

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number *(if known)* _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Zodiac Industries Inc.

2. **All other names debtor used in the last 8 years**
Include any assumed names, trade names and *doing business as* names

3. **Debtor's federal Employer Identification Number (EIN)** 13-3069501

| | | |
|----------------------------|---|--|
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | <u> One Martin Place Port Chester, NY 10573 Number, Street, City, State & ZIP Code Westchester County </u> | <u> P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code </u> |

5. **Debtor's website (URL)** None

6. **Type of debtor**
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Zodiac Industries Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6645

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____
 District _____ When _____ Case number, if known _____

Debtor Zodiac Industries Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input checked="" type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Zodiac Industries Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on February 16, 2017
MM / DD / YYYY

/s/ Frank Pasqualini
Signature of authorized representative of debtor

Title President

Frank Pasqualini
Printed name

18. Signature of attorney

/s/ Dawn Kirby
Signature of attorney for debtor

Date February 16, 2017
MM / DD / YYYY

Dawn Kirby
Printed name

DelBello Donnellan Weingarten Wise & Wiederkehr, LLP
Firm name

One North Lexington Avenue
White Plains, NY 10601
Number, Street, City, State & ZIP Code

Contact phone (914) 681-0200 Email address _____

Bar number and State

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

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

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

Executed on February 16, 2017

X /s/ Frank Pasqualini

Signature of individual signing on behalf of debtor

Frank Pasqualini

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.
 United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Empire P.O. Box 286 Congers, NY 10920 | | | | | | \$46,953.09 |
| Liberty Mutual Insurance P.O. Box 30670 New York, NY 10087-0670 | | Insurance | | | | \$32,692.44 |
| All Metals Industries P.O. Box 807 Belmont, NH 03220-0807 | | Vendor | | | | \$22,790.00 |
| Coilplus Connecticut Division of Coliplus, Inc. P.O. Box 347318 Pittsburgh, PA 15251 | | Vendor | | | | \$16,178.34 |
| The Hartford Insurance 301 Woods Park Drive Clinton, NY 13323 | | Insurance | | | | \$6,777.68 |
| Johnson Controls, Inc. York International P.O. Box 30670 New York, NY 10087-0670 | | | | | | \$4,500.00 |
| E.W. Howell Co, LLC 37 West 37th Street, 8th Floor New York, NY 10018 | | Services | | | | \$4,497.60 |
| TD Auto Finance PO Box 9223 Farmington, MI 48333 | | Automobile Loan on 2015 Chevrolet Silverado | | \$22,862.70 | \$18,600.00 | \$4,262.70 |

Debtor Zodiac Industries Inc.
Name

Case number (if known) _____

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| R.P. Machine 906 Stillwater Road PO Box 144 Stillwater, NJ 07875 | | | | | | \$4,146.73 |
| Con Ed JAF Station PO Box 1702 New York, NY 10116-1702 | | Utility | | | | \$3,912.11 |
| Capital Hardware Supply P.O. Box 62962 Baltimore, MD 21264-2962 | | Vendor | | | | \$3,262.02 |
| Chase P.O. Box 6026 Mail Code IL-1-0054 Chicago, IL 60680-6026 | | Loan | | | | \$1,795.57 |
| Iscaro Painting 3 Old Somers Road Somers, NY 10589 | | Services | | | | \$1,020.00 |
| HILTI Inc. P.O. Box 382002 Pittsburgh, PA 15250-8002 | | | | | | \$565.88 |
| LEAF Financial P.O Box 644006 Cincinnati, OH 45264-4006 | | | | | | \$418.68 |
| Colony Hardware Supply Co. 269 South Lambert Road Orange, CT 06477 | | Vendor | | | | \$310.83 |
| Always Printing, Inc. 149 Highland Street Port Chester, NY 10573 | | Vendor | | | | \$292.28 |
| US Bank P.O. Box 790448 Saint Louis, MO 63179 | | | | | | \$240.54 |
| United Rentals P.O. Box 100711 Atlanta, GA 30384-0711 | | Vendor | | | | \$159.89 |
| All-Weld Products Corp. 102 Fairview Park Drive Elmsford, NY 10523 | | Vendor | | | | \$59.06 |

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

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

| | |
|---|---------------|
| 1a. Real property: Copy line 88 from <i>Schedule A/B</i> | \$ 0.00 |
| 1b. Total personal property: Copy line 91A from <i>Schedule A/B</i> | \$ 242,908.68 |
| 1c. Total of all property: Copy line 92 from <i>Schedule A/B</i> | \$ 242,908.68 |

Part 2: Summary of Liabilities

| | |
|--|-----------------|
| 2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i> | \$ 262,862.70 |
| 3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) | |
| 3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> | \$ 0.00 |
| 3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> | +\$ 784,872.74 |
| 4. Total liabilities Lines 2 + 3a + 3b | \$ 1,047,735.44 |

Fill in this information to identify the case:

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United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B Schedule A/B: Assets - Real and Personal Property

12/15

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

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

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

Part 1: Cash and cash equivalents

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

- No. Go to Part 2.
 Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

| | | |
|----|--------------|----------|
| 2. | Cash on hand | \$100.00 |
|----|--------------|----------|

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

| Name of institution (bank or brokerage firm) | Type of account | Last 4 digits of account number | |
|--|---------------------------|---------------------------------|-------------|
| 3.1. TD Bank | Business Checking Account | | \$35,730.98 |

| | | | |
|-----------------|---------------------------|--|-------------|
| 3.2. Chase Bank | Business Checking Account | | \$88,977.70 |
|-----------------|---------------------------|--|-------------|

4. Other cash equivalents (Identify all)

5. Total of Part 1.

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

| |
|--------------|
| \$124,808.68 |
|--------------|

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
 Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
 Yes Fill in the information below.

Debtor Zodiac Industries Inc. Case number (If known) _____
Name

11. **Accounts receivable**

11a. 90 days old or less: 452,800.00 - 452,800.00 = \$0.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

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

\$0.00

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

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

| General description | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|-------------------------------------|---|---|------------------------------------|
| 19. Raw materials Miscellaneous Metals, Coils, Etc. | | \$0.00 | | \$5,000.00 |

20. **Work in progress**

21. **Finished goods, including goods held for resale**

22. **Other inventory or supplies**

23. **Total of Part 5.**

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

\$5,000.00

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

- No
 Yes

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

- No
 Yes. Book value _____ Valuation method _____ Current Value _____

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

- No
 Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

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

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

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.

Debtor Zodiac Industries Inc. Case number (If known) _____
Name

Yes Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|---|---|------------------------------------|
| 39. Office furniture | | | |
| 40. Office fixtures Miscellaneous Hand Tools, Ladders, Boxes, etc. | \$0.00 | | \$10,000.00 |
| 41. Office equipment, including all computer equipment and communication systems equipment and software Miscellaneous Desks and Computers | \$0.00 | | \$2,500.00 |
| 42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles | | | |
| 43. Total of Part 7. Add lines 39 through 42. Copy the total to line 86. | | | \$12,500.00 |
| 44. Is a depreciation schedule available for any of the property listed in Part 7? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | | |
| 45. Has any of the property listed in Part 7 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | | |

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

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

| General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|---|---|------------------------------------|
| 47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles | | | |
| 47.1. 2015 Chevrolet Silverado with 24,139 Miles Automobile Loan | \$0.00 | | \$18,600.00 |
| 47.2. 2016 Jeep Automobile Lease | \$0.00 | | Unknown |
| 47.3. 1997 GMC with 168,641 Miles | \$0.00 | | \$0.00 |
| 47.4. 2003 Ford Van with 277,533 Miles | \$0.00 | | Unknown |
| 47.5. 2005 International Truck with 259,650 Miles | \$0.00 | | Unknown |
| 47.6. 2009 Workhouse 12 Foot Trailer Used as a transport lift | \$0.00 | | Unknown |

Debtor Zodiac Industries Inc. Case number (If known) _____
Name

47.7. 2010 Nissan Maxima
4,150 Miles \$0.00 \$10,000.00

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

49. **Aircraft and accessories**

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

Hollow Turning Vane Machine, Lown Power
Roller, Apron Style Bending Brake,
Hyd. Power Squaring Sheat, Shear, Duct Liner
Pin Spotter with Support Table, Cleat Roll
Forming Machine,
Forming Rolls, Cleat Bender, Power Bender,
Forming Machine, Cleatformer, Power Squaring
Shear,
Power Slitter with Floor Stand, Spot Welder, Duct
Notcher, Heavy Duty Collar Notching Machine,
Plazma Machine, Spiral Machine, and Lockformer
Coil Line

\$0.00 \$72,000.00

51. **Total of Part 8.**

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

\$100,600.00

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

No
 Yes

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

No
 Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

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

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

| Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available). | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|---|------------------------------------|
| 55.1. Debtor Leases Real Property from Port Byram Holdings, LTD | | \$0.00 | | \$0.00 |

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

| |
|--------|
| \$0.00 |
|--------|

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

- No
 Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- No
 Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- No. Go to Part 11.
 Yes Fill in the information below.

Part 11: All other assets

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

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

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

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor)

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

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

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

Claims Against Trustees of Sheet Metal Workers Intl. Assoc. Local 38

Nature of claim

Various Claims

Amount requested

Currently under investigation. To the best of the Debtor's knowledge, the amount is at least \$831,000.00.

Unknown

Claims Against Related Boards of Trustees of Certain Funds (International)

Nature of claim

Various Claims

Amount requested

Currently under investigation

Unknown

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

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

78. **Total of Part 11.**
Add lines 71 through 77. Copy the total to line 90.

| |
|---------|
| Unknown |
|---------|

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
 No
 Yes

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

Part 12: Summary

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

| Type of property | Current value of personal property | Current value of real property |
|---|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | \$124,808.68 | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | \$0.00 | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | \$0.00 | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | \$0.00 | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | \$5,000.00 | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | \$0.00 | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | \$12,500.00 | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | \$100,600.00 | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | \$0.00 |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | \$0.00 | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + \$0.00 | |
| 91. Total. Add lines 80 through 90 for each column | \$242,908.68 | + 91b. \$0.00 |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | \$242,908.68 |

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

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

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

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

| | | Column A | Column B |
|--|--|--|--|
| | | Amount of claim | Value of collateral that supports this claim |
| | | Do not deduct the value of collateral. | |
| <p>2.1</p> <p><u>JPMorgan Chase Bank, N.A.</u> Creditor's Name</p> <p><u>Collateral Management</u> <u>SmallBus</u> <u>Louisville, KY 40232-9891</u> Creditor's mailing address</p> <p>_____ Creditor's email address, if known</p> <p>Date debt was incurred</p> <p>_____ Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p> | <p>Describe debtor's property that is subject to a lien</p> <p><u>Blanket Lien</u></p> <hr/> <p>Describe the lien</p> <p><u>UCC-1 filed 12/14/2015</u></p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> | <p><u>\$240,000.00</u></p> | <p><u>\$0.00</u></p> |

| | | | |
|---|---|---------------------------|---------------------------|
| <p>2.2</p> <p><u>TD Auto Finance</u> Creditor's Name</p> <p><u>PO Box 9223</u> <u>Farmington, MI 48333</u> Creditor's mailing address</p> <p>_____ Creditor's email address, if known</p> <p>Date debt was incurred</p> <p>_____ Last 4 digits of account number</p> <p><u>4805</u></p> <p>Do multiple creditors have an interest in the same property?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p> | <p>Describe debtor's property that is subject to a lien</p> <p><u>Automobile Loan on 2015 Chevrolet Silverado</u></p> <hr/> <p>Describe the lien</p> <p><u>Automobile Finance Agreement</u></p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> | <p><u>\$22,862.70</u></p> | <p><u>\$18,600.00</u></p> |
|---|---|---------------------------|---------------------------|

Debtor Zodiac Industries Inc. Case number (if know) _____
Name

- No Contingent
 Yes. Specify each creditor, including this creditor and its relative priority. Unliquidated Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. \$262,862.70

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

| Name and address | On which line in Part 1 did you enter the related creditor? | Last 4 digits of account number for this entity |
|------------------|---|---|
|------------------|---|---|

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F Schedule E/F: Creditors Who Have Unsecured Claims

12/15

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

Part 1: List All Creditors with PRIORITY Unsecured Claims

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

- No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

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

| | | Amount of claim |
|-----|--|--|
| 3.1 | Nonpriority creditor's name and mailing address All Metals Industries P.O. Box 807 Belmont, NH 03220-0807 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$22,790.00 |
| 3.2 | Nonpriority creditor's name and mailing address All-Weld Products Corp. 102 Fairview Park Drive Elmsford, NY 10523 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$59.06 |
| 3.3 | Nonpriority creditor's name and mailing address Always Printing, Inc. 149 Highland Street Port Chester, NY 10573 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$292.28 |
| 3.4 | Nonpriority creditor's name and mailing address Board of Trustees, National Energy Management Institute Committee 8403 Arlington Blvd., Suite 300 Fairfax, VA 22031 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$0.00 |

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

| | | | |
|------|---|--|-------------|
| 3.5 | Nonpriority creditor's name and mailing address Board of Trustees, Sheet Metal Occupational Health Institute Trust Fund 8403 Arlington Blvd., Suite 300 Fairfax, VA 22031 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$0.00 |
| 3.6 | Nonpriority creditor's name and mailing address Board of Trustees, Sheet Metal Workers' International Association Scholarship Fund 8403 Arlington Blvd., Suite 300 Fairfax, VA 22031 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$0.00 |
| 3.7 | Nonpriority creditor's name and mailing address Board of Trustees, International Training Institute for the Sheet Metal and Air Conditioning Industry 8403 Arlington Blvd., Suite 300 Fairfax, VA 22031 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$0.00 |
| 3.8 | Nonpriority creditor's name and mailing address Capital Hardware Supply P.O. Box 62962 Baltimore, MD 21264-2962 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$3,262.02 |
| 3.9 | Nonpriority creditor's name and mailing address Chase P.O. Box 6026 Mail Code IL-1-0054 Chicago, IL 60680-6026 Date(s) debt was incurred _____ Last 4 digits of account number <u>2001</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$1,795.57 |
| 3.10 | Nonpriority creditor's name and mailing address Coilplus Connecticut Division of Coliplus, Inc. P.O. Box 347318 Pittsburgh, PA 15251 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$16,178.34 |
| 3.11 | Nonpriority creditor's name and mailing address Colony Hardware Supply Co. 269 South Lambert Road Orange, CT 06477 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$310.83 |

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

| | | | |
|------|---|---|--------------|
| 3.12 | Nonpriority creditor's name and mailing address Con Ed JAF Station PO Box 1702 New York, NY 10116-1702 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utility</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$3,912.11 |
| 3.13 | Nonpriority creditor's name and mailing address E.W. Howell Co, LLC 37 West 37th Street, 8th Floor New York, NY 10018 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$4,497.60 |
| 3.14 | Nonpriority creditor's name and mailing address Empire P.O. Box 286 Congers, NY 10920 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$46,953.09 |
| 3.15 | Nonpriority creditor's name and mailing address Frank Pasqualini 804 Lake Avenue West Harrison, NY 10604 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan to Company</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$350,000.00 |
| 3.16 | Nonpriority creditor's name and mailing address HILTI Inc. P.O. Box 382002 Pittsburgh, PA 15250-8002 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$565.88 |
| 3.17 | Nonpriority creditor's name and mailing address Iscaro Painting 3 Old Somers Road Somers, NY 10589 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$1,020.00 |
| 3.18 | Nonpriority creditor's name and mailing address Johnson Controls, Inc. York International P.O. Box 30670 New York, NY 10087-0670 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$4,500.00 |
| 3.19 | Nonpriority creditor's name and mailing address LEAF Financial P.O Box 644006 Cincinnati, OH 45264-4006 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$418.68 |

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

3.20 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$32,692.44
 Liberty Mutual Insurance Contingent
 P.O. Box 30670 Unliquidated
 New York, NY 10087-0670 Disputed
Date(s) debt was incurred _____ **Basis for the claim:** Insurance
Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.21 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$40,000.00
 Maribeth Pasqualini Contingent
 804 Lake Street Unliquidated
 West Harrison, NY 10604 Disputed
Date(s) debt was incurred _____ **Basis for the claim:** Loan to Company
Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.22 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$20,800.00
 Michael Pasqualini Contingent
 804 Lake Avenue Unliquidated
 West Harrison, NY 10604 Disputed
Date(s) debt was incurred _____ **Basis for the claim:** Loan to Company
Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.23 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
 National Stabilization Contingent
 Agreement for the Sheet Metal Industry Fund Unliquidated
 8403 Arlington Blvd., Suite 300 Disputed
 Fairfax, VA 22031 **Basis for the claim:** _____
Date(s) debt was incurred _____ Is the claim subject to offset? No Yes
Last 4 digits of account number _____

3.24 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$223,500.00
 Port Byram Holdings, LTD Contingent
 1 Martin Place Unliquidated
 Port Chester, NY 10573 Disputed
Date(s) debt was incurred _____ **Basis for the claim:** Rental Arrears
Last 4 digits of account number _____ (33 Months)
 Is the claim subject to offset? No Yes

3.25 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$4,146.73
 R.P. Machine Contingent
 906 Stillwater Road Unliquidated
 PO Box 144 Disputed
 Stillwater, NJ 07875 **Basis for the claim:** _____
Date(s) debt was incurred _____ Is the claim subject to offset? No Yes
Last 4 digits of account number _____

3.26 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$6,777.68
 The Hartford Insurance Contingent
 301 Woods Park Drive Unliquidated
 Clinton, NY 13323 Disputed
Date(s) debt was incurred _____ **Basis for the claim:** Insurance
Last 4 digits of account number _____ Is the claim subject to offset? No Yes

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

3.27 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal Workers
International Association
Local No. 38 Insurance and Welfare Fund
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

3.28 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal Workers
International Association
Local No. 38 Profit Sharing Plan
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

3.29 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal Workers
International Association Local No. 38
Individual Vacation Account Fund
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

3.30 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal
Workers Local No. 38 Labor
Management Committee and Trust
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

3.31 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal
Workers Local 38
Craft Training Fund
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

3.32 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
Trustees of the Sheet Metal
Workers Local 38
Craft Training Building Fund
38 Starr Ridge Road
Brewster, NY 10509
 Contingent
 Unliquidated
 Disputed
Basis for the claim: _____
Date(s) debt was incurred _____
Last 4 digits of account number _____
Is the claim subject to offset? No Yes

Debtor Zodiac Industries Inc. Case number (if known) _____
Name

| | | | |
|------|---|--|---------------|
| 3.33 | Nonpriority creditor's name and mailing address Trustees of the Sheet Metal Workers National Pension Fund 38 Starr Ridge Road Brewster, NY 10509 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$0.00</u> |
|------|---|--|---------------|

| | | | |
|------|---|--|-----------------|
| 3.34 | Nonpriority creditor's name and mailing address United Rentals P.O. Box 100711 Atlanta, GA 30384-0711 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$159.89</u> |
|------|---|--|-----------------|

| | | | |
|------|---|--|-----------------|
| 3.35 | Nonpriority creditor's name and mailing address US Bank P.O. Box 790448 Saint Louis, MO 63179 Date(s) debt was incurred _____ Last 4 digits of account number _____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$240.54</u> |
|------|---|--|-----------------|

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|--------------------------|--|---|
| | | |

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

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

5a. Total claims from Part 1
5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

| Total of claim amounts | |
|------------------------|----------------------|
| 5a. | \$ <u>0.00</u> |
| 5b. + | \$ <u>784,872.74</u> |
| 5c. | \$ <u>784,872.74</u> |

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

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

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

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* *Property*
(Official Form 206A/B).

2. List all contracts and unexpired leases

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

2.1. State what the contract or lease is for and the nature of the debtor's interest Automobile Lease on
2016 Jeep
\$249.85 per month

State the term remaining

List the contract number of any government contract _____

US Bank
P.O. Box 64799
Saint Paul, MN 55164

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

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

1. Do you have any codebtors?

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

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

Column 1: Codebtor

Column 2: Creditor

| | Name | Mailing Address | Name | Check all schedules that apply: |
|-----|-------|--|-------|--|
| 2.1 | _____ | Street _____ City State Zip Code | _____ | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.2 | _____ | Street _____ City State Zip Code | _____ | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.3 | _____ | Street _____ City State Zip Code | _____ | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.4 | _____ | Street _____ City State Zip Code | _____ | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |

Fill in this information to identify the case:

Debtor name Zodiac Industries Inc.
 United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK
 Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

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

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2017 to Filing Date

Operating a business
 Other _____

\$56,400.00

For prior year:
From 1/01/2016 to 12/31/2016

Operating a business
 Other _____

\$3,330,304.51

For year before that:
From 1/01/2015 to 12/31/2015

Operating a business
 Other _____

\$4,093,647.00

2. Non-business revenue

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

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

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

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor Zodiac Industries Inc.

Case number (if known) _____

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|--|-------|-----------------------|---------------------------------|
|--|-------|-----------------------|---------------------------------|

5. Repossessions, foreclosures, and returns

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

None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. Setoffs

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

None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|-----------------------------|---|-----------------------|--------|
|-----------------------------|---|-----------------------|--------|

Part 3: Legal Actions or Assignments

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

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

None.

| Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|---|---|--|---|
| 7.1. Board of Trustees vs. Zodiac Industries Inc. 16-CV-01068 | Disputed Collection (International Case) | US District Court E.D. VA NY | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |
| 7.2. Board of Trustees vs. Zodiac Industries, Inc. 16-CV-02109 | Disputed Collection (Local 38 Case) | United States District Court State of New York Southern District of New York New York, NY 10001 | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

8. Assignments and receivership

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

None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Debtor Zodiac Industries Inc.

Case number (if known) _____

Part 5: Certain Losses

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

None

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

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

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

None.

| Who was paid or who received the transfer? Address | If not money, describe any property transferred | Dates | Total amount or value |
|---|---|----------|-----------------------|
| 11.1. Delbello Donnellan Weingarten Wise & Wiederkehr, LLP 1 North lexington Ave. 11th Fl White Plains, NY 10601 | Retainer | 2/2/2017 | \$25,000.00 |

Email or website address
www.ddw-law.com

Who made the payment, if not debtor?

| | | | |
|---|-----------------------------|-----------|-------------|
| 11.2. Delbello Donnellan Weingarten Wise & Wiederkehr, LLP 1 North lexington Ave. 11th Fl White Plains, NY 10601 | Additional Retainer Payment | 2/10/2017 | \$25,000.00 |
|---|-----------------------------|-----------|-------------|

Email or website address
www.ddw-law.com

Who made the payment, if not debtor?

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

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

None.

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
|-------------------------|-----------------------------------|---------------------------|-----------------------|

13. Transfers not already listed on this statement

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

Debtor Zodiac Industries Inc.

Case number (if known) _____

None.

| Who received transfer? Address | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|-----------------------------------|---|---------------------------|--------------------------|
|-----------------------------------|---|---------------------------|--------------------------|

Part 7: Previous Locations

14. Previous addresses

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

Does not apply

| Address | Dates of occupancy From-To |
|---------|-------------------------------|
|---------|-------------------------------|

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

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

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

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|---|---|
|---------------------------|---|---|

Part 9: Personally Identifiable Information

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

- No.
- Yes. State the nature of the information collected and retained.

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

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

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

| Financial Institution name and Address | Last 4 digits of account number | Type of account or instrument | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|---|------------------------------------|----------------------------------|---|---|
|---|------------------------------------|----------------------------------|---|---|

19. Safe deposit boxes

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

Debtor Zodiac Industries Inc.

Case number (if known) _____

None

| Depository institution name and address | Names of anyone with access to it Address | Description of the contents | Do you still have it? |
|---|--|-----------------------------|-----------------------|
|---|--|-----------------------------|-----------------------|

20. Off-premises storage

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

None

| Facility name and address | Names of anyone with access to it | Description of the contents | Do you still have it? |
|---------------------------|-----------------------------------|-----------------------------|-----------------------|
|---------------------------|-----------------------------------|-----------------------------|-----------------------|

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

21. Property held for another

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

None

Part 12: Details About Environment Information

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

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No.
- Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|----------------------------------|--------------------|----------------|
|---------------------------|----------------------------------|--------------------|----------------|

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No.
- Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No.
- Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

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

Debtor Zodiac Industries Inc.

Case number (if known) _____

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

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

None

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|-------------------------------------|--|
| | | Dates business existed |

26. Books, records, and financial statements

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

None

| Name and address | Date of service From-To |
|------------------|----------------------------|
| | |

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

None

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

None

| Name and address | If any books of account and records are unavailable, explain why |
|------------------|--|
| | |

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

None

| Name and address |
|------------------|
| |

27. Inventories

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

No

Yes. Give the details about the two most recent inventories.

| Name of the person who supervised the taking of the inventory | Date of inventory | The dollar amount and basis (cost, market, or other basis) of each inventory |
|---|-------------------|--|
| | | |

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

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

No

Yes. Identify below.

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

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

No

Yes. Identify below.

Debtor Zodiac Industries Inc.

Case number (if known) _____

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|---|--|---------------|--------------------------------|
| 30.1 | Frank Pasqualini 804 Lake Avenue West Harrison, NY 10604 | To Be Determined | 3/2016-2/2017 | Salary |
| | Relationship to debtor President | | | |
| 30.2 | Maribeth Pasqualini 804 Lake Street West Harrison, NY 10604 | To Be Determined | 3/2016-2/2017 | Salary |
| | Relationship to debtor | | | |

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

- No
- Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

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

- No
- Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

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

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

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

Executed on February 16, 2017

/s/ Frank Pasqualini
Signature of individual signing on behalf of the debtor

Frank Pasqualini
Printed name

Position or relationship to debtor President

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

- No
- Yes

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

In re Zodiac Industries Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

| | | |
|---|----|------------------|
| For legal services, I have agreed to accept | \$ | <u>50,000.00</u> |
| Prior to the filing of this statement I have received | \$ | <u>50,000.00</u> |
| Balance Due | \$ | <u>0.00</u> |

2. \$ 1,717.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

February 16, 2017

Date

/s/ Dawn Kirby

Dawn Kirby

Signature of Attorney

DelBello Donnellan Weingarten Wise & Wiederkehr, LLP

One North Lexington Avenue

White Plains, NY 10601

(914) 681-0200 Fax: (914) 684-0288

Name of law firm

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

In re Zodiac Industries Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Maribeth Pasqualini 804 Lake Street West Harrison, NY 10604 | | | 100% |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 16, 2017

Signature /s/ Frank Pasqualini
Frank Pasqualini

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

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

In re Zodiac Industries Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Zodiac Industries Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

February 16, 2017

Date

/s/ Dawn Kirby

Dawn Kirby

Signature of Attorney or Litigant
Counsel for Zodiac Industries Inc.

DelBello Donnellan Weingarten Wise & Wiederkehr, LLP

One North Lexington Avenue

White Plains, NY 10601

(914) 681-0200 Fax:(914) 684-0288

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

In re Zodiac Industries Inc.

Debtor(s)

Case No. 17-

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, , declare under penalty of perjury that I am the of Zodiac Industries Inc., and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 16th day of February, 2017.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that, of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that, of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that, of this Corporation is authorized and directed to employ Dawn Kirby, attorney and the law firm of DelBello Donnellan Weingarten Wise & Wiederkehr, LLP to represent the corporation in such bankruptcy case."

Date February 16, 2017

Signed /s/ Frank Pasqualini

Frank Pasqualini

Resolution of Board of Directors
of
Zodiac Industries Inc.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that, of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that, of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that, of this Corporation is authorized and directed to employ Dawn Kirby, attorney and the law firm of DelBello Donnellan Weingarten Wise & Wiederkehr, LLP to represent the corporation in such bankruptcy case.

Date February 16, 2017

Signed /s/ Frank Pasqualini
Frank Pasqualini