E Attachment		-		X	X	X	Unknown	Unknown
Account No.								
Account No.								
Account No.								
Account No.								

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total

(Report on Summary of Schedules)

0.00	0.00
0.00	0.00

Creditor Name	Address1	Address2	Address3	City	State	Zip	Cobdebtor	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Disputed	Amount of Claim	Amount Entitled to Priority	Amount Not Entitled to Priority, if any
Alabama Department of Revenue	50 North Ripley Street			Montgomery	AL	36104		Business Privilege Tax/Corporation Income Tax	X	X	X	Unknown	Unknown	Unknown
Bedford County Trustee	102 North Side Square	(US Bank Building - Basement)		Shelbyville	TN	37160		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
City of Benton Harbor	200 Wall Street	PO BOX 648		Benton Harbor	MI	49023-0648		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
City of Montague	8778 Ferry St.			Montague	MI	49437-1285		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
City of Shelbyville	201 N. Spring Street			Shelbyville	TN	37160		Personal Property	X	X	X	Unknown	Unknown	Unknown
City of Southfield	26000 Evergreen Rd.			Southfield	MI	48076		Personal Property	X	X	X	Unknown	Unknown	Unknown
City of Warren	One City Square			Warren	MI	48093		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
City of Wixom	49045 Pontiac Trail			Wixom	MI	48393		Personal Property	X	X	X	Unknown	Unknown	Unknown
City School District of Batavia	District Administration	260 State Street		Batavia	NY	14020		Real Property	X	X	X	Unknown	Unknown	Unknown
City Treasurer	210 Martin Luther King Jr. Blvd.	Room 107		Madison	WI	53703-3342		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
Elkhart County Treasurer	117 N. Second Street	Room 201		Goshen	IN	46526		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
Franchise Tax Board	P.O. Box 942857			Sacramento	CA	94257-0501		Franchise Tax	X	X	X	Unknown	Unknown	Unknown
Georgia Department of Revenue	Century Center	1800 Century Boulevard, NE		Atlanta	GA	30345		Use Tax/Corporation Tax	X	X	X	Unknown	Unknown	Unknown
Howell Township Treasurer	3525 Byron Rd			Howell	MI	48855		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
Illinois Department of Revenue	45 Eisenhower Drive			Paramus	NJ	07652-0000		Corporation Income and Replacement Tax	X	X	X	Unknown	Unknown	Unknown
Indiana Department of Revenue	100 North Senate Avenue			Indianapolis	IN	46204		Use Tax/Corporate Adjusted Gross Income Tax	X	X	X	Unknown	Unknown	Unknown
Kentucky Department of Revenue	501 High Street			Frankfort	KY	40601-2103		Corporation Income Tax	X	X	X	Unknown	Unknown	Unknown
Lincoln Charter Township	2055 West John Beers Road			Stevensville	MI	49127		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
Massachusetts Department of Revenue	200 Arlington St			Chelsea	MA	02150-0000		Massachusetts Excise Tax	X	X	X	Unknown	Unknown	Unknown
Michigan Department of Treasury				Lansing	MI	48922		Use Tax/Corporate Income Tax	X	X	X	Unknown	Unknown	Unknown
Missouri Department of Revenue	Harry S Truman State Office Building	301 West High Street		Jefferson City	MO	65101		Corporation Income Tax	X	X	X	Unknown	Unknown	Unknown
Muscookee Co. Tax Commissioner	311 Citizens Way			Columbus	GA	31906		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
New York State Department of Taxation and Finance	ATTN: Office of Counsel	Building 9	W A Harriman Campus	Albany	NY	12227		Business Corporation Franchise Tax	X	X	X	Unknown	Unknown	Unknown
North Carolina Department of Revenue	501 N Wilmington St			Raleigh	NC	27604		Corporate Income Tax	X	X	X	Unknown	Unknown	Unknown
Ohio Department of Taxation	4485 Northland Ridge Blvd.			Columbus	OH	43229		Commercial Activity Tax	X	X	X	Unknown	Unknown	Unknown
South Carolina Department of Revenue	300A Outlet Pointe Boulevard			Columbia	SC	29210		Annual Report/Corporation Income Tax	X	X	X	Unknown	Unknown	Unknown
Tennessee Department of Revenue	500 Deaderick Street			Nashville	TN	37242		Franchise, Excise Tax	X	X	X	Unknown	Unknown	Unknown
Town of Batavia Tax Collector	3833 West Main Street Rd			Batavia	NY	14020		Real Property	X	X	X	Unknown	Unknown	Unknown
Treasurer, City of Port Huron	Lynn Ward	100 McMorran Blvd.		Port Huron	MI	48060		Personal Property/Corporation Income Tax	X	X	X	Unknown	Unknown	Unknown
Village of Edon	108 E. Indiana St.	P.O. Box 338		Edon	OH	43518		Income Tax	X	X	X	Unknown	Unknown	Unknown
Village of Stevensville	5768 Saint Joseph Avenue			Stevensville	MI	49127		Personal Property/Real Property	X	X	X	Unknown	Unknown	Unknown
Williams County Treasurer	One Courthouse Square			Bryan	OH	43506		Real Property	X	X	X	Unknown	Unknown	Unknown
Wisconsin Department of Revenue	2135 Rimrock Road			Madison	WI	53713		Use Tax/Corporation Franchise or Income Tax	X	X	X	Unknown	Unknown	Unknown
TOTAL:												Unknown	Unknown	Unknown

B6F (Official Form 6F) (12/07)

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
See Schedule F Attachment		-				165,571,125.00
Account No.						
Account No.						
Account No.						
Subtotal (Total of this page)						165,571,125.00
Total (Report on Summary of Schedules)						165,571,125.00

0 continuation sheets attached

Creditor Name	Address1	Address2	Address3	City	State	Zip	Country	Cobaltor	Date Claim was Incurred and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
DELAWARE TRUST COMPANY, AS SUCCESSOR TRUSTEE	Attn Sandra Horwitz	2711 Centerville Rd		Wilmington	DE	19808			Unsecured Notes				\$157,071,125.00
Triomphe Intermediate Holding Corporation	c/o Chasix Holdings, Inc.	300 Galleria Officentre	Suite 501	Southfield	MI	48034			Unsecured Notes - Interest Payment				\$7,600,000.00
												Total	\$165,671,125.00

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

See Global Notes

Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.								
Creditor Name	Address1	Address2	Address3	City	State	Zip	Country	Date of Contract
BCN Service Company	Attn: Legal Counsel	600 Lafayette East		Detroit	Mi	48226		1/1/2015
Blue Cross Blue Shield of Michigan	Attn: Legal Counsel	600 Lafayette East		Detroit	Mi	48226		1/1/2015
General Motors LLC	Attn: Julie Dierath	300 Renaissance Center		Detroit	Mi	48243		12/15/2014

In re **Chassix Holdings, Inc.**

Case No. **15-10578 (MEW)**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**United States Bankruptcy Court
Southern District of New York**

In re **Chassix Holdings, Inc.**

Debtor(s)

Case No. **15-10578 (MEW)**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Interim Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **15** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 9, 2015**

Signature **/s/ David J. Woodward**

David J. Woodward

Interim Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.