IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re:	Jointly Admin. At Case No. 08-26591
W.P. HICKMAN SYSTEMS, INC., HICKMAN MANUFACTURING, INC. and A.M. TECHNOLOGIES, INC.,	
Debtors.	

DEBTORS' DISCLOSURE STATEMENT PURSUANT TO SECTION 1125 OF THE BANKRUPTCY CODE RELATING TO THE JOINT PLAN OF LIQUIDATION OF THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE DATED OCTOBER 16, 2009

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This Disclosure Statement (this "Disclosure Statement") describes the terms and provisions of the Plan filed by the Debtors and the Committee in the Chapter 11 Cases pending before the United States Bankruptcy Court for the Western District of Pennsylvania.

The purpose of this Disclosure Statement is to provide "adequate information," as that term is defined in Section 1125 of the Bankruptcy Code, to enable creditors and equity holders of the Debtors whose claims or interests are impaired under the Plan and whose votes are being solicited to make an informed decision whether to vote in favor, or to vote against, the Plan. A copy of the Plan is attached to this Disclosure Statement as Exhibit A. In case of any discrepancy between this Disclosure Statement and the Plan, the provisions of the Plan shall control. Terms used in this Disclosure Statement but not defined herein shall have the meanings ascribed to them in the Plan.

This Disclosure Statement has been approved by the Bankruptcy Court after notice and a hearing. The Bankruptcy Court found that the information contained herein meets the standards set forth in Section 1125 of the Bankruptcy Code. The Bankruptcy Court, however, has not passed upon the Plan, and this Disclosure Statement and the Order approving it should not be construed as an approval of the Plan by the Bankruptcy Court.

THE INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT HAS BEEN SUPPLIED BY THE DEBTORS' PERSONNEL AND HAS NOT BEEN SUBJECT TO AN INDEPENDENT AUDIT OR REVIEW. NO REPRESENTATION CONCERNING THE DEBTORS IS AUTHORIZED OTHER THAN AS SET FORTH IN THIS DISCLOSURE STATEMENT.

ARTICLE I
OVERVIEW OF THE PLAN

The Plan divides the Claims against the Debtors into five (5) Classes and designates the equity interests in the Debtors as a separate Class:

Class 1 – Secured Claims

Class 2 – Priority Non-Tax Claims

Class 3 – FirstMerit Unsecured Claim

Class 4 – General Unsecured Claims

Class 5 – Warranty Claims

Class 6 – Equity Interests

The following chart summarizes the treatment for creditors (both those holding unclassified claims and those holding classified claims) and shareholders of the Debtors under the Plan.

Class	Description	Treatment	Estimated Recovery
N/A	Administrative Expense Claims (Unclassified)	All Claims of professionals for compensation and reimbursement of expenses under section 327, 328, 330 or 331 shall be paid in accordance with the procedures established by the Bankruptcy Code, the Bankruptcy Rules and the Bankruptcy Court for paying interim and final compensation and expenses. Subject to this limitation, each holder of an Administrative Expense Claim shall be paid 100 percent (100%) of its Allowed Claim in Cash as soon as practicable after the Effective Date, but no later than 90 days after the Effective Date. Notwithstanding the foregoing, the holder of an Administrative Expense Claim may receive such other, less favorable treatment as may be agreed upon by the holder and the Debtors or the Reorganized Debtors.	100%
N/A	Priority Tax Claims (Unclassified)	After payment in full of the Allowed Priority FirstMerit Claim, except to the extent that a holder of an Allowed Priority Tax Claim agrees to different treatment, each holder of an Allowed Priority Tax Claim, if any, shall receive Cash in an amount equal to 100 percent (100%) of the unpaid amount of their respective Allowed Priority Tax Claim as such amount becomes available.	100%
1	Secured Claims	*Unimpaired*. As soon as practicable after the Effective Date, but no later than 90 days after the Effective Date, each holder of an Allowed Secured Claim, shall receive, at the option of the Reorganized Debtors, and in full satisfaction of such Claim, either (i) Cash in an amount equal to one hundred percent (100%) of the Allowed Secured Claim; (ii) the proceeds of the sale or disposition of the Collateral securing such Allowed Secured Claim to the extent of the value of the holder's secured interest in such Collateral, net of the costs of disposition of such Collateral; (iii) such other distribution as necessary to satisfy the requirements of the Bankruptcy Code, including the surrender of any such Collateral; or (iv) such other treatment as the Reorganized Debtors and such holder of a Secured Claim may agree. Class 1 is not entitled to vote on the Plan.	100%
2	Priority Non-Tax Claims	*Unimpaired.* After payment in full of the Allowed Priority FirstMerit Claim and Allowed Priority Tax Claims, except to the extent that a holder of an Allowed Priority Non-Tax Claim agrees to different treatment, each holder of an Allowed Priority Non-Tax Claim, if any, shall receive Cash in an amount equal to 100 percent (100%) of the unpaid amount of their respective Allowed Priority Non-Tax Claim. Class 2 is not entitled to vote on the Plan.	100%
3	FirstMerit Claim	*Impaired*. Pursuant to the Bankruptcy Court's Final Order dated February 27, 2009, FirstMerit shall have an allowed non-priority general unsecured claim in the total amount of $2,105,604.83. FirstMerit shall	Uncertain

		receive, prior to any distribution to holders of General Unsecured Claims, Priority Tax Claims, and Priority Non-Tax Claims, but after payment in full of: (i) all fees and expenses of litigation and otherwise monetizing the proceeds; and (ii) all Allowed Administrative Claims, the first $300,000, plus the Priority FirstMerit Claim, from the proceeds of any Causes of Action as such amount become available. Such payment shall be applied to the Priority FirstMerit Claim and the balance of the FirstMerit Claim shall be paid pro rata with all other General Unsecured Claims. Class 3 in entitled to vote on the Plan.	
4	General Unsecured Claims	*Impaired.* After payment in full of all Allowed Administrative Claims, the Allowed Priority FirstMerit Claim, Allowed Priority Tax Claims, Allowed Secured Claims and Allowed Priority Non-Tax Claims, each holder of an Allowed General Unsecured Claim shall receive, in one or more distributions as permitted under the Plan, the lesser of (i) Cash in an amount equal to 100 percent (100%) of the unpaid amount of their Allowed General Unsecured Claim, or (ii) their Ratable Proportion of the Debtor's Cash (after liquidation of the Remaining Assets and the Causes of Action). Class 3 is entitled to vote on the Plan.	Uncertain
5	Warranty Claims	*Impaired.* Holders of Warranty Claims shall not receive any distribution on account of their Warranty Claim. Because the holders of Warranty Claims will receive no distribution, holders of Warranty Claims are not entitled to vote on the Plan.	0%
6	Equity Interests	*Impaired.* On the Effective Date, all Equity Interests shall be deemed cancelled and extinguished. Holders of Equity Interests shall not receive any distribution on account of their Equity Interests except in the event that all Allowed General Unsecured Claims have been paid in full. Because the holders of Equity Interests will likely receive no distribution, holders of Equity Interests are not entitled to vote on the Plan.	0%

Under the Plan, holders of Class 3 Claim (FirstMerit Claim) and Class 4 Claims (General Unsecured Claims) will receive a distribution in an amount less than the amount they are owed. Accordingly, holders of Claims in Class 3 and Class 4 are impaired and are entitled to vote to accept or reject the Plan. Class 1 (Secured Claims) and Class 2 (Priority Non-Tax Claims) are not impaired under the Plan and, therefore, are not entitled to vote on it. Class 5 (Warranty Claims) and Class 6 (Equity Interests) are impaired, but because those Classes will likely receive no distribution under the Plan, holders of Warranty Claims and Equity Interests are not entitled to vote on the Plan. Thus, the Debtors will not solicit votes from members of Classes 1, 2, 5 and 6.

THE DEBTORS BELIEVE THAT THE PLAN IS IN THE BEST INTERESTS OF ALL CREDITORS. THOSE CLASSES OF CLAIMS THAT ARE ENTITLED TO VOTE ON THE PLAN ARE URGED TO VOTE IN FAVOR OF THE PLAN AND TO RETURN THEIR BALLOTS BEFORE _____ ___, 2009. Among the factors which have led the Debtors and their Boards of Directors to conclude that the Plan is preferable to all other alternatives and in the best interests of all creditors and equity holders are the following: (i) the Plan

liquidates the Debtors' businesses and assets and therefore maximize the value of the Debtors' estates; (ii) the Plan provides for the maximum return for the Debtors' creditors; and (iii) the Plan provides a greater recovery than the Debtors' creditors would receive in a Chapter 7 liquidation. See Article IX "Chapter 7 Liquidation Analysis," infra.

ARTICLE II
VOTING ON THE PLAN

2.1 Who May Vote.

Under the Bankruptcy Code, only classes of claims and interests that are "impaired," as defined in Section 1124 of the Bankruptcy Code, and that receive or retain property under a reorganization plan are entitled to vote to accept or reject the plan. A class is impaired if the plan modifies (other than by curing defaults or reinstating the maturity date) the legal, equitable or contractual rights to which the holder of a claim or interest of that class is entitled. Classes of claims and interests that are not impaired are conclusively presumed to have accepted the plan and thus are not entitled to vote on the plan. Classes of claims and interests whose holders receive or retain no property under the plan are deemed to have rejected the plan and are not entitled to vote on the plan.

As noted earlier, Class 3 (FirstMerit Claim) and Class 4 (General Unsecured Claims) are impaired and will receive property under the Plan; thus, this Class is entitled to vote to accept or reject the Plan. Class 1 (Secured Claims) and Class 2 (Priority Non-Tax Claims) are not impaired under the Plan and, therefore, are not entitled to vote on it. Class 5 (Warranty Claims) and Class 6 (Equity Interests) are impaired but will likely receive no distribution under the Plan and, therefore, those Classes are deemed to reject the Plan. Thus, the Debtors will solicit votes only from members of Class 3 and Class 4.

2.2 Vote Required for Acceptance by a Class. Under the Bankruptcy Code, a class accepts a plan of reorganization when holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims of that class that cast ballots vote to accept the plan. Thus, acceptance of the Plan by Class 3 and Class 4 will occur only if at least two-thirds in dollar amount and a majority in number of holders of Allowed Claims in each of those Classes that timely cast ballots vote to accept the Plan. The Bankruptcy Code provides that only holders who vote on the Plan will be counted for purposes of determining whether the requisite acceptances have been received. Failure by a holder of a Class 3 or Class 4 Claim to deliver a duly completed and signed ballot will constitute an abstention by such holder with respect to a vote on the Plan. Abstentions will not be counted as votes to accept or reject the Plan and, therefore, will have no effect on the voting with respect to the Plan.

2.3 Voting Procedures. Holders of Claims in Class 3 and Class 4 who elect to vote on the Plan should complete and sign the ballot in accordance with the instructions thereon, being sure to check either the "Accept the Plan" box or "Reject the Plan" box. Abstentions and non-votes will not be counted in determining the number of Claims in a Class cast in favor of the Plan. **IN ORDER TO BE COUNTED, COMPLETED BALLOTS MUST BE RECEIVED BY 5:00. P.M. (EASTERN STANDARD TIME) ON _____ ___, 2009, AT THE FOLLOWING ADDRESS:**

Campbell & Levine, LLC
ATTN: Heather Jiuliante
1700 Grant Building
Pittsburgh, PA 15219

ARTICLE III
THE DEBTORS' BUSINESS OPERATIONS

3.1 The General History and Business of the Debtors. Prior to selling their businesses as a going concern, the Debtors offer turn-key advanced commercial roofing solutions and products designed to meet their customers unique needs and considerations. The Debtors customer base included both private institutions and various federal, state and local governmental units. The Debtors were also actively engaged in providing products and services to the federal government through its GSA certification and were involved in major buying groups such as Sodexho-USA, Horizon Resource Group and U.S. Community Services.

Operating since 1985, Hickman was a widely known supplier and marketer of its self-branded line of high performance commercial roofing, coating and waterproofing materials. Major Hickman branded products included BUR Plus, Pika-Ply, Performance Ply, HK Multi-Ply, ECO Roof Systems and GeniSYS. Hickman operated from its corporate headquarters located in Solon, Ohio. Approximately seventy-one (71%) percent of the common shares of Hickman are held by Serefex Corporation (SFXCE.OB), which is a company traded OTC BB and, approximately twenty-five (25%) percent are held by the Debtors' ESOP Plan. The remaining four (4%) percent of common shares are held by various former employees.

Hickman Mfg., a wholly owned subsidiary of Hickman, based its manufacturing operations in Wampum, Pennsylvania and was created for the specific purpose of manufacturing Hickman branded products and selling them exclusively to Hickman. Hickman purchased its self-branded products from Hickman Mfg. and then sold the products to its customers.

AMT is also a wholly owned subsidiary of Hickman. In business since 1988, AMT offered a comprehensive family of facility asset management programs designed to control roofing expenses, protect roofing investments and provide worry-free management of roofing systems for its clients. Individual construction managers utilized extensive industry expertise and a network of highly reputable resources including pre-qualified contractors to identify, procure and supervise maintenance and restoration services for all types of facilities.

3.2 Employees. As of the Petition Date, the Debtors had 66 salaried and 5 hourly employees. The Debtors are not nor were they ever a party to a collective bargaining agreement. The Debtors currently have no employees.

3.3 Assets. As of the Petition Date, the Debtors owned certain assets, including office equipment, office furniture, inventory, accounts receivable, real estate in Wampum, Pennsylvania and other assets that were used in the operation of their businesses. As of the Petition Date, the book value (as reported on the Schedules) of the Debtors' assets was approximately $8,667,539.

3.4 Cash and Anticipated Refund. As of the Petition Date, the Debtors held no Cash in its bank accounts. As of October 7, 2009, the Debtors held $246,548.59 in Cash in its bank accounts. The Debtors also anticipate receiving an insurance premium refund in the amount of $44,621 in connection with the Debtors' cancellation of their workers' compensation policy.

3.5 Accounts Receivable. As of the Petition Date, the Debtors held accounts receivable of approximately $7.2 million. Pursuant to the terms of the Asset Sale, most of the Debtors' accounts receivable were sold to the buyer.

3.6 Administrative Claims. The aggregate unpaid Administrative Claims (including disputed Administrative Claims) as of September 30, 2009 (professional fees are only calculated through August,

2009) is $402,902.02, broken down as follows: (i) $39,746.62 for unpaid Allowed Administrative Claims (excluding professionals' fees and expenses), (ii) $235,742 for unpaid professionals' fees and expenses through August, 2009, and (iii) $127,413.40 for unpaid and disputed tax claims filed by the State of Ohio and the Commonwealth of Pennsylvania. The Debtors will have additional Administrative Claims and post-confirmation fees and expenses (professional and otherwise) associated with confirming the Plan, liquidating the Remaining Assets and winding down their affairs.

3.7 Secured Claims. In September, 2004, the Debtors, along with two other non-debtor wholly owned subsidiaries of Hickman,[1] entered into a Credit Facility and Security Agreement with FirstMerit under which FirstMerit made available a revolving credit facility in the principal amount of $5 million (the "Revolver") and a term loan in the principal amount of $3 million (the "Term Loan"). As security for the Revolver and Term Loan, FirstMerit claims a first lien on, and security in, substantially all of the Debtors' real and personal assets. In the summer of 2008, the Debtors satisfied all outstanding amounts due under Term Loan. The original maturity date of the Revolver was October 31, 2007. However, pursuant to numerous amendments, the maturity date was extended until July 30, 2008. Additionally, on July 29, 2008, the Debtors and FirstMerit entered into that certain Forbearance and Amendment Agreement whereby FirstMerit agreed to extend the maturity of the Revolver to September 30, 2008, and forebear from exercising its rights under the Revolver and related loan documents until that date.

While certain purported creditors of the Debtors have asserted Secured Claims against the Debtors' estates (as detailed in section 3.7 below), the Debtors believe that there are no Secured Claims against their estates.

3.8 Scheduled Unsecured Claims, Claims Registry and Settled Claims.

(a) Scheduled Unsecured Claims. On their Schedules, the Debtors have projected that there are approximately $4.3 million in unsecured pre-petition non-priority claims against their estates. The Debtors also projected on their Schedules that there are approximately $267,377 in unsecured pre-petition priority claims against their estates.

(b) Claims Registry. The aggregate Secured Claims, Priority Tax Claims, Priority Non-Tax Claims, FirstMerit Claim and General Unsecured Claims filed against the estates in the Claims Registry as of October 6, 2009 is $21,442,557.27, broken down as follows:

Type of Claim	Hickman	Hickman Mfg.	AMT	Total
Secured Claims (excluding FirstMerit)	$751,933.76	$96,907.46	$348.00	$849,189.22
Priority Tax and Non-Tax Claims	$3,895,793.21	$1,987.00	$24,240.88	$3,922,021.09
FirstMerit Claim	$2,105,604.83	N/A	N/A	$2,105,604.83
General Unsecured Claims	$13,896,338.39	$19,944.42	$639,528.82	$14,555,811.63
Unknown Proof of Claim	$9,045.84	N/A	$884.66	$9,930.50
TOTAL:	$20,658,716.03	$118,838.88	$665,002.36	$21,442,557.27

[1] The two non-debtor subsidiaries of Hickman who are borrowers under the FirstMerit facility are CDI Restoration Services, Inc. and Contractors Diversified, Inc.

The Debtors believe that the actual Allowed Claims against the Estates could be materially different depending on the results of the objections that are filed against the proofs of claim.

(c) Settlement of FirstMerit Claim. In connection with the Asset Sale, the Debtors (with the consent of the Committee) have agreed to settle and Allow the Claim of FirstMerit. Specifically, pursuant to the Bankruptcy Court's Final Order dated February 27, 2009, FirstMerit shall have an allowed non-priority general unsecured claim in the total amount of $2,105,604.83. FirstMerit shall receive, prior to any distribution to holders of General Unsecured Claims, Priority Tax Claims, and Priority Non-Tax Claims, but after payment in full of: (i) all fees and expenses of litigation and otherwise monetizing the proceeds; and (ii) all Allowed Administrative Claims, the first $300,000, plus the Priority FirstMerit Claim, from the proceeds of any Causes of Action as such amount become available. Such payment shall be applied to the Priority FirstMerit Claim and the balance of the FirstMerit Claim shall be paid pro rata with all other General Unsecured Claims.

3.9 Equity Interests. As set forth above, approximately seventy-one (71%) percent of the common shares of Hickman are held by Serefex Corporation (SFXCE.OB), which is a company traded OTC BB and, approximately twenty-five (25%) percent are held by the Debtors' ESOP Plan. The remaining four (4%) percent of common shares are held by various former employees. In turn, Hickman Mfg. and AMT are wholly owned by Hickman.

3.10 Debtors' Historical Performance. In fiscal years ending May 31, 2007 and May 31, 2008, the Debtors generated gross revenues of approximately $29 million and $27 million, respectively, and posted a taxable gain of approximately $1.9 million in 2007 and a taxable loss of approximately $1.3 million in 2008. Additionally, through the first quarter 2009 (i.e., June 1, 2008 through August 31, 2008), the Debtors posted gross revenues of approximately $13 million and generated a profit of approximately $1 million. Between the Petition Date and the date of the Asset Sale, the Debtors generated approximately $2.8 million of gross revenue.

3.11 Debtors' Efforts to Sell Their Assets. In March, 2008, the Debtors engaged Sam Alberico and SJD Business Brokers ("SJD") as their broker to locate prospective purchasers for their assets, or alternatively, obtain financing for their business operations. In the spring and summer of 2008, SJD contacted not less than twelve (12) entities who SJD believed would be interested in pursuing a transaction with the Debtors. While one of the prospective purchasers did, in fact, engage in negotiations and submit an offer for substantially all of the Debtors' assets, the offer was insufficient (in the Debtors' business judgment) and no transaction was ever developed. Additionally, in the days leading up to the Chapter 11 Cases, the Debtors contacted a former insider of the Debtors to discuss a potential transaction whereby the former insider would essentially gain control of the Debtors' assets and operations that would have allowed the Debtors to avoid these Chapter 11 cases. Unfortunately, the speed in which the transaction had to occur was simply too fast for the former insider and the Debtors were forced to file these Chapter 11 Cases. The Debtors also undertook post-petition efforts to sell their assets. Specifically, during the Chapter 11 Cases, the Debtors had active discussions with various prospective purchasers in an attempt to develop a sales transaction. Further, in connection with the Asset Sale, the Debtors: (i) delivered a 363 Sale Teaser to each entity contacted by the Debtors or their consultants over the past year as well as an additional 60 entities (approximately) identified by SJD as potential purchasers of distressed assets, and (ii) advertised the sale and auction and provided notice of the sale and auction to all creditors and parties in interest in accordance with the Bankruptcy Code, Bankruptcy Rules and Orders of the Bankruptcy Court.

ARTICLE IV
TREATMENT OF CLAIMS UNDER THE PLAN

4.1 Classified Claims Against and Interests in the Debtors.

Section 1123 of the Bankruptcy Code provides that a plan of reorganization shall classify the claims and equity interests of a debtor's creditors and equity interest holders. In compliance therewith, the Plan divides Claims and Equity Interests into six (6) Classes and sets forth the treatment for each Class. In accordance with Section 1l23(a)(1), Administrative Expense Claims and Allowed Priority Tax Claims have not been classified. The Debtors also are required, under Section 1122 of the Bankruptcy Code, to classify Claims against the Debtors and Equity Interest into classes that are substantially similar to the other claims and interests in such classes. The Debtors believe that the Plan complies with the provisions of Section 1122. If the Bankruptcy Court finds that confirmation of the Plan requires a different classification, the Debtors reserve the right, to the extent permitted by the Bankruptcy Court and the Plan, to make such reasonable modifications of the classifications under the Plan as are required to permit confirmation and to use the Plan acceptances received in this solicitation for the purpose of obtaining the approval of the reconstituted Class or Classes of which the accepting holder ultimately is deemed to be a member. Any such reclassification could adversely affect the Class in which such holder was initially a member, or any other Class under the Plan, by changing the composition of such Class and the vote required of that Class for approval of the Plan. Furthermore, a reclassification of a Claim or Equity Interest after approval of the Plan could necessitate a resolicitation of acceptances of the Plan.

Class 1 — Secured Claims. Class 1 consists of Allowed Secured Claims against the Debtors. The Plan provides that as soon as practicable after the Effective Date, but no later than 90 days after the Effective Date, each holder of an Allowed Secured Claim, shall receive, at the option of the Reorganized Debtors, and in full satisfaction of such Claim, either (i) Cash in an amount equal to one hundred percent (100%) of the Allowed Secured Claim; (ii) the proceeds of the sale or disposition of the Collateral securing such Allowed Secured Claim to the extent of the value of the holder's secured interest in such Collateral, net of the costs of disposition of such Collateral; (iii) such other distribution as necessary to satisfy the requirements of the Bankruptcy Code, including the surrender of any such Collateral; or (iv) such other treatment as the Reorganized Debtors and such holder of a Secured Claim may agree. Allowed Claims in Class 1 are unimpaired.

Class 2 — Priority Non-Tax Claims. Class 2 consists of the Allowed Priority Non-Tax Claims against the Debtors. The Plan provides that after payment in full of the Allowed Priority FirstMerit Claim and Allowed Priority Tax Claims, except to the extent that a holder of an Allowed Priority Non-Tax Claim agrees to different treatment, each holder of an Allowed Priority Non-Tax Claim, if any, shall receive Cash in an amount equal to 100 percent (100%) of the unpaid amount of their respective Allowed Priority Non-Tax Claim. Allowed Claims in Class 1 are unimpaired.

Class 3 — FirstMerit Claim. Class 3 consists of the Allowed FirstMerit Claim. Specifically, pursuant to the Bankruptcy Court's Final Order dated February 27, 2009, FirstMerit shall have an allowed non-priority general unsecured claim in the total amount of $2,105,604.83. FirstMerit shall receive, prior to any distribution to holders of General Unsecured Claims, Priority Tax Claims, and Priority Non-Tax Claims, but after payment in full of: (i) all fees and expenses of litigation and otherwise monetizing the proceeds; and (ii) all Allowed Administrative Claims, the first $300,000, plus the Priority FirstMerit Claim, from the proceeds of any Causes of Action as such amount become available. Such payment shall be applied to the Priority FirstMerit Claim and the balance of the FirstMerit Claim shall be paid pro rata with all other General Unsecured Claims. The Allowed FirstMerit Claim is impaired.

Class 4 — General Unsecured Claims. Class 4 consists of Allowed General Unsecured Claims against the Debtors. The Plan provides that after payment in full of all Allowed Administrative Claims,

the Allowed Priority FirstMerit Claim, Allowed Priority Tax Claims, Allowed Secured Claims and Allowed Priority Non-Tax Claims, each holder of an Allowed General Unsecured Claim shall receive, in one or more distributions as permitted under the Plan, the lesser of (i) Cash in an amount equal to 100 percent (100%) of the unpaid amount of their Allowed General Unsecured Claim, or (ii) their Ratable Proportion of the Debtor's Cash (after liquidation of the Remaining Assets and the Causes of Action). Allowed Claims in Class 4 are impaired.

Class 5 — Warranty Claims. Class 5 consists of all Warranty Claims. The Plan provides that holders of Warranty Claims shall not receive any distribution on account of their Warranty Claim. Allowed Claims in Class 5 are impaired.

Class 6 — Equity Interests. Class 6 consists of all Equity Interests. The Plan provides that the Effective Date, all Equity Interests shall be deemed cancelled and extinguished. Holders of Equity Interests shall not receive any distribution on account of their Equity Interests except in the event that all Allowed General Unsecured Claims have been paid in full. Allowed Equity Interests in Class 6 are impaired.

4.2 Treatment of Unclassified Claims. Section 1123(a)(1) of the Bankruptcy Code does not require classification of certain priority claims against a debtor. In these Chapter 11 Cases, these unclassified claims include Administrative Expense Claims and Allowed Priority Tax Claims.

Administrative Expense Claims. An "Administrative Expense Claim" is a claim for payment of an administrative expense of a kind specified in Section 503(b) of the Bankruptcy Code and referred to in Section 507(a)(l) of the Bankruptcy Code, including, without limitation, the actual and necessary costs and expenses incurred after the commencement of a Chapter 11 case of preserving the estate or operating the business of the Debtors (including wages, salaries and commissions for services), loans and advances to the Debtors made after the Petition Date, compensation for legal and other services and reimbursement of expenses awarded or allowed under Section 330(a) or 331 of the Bankruptcy Code, certain retiree benefits and all fees and charges against the estate under Section 1930 of Title 28, United States Code.

All Claims of professionals for compensation and reimbursement of expenses under section 327, 328, 330 or 331 shall be paid in accordance with the procedures established by the Bankruptcy Code, the Bankruptcy Rules and the Bankruptcy Court for paying interim and final compensation and expenses. Subject to this limitation, each holder of an Administrative Expense Claim shall be paid 100 percent (100%) of its Allowed Claim in Cash as soon as practicable after the Effective Date, but no later than 90 days after the Effective Date.

Notwithstanding the foregoing, the holder of an Administrative Expense Claim may receive such other, less favorable treatment as may be agreed upon by the holder and the Debtors or the Reorganized Debtors.

Priority Tax Claims. A "Priority Tax Claim" is a claim for an amount entitled to priority under Section 507(a)(8) of the Bankruptcy Code. After payment in full of the Allowed Priority FirstMerit Claim, except to the extent that a holder of an Allowed Priority Tax Claim agrees to different treatment, each holder of an Allowed Priority Tax Claim, if any, shall receive Cash in an amount equal to 100 percent (100%) of the unpaid amount of their respective Allowed Priority Tax Claim as such amount becomes available.

4.3 Conditions Precedent to Confirmation and Consummation of the Plan.

(a) Confirmation of the Plan cannot occur until all of the substantive confirmation requirements under the Bankruptcy Code have been satisfied pursuant to Section 1129 of the Bankruptcy Code.

(b) The occurrence of the Effective Date of the Plan is subject to satisfaction of the following conditions precedent each of which may be waived (except 4.3(b)(iii)) by the Debtors:

(i) The Confirmation Order, in form and substance reasonably acceptable to the Debtors, shall have been entered by the Clerk of the Bankruptcy Court, and such Order shall has become a Final Order;

(ii) All other actions and all agreements, instruments or other documents necessary to implement the terms and provisions hereof shall have been effected;

(iii) The statutory fees owing to the United States Trustee shall have been paid in full;

(iv) Any alteration or interpretation of any term or provision of the Plan by the Bankruptcy Court pursuant to Section 13.1 of the Plan shall be reasonably acceptable to the Debtors and the Committee;

(v) The Debtors shall have received all authorizations, consents and regulatory approvals that are determined to be necessary to implement the Plan; and

(vi) The Effective Date shall have occurred on or before 180 days after the Confirmation Date.

4.4. Procedures for Treating Disputed Claims. The Debtors and the Reorganized Debtors shall be entitled to, and reserve the right to, object to Administrative Expense Claims and shall have the right at all times to make and file objections to all Claims provided however, if a Claim is specifically Allowed under this Plan or in any Order of the Bankruptcy Court, then there shall be no right to object to such Allowed Claim. The Reorganized Debtors shall file all objections to Claims, including Secured Claims, Administrative Expense Claims, Priority Tax Claims, Priority Non-Tax Claims and General Unsecured Claims, that are the subject of proofs of claim or requests for payment filed with the Bankruptcy Court as soon as is practicable, but in no event later than (a) 180 days after the Effective Date or the date on which a proof of claim or request for payment is filed with the Bankruptcy Court (subject to the right of the Reorganized Debtors to seek an extension of time to file such objections by seeking such extension with approval from the Bankruptcy Court), or (b) such later date as may be approved by the Bankruptcy Court.

4.5 Treatment of Executory Contracts and Unexpired Leases.

(a) Generally.

Under Section 365 of the Bankruptcy Code, the Debtors have the right, subject to Bankruptcy Court approval, to assume or reject any executory contract or unexpired lease. If an executory contract or unexpired lease entered into before the Petition Date is rejected by the Debtors, it will be treated as if the Debtors breached the contract or lease on the date immediately preceding the Petition Date, and the other party to the agreement may assert a Claim for damages arising as a result of the

rejection. In the case of the rejection of a real property lease or employment agreement, damages are subject to certain limitations imposed by Sections 365 and 502 of the Bankruptcy Code.

The Plan constitutes a motion by the Debtors to reject, as of the Confirmation Date, all executory contracts and unexpired leases to which the Debtors are a party (including, without limitation, all employment agreements relating to current employees, voluntary health insurance programs, voluntary retirement agreements and incentive compensation programs to which the Debtors are a party), except for an executory contract or unexpired lease (1) that was assumed by the Debtors and assigned to the Buyer in connection with the Asset Sale; and (2) that is the subject of a separate motion filed under section 365 of the Bankruptcy Code by the Debtors prior to the Confirmation Hearing.

(b) Cure of Defaults in Connection with Assumption.

Pursuant to Section 365(b)(l) of the Bankruptcy Code, any monetary default existing under an executory contract or unexpired lease that is to be assumed pursuant to the Plan will be satisfied (a) by the Reorganized Debtors paying the cure amount in Cash on the Effective Date; or (b) on such other terms as the parties to such executory contract or unexpired lease may agree.

If there is a dispute regarding: (a) the amount of any cure payments; (b) the ability of the Reorganized Debtors to provide "adequate assurance of future performance" (within the meaning of Section 365 of the Bankruptcy Code) under the contract or lease to be assumed; or (c) any other matter pertaining to assumption, the cure payments required by Section 365(b)(l) of the Bankruptcy Code will be made following the entry of a Final Order resolving the dispute and approving the assumption.

4.6 Modification or Revocation of the Plan; Severability. Subject to the limitations contained herein, (a) the Debtors and the Committee jointly (but not severally) reserve the right, in accordance with the Bankruptcy Code and the Bankruptcy Rules, to amend or modify the Plan prior to the entry of the Confirmation Order, (b) after the entry of the Confirmation Order but prior to the dissolution of the Committee, the Reorganized Debtors and the Committee may jointly (but not severally), upon order of the Bankruptcy Court, amend or modify the Plan in accordance with section 1127(b) of the Bankruptcy Code or remedy any defect of omission or reconcile any inconsistency in the Plan in such manner as may be necessary to carry out the purpose and intent of the Plan and (c) after dissolution of the Committee, the Reorganized Debtors may upon order of the Bankruptcy Court, amend or modify the Plan in accordance with section 1127(b) of the Bankruptcy Code or remedy any deficit or omission or reconcile any inconsistency in the Plan in such a manner as may be necessary to carry out the purpose and intent of the Plan; *provided, however*, that a material amendment of or modification to the Plan may only be made with the approval of holders of a majority in Claim amount in each Class entitled to vote to accept or reject the Plan.

ARTICLE V
ADMINISTRATION OF THE CHAPTER 11 CASES

5.1 Key Motions Filed by the Debtors. Since filing the Chapter 11 Cases, the Debtors have filed a variety of motions. The key motions, all of which the Bankruptcy Court granted, are described below.

(a) Motions for Authority to Retain, Employ and Compensate Professionals. The Debtors sought authority to retain Campbell & Levine, LLC to represent and assist them in the Chapter 11 Cases as their bankruptcy counsel. The Debtors further sought authority to engage Maloney + Novotny as their accountants.

(b) Motion Relating to Pre-Petition Employee Matters. In an effort to retain valuable employees, the Debtors sought authority to pay all employee compensation and benefits claims that accrued, but were unpaid, as of the Petition Date. The Debtors believe that any delay in paying pre-petition compensation or benefits to their employees would have destroyed relationships with employees and irreparably harmed employee morale at a time when the dedication, confidence and cooperation of their employees is most critical. Furthermore, the Debtors believe that without the relief requested, their employees would have faced tremendous hardship. The Debtors' employees could not reasonably have been expected to continue employment and assist with the Debtors' reorganization efforts while at the same time enduring financial difficulties.

(c) Motion to Sell Substantially all of the Debtor's Assets. In an effort to maximize the recovery to creditors, on February 4, 2009, the Debtors filed a Motion For an Order Under 11 U.S.C. §§ 105 and 363 approving (i) Asset Purchase Agreement, and (ii) Sale of Assets Free and Clear of all Liens, Interests and Encumbrances (the "Sale Motion"). In the Sale Motion, the Debtor proposed to sell substantially all of its assets (excluding cash and certain accounts receivable) to Viridian Industries, Inc. (the "Stalking Horse") for the sum of (i) $2,300,000 in cash (subject to a purchase price adjustment as specifically set forth in the Asset Purchase Agreement), (ii) assumption of certain liabilities in the amount of $3,925,941. The Debtors estimated that if the sale to the Stalking Horse would have occurred on February 20, 2009, the adjusted cash purchase price would have been approximately $76,000. Nevertheless, the sale to the Stalking Horse was subject to higher and better offers, and an auction of the Debtors' assets was held on February 26, 2009, in the Bankruptcy Court. At the auction, there was competitive bidding and the winning bid was made by the Buyer for the sum of: (i) $1,050,000 for substantially all of the Debtors' assets (excluding Cash and certain accounts receivable), (ii) $150,000 for the real property of Hickman Mfg. located in Wampum, Pennsylvania, and (ii) assumption of certain liabilities in the amount of $3,936,670. The sale of substantially all of the Debtors' assets (excluding the Wampum real property) to the Buyer closed on March 2, 2009. The closing for the sale of the Wampum real property has not yet occurred and the Buyer has given notice of termination of the underlying real estate purchase agreement to the Debtors based upon certain deficiencies to the building found during the physical inspection of the property. Nevertheless, the Debtors and Buyer are attempting to negotiate a resolution to the issue. The resolution of this matter and/or the remarketing and sale of the Wampum property to a third party may could decrease the net funds generated from the sale of the Wampum property, thereby increasing the Priority FirstMerit Claim and potentially reducing the distribution (or timing of the distribution) to holders of General Unsecured Claims, Priority Tax Claims, and Priority Non-Tax Claims.

5.2 Motion of the Stalking Horse for Expense Reimbursement. In connection with its participation in the Asset Sale, the Stalking Horse sought reimbursement of its expenses under Bankruptcy Code §503(B)(1) as a stalking horse bidder in a going concern sale. The aggregate amount sought was $169,636.74. The Debtors, the Committee and FirstMerit opposed the expense reimbursement and on August 20, 2009, the Bankruptcy Court entered a memorandum and order denying the expense reimbursement of the Stalking Horse. The Stalking Horse has appealed the memorandum and order of the Bankruptcy Court and the matter is pending in the District Court for the Western District of Pennsylvania. If it is determined that the Stalking Horse is entitled to reimbursement of its expenses, such reimbursement shall initially be paid by FirstMerit and such reimbursement amount shall be deemed a Priority FirstMerit Claim, thereby potentially reducing the distribution (or timing of the distribution) to holders of General Unsecured Claims, Priority Tax Claims, and Priority Non-Tax Claims.

5.3 Appointment of Committee. On October 27, 2009, the Office of the United States Trustee for the Western District of Pennsylvania appointed a Committee of Unsecured Creditors to represent the interest of holders of General Unsecured Claims. The Committee consisted of 7 members at its inception, but was reduced to 3 members after the Asset Sale. After its appointment, the Committee sought to engage McGuire Woods LLP as its legal counsel and BMF Advisors, LLC as its financial

advisors and the Bankruptcy Court approved those engagements. The expenses of the Committee members, and the fees and expenses of its professionals are, subject to the Bankruptcy Court's approval, all chargeable to the Debtors' estates.

5.4 Pending Litigation. The following is the litigation effecting the Debtors that is pending as of the date of this Disclosure Statement:

(a) Hickman v. David D'Anza, et al. Hickman has filed an adversary action against David D'Anza, Donna D'Anza, D'Anza Family Trust, Christine B. Hooper, Aurgo Consultants, Brian D'Anza, Christopher D'Anza, Jessica D'Anza, and Paul Patchen d/b/a T&M Construction (collectively, the "D'Anza Defendants") asserting that approximately $3.4 million was wrongfully converted by the D'Anza Defendants from Hickman through a variety of fraudulent schemes. This action is pending in the Bankruptcy Court at Case No. 09-2160. The parties have agreed to settle this matter and a motion to approve such settlement is pending. The material term of the settlement is that the D'Anza Defendants will pay Hickman $300,000. Additionally, the D'Anza Defendants agreed to cause Hickman Holdings, LP to satisfy and release the Debtors from their purported obligation to Hickman Holdings, LP. Mr. D'Anza also agreed to stipulate to a Federal Court Restitution Order in the amount of $879,410. The specific terms and conditions surrounding the settlement are set forth in the motion to approve settlement.

(b) Hickman ESOP v. David D'Anza. Prior to the Petition Date, Todd Bartlett, Trustee of the W.P. Hickman Systems, Inc. Employee Stock Ownership Plan and Trust, a shareholder of Hickman on behalf of himself, as Trustee and all other shareholders of Hickman and Hickman, as a derivative plaintiff, filed an adversary action against David D'Anza and Hickman for substantially the same claims asserted by Hickman in the Hickman v. D'Anza, et al. action described in section 5.3(a) above. This case was originally filed in the Court of Common Pleas of Cuyahoga County, Ohio, but was removed to Federal Court and transferred to the Bankruptcy Court and is pending at Case No. 09-2232. The parties have agreed to settle this matter and a motion to approve such settlement is pending. The material term of the settlement is that the D'Anza Defendants will pay Hickman $300,000. Additionally, the D'Anza Defendants agreed to cause Hickman Holdings, LP to satisfy and release the Debtors from their purported obligation to Hickman Holdings, LP. Mr. D'Anza also agreed to stipulate to a Federal Court Restitution Order in the amount of $879,410. The specific terms and conditions surrounding the settlement are set forth in the motion to approve settlement.

(c) Robert Jonas v. Hickman. In November, 2007, Robert Jonas was terminated by Hickman for conspiring with Mr. D'Anza to defraud Hickman of millions of dollars generated from a litigation settlement that occurred in August, 2006 and concealing his malfeasance. In May, 2008, Mr. Jonas filed an action against Hickman for wrongful termination and tortuous interference. Hickman responded to Mr. Jonas' action by filing counterclaims of fraud, embezzlement and breach of fiduciary duty. Specifically, Hickman has asserted that by agreeing to resolve the litigation and split the proceeds with Mr. D'Anza, Mr. Jonas breached his fiduciary duties to Hickman and fraudulently embezzled Hickman funds. Mr. Jonas is seeking damages in excess of $25,000 from Hickman and Hickman is seeking damages from Mr. Jonas in excess of $25,000, including reimbursement of $1,620,000 generated from the aforementioned litigation settlement. This case is pending in the Court of Common Pleas for Cuyahoga County, Ohio at Case No. 08-656375 and it is currently in the initial stages of discovery.

(d) Hickman v. Steven Harnish. Prior to the Petition Date, Hickman filed an adversary action against Steven Harnish asserting that Mr. Harnish breached his non-compete agreement with Hickman, breached his fiduciary duties to Hickman and violated Ohio's Trace Secret Act. Specifically, after Mr. Harnish's resignation from Hickman, Mr. Harnish became employed by Simon Roofing, Inc., Simon Roofing and Sheet Metal Corp. and/or SR Products, Inc. (collectively, "Simon Roofing"). While employed by Simon Roofing, Mr. Harnish violated his covenant not to compete with Hickman by soliciting Hickman's customers, employees and vendors. Mr. Harnish has also disparaged

and defamed Hickman as well as misappropriated Hickman's trade secrets in violation of the Ohio Uniform Trade Secret Act. Hickman is seeking damages in excess of $25,000 from Mr. Harnish. In response to the complaint, Mr. Harnish filed a counterclaim against Hickman asserting a claim for unpaid wages in excess of $100,000. This case was originally filed in the Court of Common Pleas of Cuyahoga County, Ohio, but is now pending in the United States District Court for the Northern District of Ohio (Eastern Division) at Case No. 08-CV-01502. Because of the relatedness between the two actions, on October 8, 2009, this case was consolidated with the Simon Roofing litigation (see section 5.4(e), *infra*). This case is still in the initial stages of discovery.

(e) Hickman v. Simon Roofing. Prior to the Petition Date, Hickman filed an adversary action against Simon Roofing & Sheet Metal Corp. asserting tortuous interference, unjust enrichment and Ohio Trade Secret Act causes of action. Specifically, Hickman asserts that Simon Roofing raided Hickman's sales force in an effort to create a new division at Simon Roofing. Through this new division, Simon Roofing has been soliciting Hickman's customers and has misappropriated Hickman's trade secrets in violation of the Ohio Uniform Trade Secret Act. Hickman is seeking damages in excess of $25,000 from Simon Roofing. This case was originally filed in the Court of Common Pleas of Cuyahoga County, Ohio, but is now pending in the United States District Court for the Northern District of Ohio (Eastern Division) at Case No. 09-CV-0877. Because of the relatedness between the two actions, on October 8, 2009, this case was consolidated with the Harnish litigation (see section 5.4(d), *supra*). This case is still in the initial stages of discovery.

(f) Derivative Action; Committee v. Officers and Directors of Hickman. On September 11, 2009, the Committee filed an adversary action against Brian Dunn, Todd Bartlett, Jim McHale, Sam Neill, Walter McGee, Robert Jonas, Kenneth Snyder, Steve Harnish, Fred Galda, James Piini and John Piini asserting claims of breach of fiduciary duty, diversion of corporate opportunity, gross negligence and mismanagement, corporate waste, fraudulent transfer, and preferential transfer. The Committee is seeking in excess of $2 million in damages from these individuals. This case is pending in the Bankruptcy Court at Case No. 09-02515. This case is still in the pleading stages of the case.

ARTICLE VI
IMPLEMENTATION OF THE CONFIRMED PLAN

6.1 Substantive Consolidation. On the Effective Date, the Chapter 11 Cases shall be deemed substantively consolidated only for purposes of voting, confirmation and distributions under the Plan. The assets and liabilities of the Debtors shall be pooled, and all Allowed Claims shall be satisfied from the assets of a single consolidated estate. Any Allowed Claim against a Debtor based upon a guaranty, indemnity, co-signature, surety or otherwise shall be treated as a single Allowed Claim against the Debtors' consolidated estate and shall be entitled to distributions under the Plan only with respect to such single Allowed Claim. Nothing in the Plan or in the Confirmation Order shall effect a merger or any other combination of any of the Debtors or any of the Reorganized Debtors. Notwithstanding anything in this section 6.1, sections 4.6 and 6.7 of the Plan or elsewhere in the Plan to the contrary, (i) Hickman's ownership of the Equity Interest in AMT and Hickman Mfg. shall not be affected by the Chapter 11 Cases or the Confirmation Order and shall, on the Effective Date, become the property of and vest in Reorganized Hickman as through the Chapter 11 Cases were never filed; and (ii) for purposes of determining the Plaintiff of, and availability of defenses to, Causes of Action, the Reorganized Debtors may, at the option and sole discretion of the Reorganized Debtors, be treated as separate entities.

6.2 Vesting of the Remaining Assets in the Reorganized Debtors. On the Effective Date, by operation of the Plan, all Remaining Assets of the Debtors, their estates and the Committee shall be transferred to and vest in the Reorganized Debtors.

6.3 Implementation of the Asset Sales and Funding of Plan. The Reorganized Debtors shall use the Remaining Assets in order to fund the Plan. The Reorganized Debtors shall continue prosecuting and commence any other Causes of Action and shall liquidate any Remaining Assets and use the proceeds of such litigation and sales (along with the Cash) to fund the Plan. Liquidation and sales of Remaining Assets after the Effective Date shall not be subject to further Bankruptcy Court Order, provided however, consistent with section 6.10 of the Plan, settlement of any Causes of Action shall be subject to approval of the Bankruptcy Court if the amount claimed by the Reorganized Debtors against a defendant is unliquidated or equals to or exceeds $100,000. The Reorganized Debtors may settle any or all Causes of Action as it deems appropriate, without the need to obtain approval or any other or further relief from the Bankruptcy Court, if the amount claimed by the Reorganized Debtors against a defendant is less than $100,000. The payments to be made to holders of Allowed Claims shall be made by the Disbursing Agent in accordance with the Plan.

6.4 Dissolution. The Responsible Officer shall take such steps as necessary to dissolve the Reorganized Debtors when (i) all Disputed Claims and Causes of Action have been resolved, (ii) all Remaining Assets have been liquidated, and (iii) all distributions/transfers required to be made by the Disbursing Agent under the Plan have been made. The Reorganized Debtors shall only exist for a period as long as is necessary to facilitate or complete the recovery and liquidation of the Remaining Assets and distribution of their proceeds. The Responsible Officer shall not unduly prolong the duration of the Reorganized Debtors and shall at all times endeavor to resolve, settle or otherwise dispose of the Remaining Assets and all claims that associated with the Remaining Assets and to effect the distribution of the proceeds thereof in accordance with the terms hereof and dissolve the Reorganized Debtors as soon as practicable.

6.5 Distributions of Cash. Beginning on the Effective Date or as soon thereafter as is practicable, the Disbursing Agent shall make distributions of Cash to holders of Allowed Claims at least annually (but only if annual distributions are practicable) and in accordance with the Plan, provided however, the Disbursing Agent shall reserve such amounts: (i) as would be distributable to a holder of a Disputed Claim if such Disputed Claim had been Allowed prior to the time of such distribution (but only until such Claim is resolved); (ii) as are reasonably necessary to meet contingent liabilities and to maintain the value of the assets of the Reorganized Debtors during liquidation; (iii) to pay reasonable expenses (including, but not limited to, any taxes of the Reorganized Debtors); and (iv) to satisfy other liabilities incurred by the Reorganized Debtors in accordance with this Plan.

6.6 Cancellation of Existing Securities. On the Effective Date, all notes (including the Line of Credit), all certificates evidencing a Equity Interest and any document and instrument which evidences or is related to either of the foregoing shall (i) be deemed cancelled, terminated and of no further force and effect as to the Debtors or the Reorganized Debtors, and (ii) have no effect other than the right to participate in the distributions, if any, provided under the Plan. Notwithstanding the foregoing, the cancellation of the Line of Credit shall not impair the rights of FirstMerit to receive distributions on account of its Allowed Claim pursuant to the Plan.

6.7 Closing of the Chapter 11 Cases by Charitable Gift. If at any time the Reorganized Debtors determine that the expense of administering the Remaining Assets so as to make a final distribution to Allowed Claims is likely to exceed the value of the Remaining Assets, the Reorganized Debtors shall apply to the Bankruptcy Court for authority to (i) reserve any amounts necessary to close the Chapter 11 Cases and dissolve the Reorganized Debtors; (ii) donate any balance to a charitable organization exempt from federal income tax under section 501(c)(3) of the Tax Code that is unrelated to the Debtors and any insider of the Debtors; and (iii) close the Chapter 11 Cases in accordance with the Bankruptcy Code and Bankruptcy Rules. Notice of such application shall be given electronically, to the extent practicable, to those parties who have filed requests for notices and whose electronic addresses remain current and operating.

ARTICLE VII
THE REORGANIZED DEBTOR

7.1 Management of the Debtors After the Effective Date.

(a) Appointment of the Responsible Officer. On the Effective Date, the directors and officers of the Debtors shall be deemed to have resigned their respective offices and the Responsible Officer shall take exclusive control of the Reorganized Debtors and the Remaining Assets.

(b) Removal of the Responsible Officer. The Responsible Officer may only be removed by order of the Bankruptcy Court, for cause, including: (i) fraud, gross negligence or willful misconduct in connection with the affairs of the Reorganized Debtors; (ii) physical or mental disability that substantially prevents the Responsible Officer from performing the duties as Responsible Officer of the Reorganized Debtors; (iii) breach of fiduciary duty; or (iv) failure, in good faith judgment of the Reorganized Debtors, to reasonably perform the duties as Responsible Officer hereunder.

(c) Resignation of the Responsible Officer. The Responsible Officer may resign by giving not less than sixty (60) days' prior written notice thereof to Tucker Arnsberg, P.C.; Attn: Michael Shiner, Esquire (counsel to the Reorganized Debtors), Campbell & Levine, LLC; Attn: Paul J. Cordaro, Esquire (as counsel to the Debtors), McGuireWoods, LLP; Attn: James E. Van Horn, Esquire (as counsel to the Committee), Babst Calland Clements and Zomnir P.C.; Attn: David W. Ross, Esquire (as counsel to FirstMerit) and the Bankruptcy Court. Such resignation shall become effective on the later to occur of (i) the date specified in such notice, and (ii) the selection of a Successor Responsible Officer and the acceptance by such Successor Responsible Officer of such appointment.

(d) Appointment of Successor Responsible Officer. In the event of the death, resignation or removal of the Responsible Officer, counsel for the Reorganized Debtors, shall appoint a successor to the Responsible Officer or any subsequent Successor Responsible Officer ("Successor Responsible Officer"). Notice of any Successor Responsible Officer shall be filed with the Bankruptcy Court and provided to all creditors. Any Successor Responsible Officer appointed hereunder shall execute an instrument accepting such appointment.

(e) Turnover of Documents. Upon the resignation or removal of the Responsible Officer, the Responsible Officer shall promptly: (a) execute and deliver, by the effective date of resignation or removal, all such documents, instruments, and other writings as may be required to effect the termination of the Responsible Officer's capacity under the Plan; (b) deliver to the Successor Responsible Officer all documents, instruments, books, records and other writings relating to the Reorganized Debtors as may be in the possession or under control of the Responsible Officer; and (c) otherwise assist and cooperate in effecting the assumption of the rights, powers, duties and obligations under the Plan by the Successor Responsible Officer.

7.2 Corporate Matters.

(a) Number of Shares. As set forth in sections 4.6 and 6.7 of the Plan, existing Equity Interest in Hickman shall be cancelled and extinguished on the Effective Date. On the Effective Date, the total number of shares of stock that Reorganized Hickman shall have authority to issue is one (1) share of common stock, par value of $.01 per share. In accordance with section 6.1 of the Plan, Hickman's ownership of the Equity Interest in AMT and Hickman Mfg. shall not be affected by the Chapter 11 Cases or the Confirmation Order and shall, on the Effective Date, become property of and vest in Reorganized Hickman as though the Chapter 11 Cases were never filed.

(b) Issuance and Transfer of Common Stock; Dividends. The one (1) share of common stock of Reorganized Hickman shall be conditionally issued to the Responsible Officer. In the event of an appointment of a Successor Responsible Officer, the former Responsible Officer shall be deemed to have immediately transferred the one (1) share of common stock of Reorganized Hickman to the Successor Responsible Officer without any further action. Only a Responsible Officer may own/hold the common stock of Reorganized Hickman and only Reorganized Hickman may own/hold the common stock of Reorganized AMT and Reorganized Hickman Mfg. No dividends or distributions shall ever be declared on the common stock of Reorganized Hickman.

(c) Director. The number of directors of each Reorganized Debtor shall be one (1) and the initial Responsible Officer shall serve as the initial director of each Reorganized Debtor. In the event of an appointment of a Successor Responsible Officer, the former Responsible Officer shall be deemed to have resigned his/her position and the Successor Responsible Officer shall immediately become the new director without any further action.

(d) Bylaws. The Bylaws of each Reorganized Debtor shall be amended in their entirety, substantially in the form set forth in Exhibit A of the Plan.

7.3 Retention of Professionals by the Reorganized Debtors. The Reorganized Debtors may retain and reasonably compensate counsel and other professionals to assist in their duties as Reorganized Debtors under the Plan on such terms as the Reorganized Debtors deem appropriate, without further order of the Bankruptcy Court. For purposes of full disclosure, the Reorganized Debtors intend to engage Tucker Arnsberg, P.C. as primary counsel and Campbell & Levine, LLC as conflicts counsel. Marsalese Law Group, LLC will represent the Reorganized Debtors under the same fee arrangement and engagement terms as approved by the Bankruptcy Court in its Orders approving Marsalese Law Group, LLC as Special Counsel to the Debtors.

7.4 Compensation and Expenses of the Responsible Officer. The Responsible Officer shall be entitled to reasonable compensation, which shall be on economic terms agreeable to the Debtors and the Committee and established prior to the Effective Date. Without further order of the Bankruptcy Court, the costs and expenses of the Responsible Officer, including his/her fees and expenses shall be paid by the Reorganized Debtors from the proceeds of the Remaining Assets. The Responsible Officer shall retain such amounts as are reasonably necessary (at the discretion of the Responsible Officer) to meet the future fees and expenses incurred in administering the distributions under the Plan.

ARTICLE VIII
LEGAL EFFECTS OF THE PLAN

8.1 Preservation of Rights of Action. Entry of the Confirmation Order shall not constitute a waiver or release by the Reorganized Debtors, the Debtors, their estates or the Committee of any Causes of Action or other claims against any person. Instead, all Causes of Action or other claims against any person, including, but not limited to Avoidance Actions and the Remaining Litigation shall be preserved.

8.2 Assignment of Rights of Action. On the Effective Date, the Reorganized Debtors, in accordance with Section 1123(b) of the Bankruptcy Code, shall retain and shall have the exclusive right to prosecute and enforce any Causes of Action or rights to payment of claims that the Debtors or Reorganized Debtors or their bankruptcy estates or the Committee may hold against any person.

8.3 Dissolution of the Committee. The Committee shall be dissolved and the employment of its professionals shall be deemed terminated on the Effective Date unless the Committee files a motion that seeks either to terminate its existence prior thereto or to extend its existence prior to the Effective Date. All fees and expenses incurred by the Committee and its professionals after the Confirmation Date

shall be paid by the Debtors or the Reorganized Debtors, as the case may be, in the ordinary course of business and without further Bankruptcy Court approval consistent with section 11.4 of the Planhereof.

8.4 RELEASE OF CERTAIN PARTIES. AS OF THE EFFECTIVE DATE, THE RELEASING PARTIES SHALL FOREVER RELEASE, WAIVE AND DISCHARGE EACH OF THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION, LIABILITIES, RIGHTS OF CONTRIBUTION AND RIGHTS OF INDEMNIFICATION, WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE PRIOR TO THE EFFECTIVE DATE. SUCH RELEASE SHALL BE EFFECTIVE NOTWITHSTANDING THAT ANY RELEASING PARTY OR OTHER PERSON OR ENTITY MAY AFTER THE EFFECTIVE DATE DISCOVER FACTS IN ADDITION TO, OR DIFFERENT FROM, THOSE WHICH THAT PARTY NOW KNOWS OR BELIEVES TO BE TRUE, AND WITHOUT REGARD TO THE SUBSEQUENT DISCOVERY OR EXISTENCE OF SUCH DIFFERENT AND ADDITIONAL FACTS, AND THE RELEASING PARTIES ARE HEREBY EXPRESSLY DEEMED TO HAVE WAIVED ANY AND ALL RIGHTS THAT THEY MAY HAVE UNDER ANY STATUTE OR COMMON LAW PRINCIPLE WHICH WOULD LIMIT THE EFFECT OF THE FOREGOING RELEASE, WAIVER AND DISCHARGE OF THE RELEASED PARTIES.

ARTICLE IX
CHAPTER 7 LIQUIDATION ANALYSIS

The Bankruptcy Code requires that each holder of an impaired Allowed Claim or Equity Interest either (a) accepts the Plan, or (b) retains under the Plan property of a value, as of the Effective Date, that is not less than the value such holder would receive or retain if the Debtors were liquidated under Chapter 7 of the Bankruptcy Code on the Effective Date. The first step in meeting this test is to determine the dollar amount that would be generated from the liquidation of the Debtors' assets in the context of a Chapter 7 liquidation case. The gross amount of Cash available would be the sum of the proceeds from the disposition of the Debtors' assets and the Cash held by the Debtors at the time of the commencement of the Chapter 7 case. Such amount is reduced by the amount of any Allowed Claims secured by such assets, the costs and expenses of liquidation, and such additional administrative expenses and priority claims that may result from the termination of the Debtors' business and the use of Chapter 7 for the purposes of liquidation. Any remaining net cash would be allocated to creditors and shareholders in strict priority in accordance with Section 726 of the Bankruptcy Code.

Estimate of Costs. During this timeframe and in addition to the direct costs of sale, the Debtors would incur costs of liquidation under Chapter 7 that would include fees payable to a Chapter 7 trustee, as well as those that might be payable to attorneys and other professionals that such a trustee may engage. Costs of liquidation could include any unpaid obligations and expenses incurred by the Debtors during the Chapter 11 Cases and allowed in the Chapter 7 case such as trade obligations, compensation for attorneys, financial advisors, appraisers, accountants and other professionals, and costs and expenses of members of any statutory committee of secured or unsecured creditors appointed by the United States Trustee pursuant to Section 1102 of the Bankruptcy Code and any other committee so appointed. While it is impossible to predict with certainty these costs, the Debtors estimate that they would be at least ten percent (10%) of the liquidation proceeds.

Distribution of Net Proceeds under the Absolute Priority Rule. The foregoing types of claims, costs, expenses, fees and such other claims that may arise in a liquidation case would be paid in full from the liquidation proceeds before the balance of those proceeds would be made available to pay pre-Chapter 11 secured, priority and unsecured claims. Under the absolute priority rule, no holder of a junior claim would receive any distribution until all holders of senior claims are paid in full, and no equity holder would receive any distribution until all creditors are paid in full. In the Debtors' case, the proceeds of

liquidation would be distributed in the following priority: (i) to the costs, fees and expenses of the liquidation, as well as other administrative expenses of the Debtors' Chapter 7 cases, including tax liabilities; (ii) to the unpaid Allowed Administrative Expense Claims of the Chapter 11 Cases; (iii) to the unpaid Allowed Secured Claims (to the extent of their respective Collateral); (iv) to the unpaid Allowed Priority Tax Claims and Allowed Priority Non-Tax Claims; (iv) to holders of Allowed General Unsecured Claims, (v) to holders of Allowed Warranty Claims, and (vi) to holders of Allowed Equity Interests.

IN A CHAPTER 7 CASE, THE DEBTORS' CASH AND THE PROCEEDS OF THE SALE OF THE REMAINING ASSETS WOULD BE REDUCED BY THE AMOUNT OF CHAPTER 7 EXPENSES (WHICH WOULD HAVE THE HIGHEST PRIORITY) WHICH, IN TURN, WOULD DILUTE THE AMOUNT AVAILABLE TO HOLDERS OF ALLOWED CLAIMS.

BASED ON THE FOREGOING, THE DEBTORS HAVE DETERMINED THAT CONFIRMATION OF THE PLAN WILL PROVIDE EACH HOLDER OF AN ALLOWED CLAIM OR EQUITY INTEREST WITH A RECOVERY THAT IS NOT LESS THAN IT WOULD RECEIVE IF THE DEBTORS WERE LIQUIDATED UNDER CHAPTER 7 OF THE BANKRUPTCY CODE.

For these reasons, the Debtors believe that confirmation of the Plan will maximize the return for all impaired creditor constituencies.

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ARTICLE X
RECOMMENDATIONS AND CONCLUSION

For all of the reasons set forth in this Disclosure Statement, the Debtors believe that the confirmation and consummation of the Plan is preferable to all other restructuring alternatives. **Consequently, the Debtors urge all holders of Claims in Class 3 (FirstMerit Claim) and Class 4 (General Unsecured Claims) to vote to ACCEPT the Plan and to complete and return their original ballots such that they will be ACTUALLY RECEIVED at the following address on or before 5:00. P.M. (Eastern Standard Time) ON _____ ___, 2009**.

Campbell & Levine, LLC
ATTN: Heather Jiuliante
1700 Grant Building
Pittsburgh, PA 15219

Dated: Pittsburgh, Pennsylvania
October 16, 2009

W.P. HICKMAN SYSTEMS, INC.
By: Compass Advisory Partners, LLC
Its: Chief Restructuring Officer

By: /s/ James Battaglia
James Battaglia, Authorized Agent

HICKMAN MANUFACTURING, INC.
By: Compass Advisory Partners, LLC
Its: Chief Restructuring Officer

By: /s/ James Battaglia
James Battaglia, Authorized Agent

A.M. TECHNOLOGIES, INC.
By: Compass Advisory Partners, LLC
Its: Chief Restructuring Officer

By: /s/ James Battaglia
James Battaglia, Authorized Agent