

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of _____
(State)

Case number (if known): _____ Chapter _____

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name _____

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) 20 - 5864566 _____

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

Number Street _____

Number Street _____

P.O. Box _____

City State ZIP Code _____

City State ZIP Code _____

Location of principal assets, if different from principal place of business

County _____

Number Street _____

City State ZIP Code _____

5. Debtor's website (URL) _____

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor _____
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>.

4 2 3 1

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. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

- No
- Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
- Case number, if known _____

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

Debtor _____ 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 for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49 1,000-5,000 25,001-50,000
50-99 5,001-10,000 50,001-100,000
100-199 10,001-25,000 More than 100,000
200-999

15. Estimated assets

- \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion
\$50,001-\$100,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion
\$100,001-\$500,000 \$50,000,001-\$100 million \$10,000,000,001-\$50 billion
\$500,001-\$1 million \$100,000,001-\$500 million More than \$50 billion

Debtor SOMS Technologies LLC Case number (if known) _____
Name

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

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.

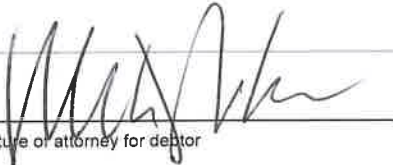
Executed on 09 21/2018
MM / DD / YYYY

x 
Signature of authorized representative of debtor

Miles Flamenbaum
Printed name

Title Vice President of Corporate Development, Board Member

18. Signature of attorney

x 
Signature of attorney for debtor

Date 09 21/2018
MM / DD / YYYY

Michael J. Riela
Printed name

Tannenbaum Helpert Syracuse & Hirschtritt LLP
Firm name

900 Third Avenue
Number Street

New York NY 10583
City State ZIP Code

212-508-6700 riela@thsh.com
Contact phone Email address

4009635 New York
Bar number State

Fill in this information to identify the case and this filing:

Debtor Name: SOMS Technologies LLC
 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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured 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 of value of collateral or setoff	Unsecured claim
1 A.L. Solutions U.S., Inc. 133 Williams Drive Ramsey, NJ 07446	Brian Ostrowski T: (201) 825-4235 E: bostrowski@algroup.com	Trade Debt				\$96,332.40
2 T&N de Mexico Avenida Dos No. 2 Parque Industrial Cartegena Tultitlan, Edo de Mexico 54918 Mexico	Jesus Gonzalez T: 52 55 5888-1912 E: jesus.gonzalez@federalmogul.com	Trade Debt				\$78,311.18
3 K&N Engineering, Inc. 1455 Citrus St. Riverside, CA 92707	Steve Williams, Hal Collins T: 800-858-3333 E: HalC@knfilters.com	Warranty Claims	Disputed			\$31,662.22

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured 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 of value of collateral or setoff	Unsecured claim
4 SICANA, Inc. International Court of Arbitration of the International Chamber of Commerce 140 E. 45 th Street, Suite 14C New York, NY 10017	Mary Kay Wagner T: 646-699-5704 E: ica9@iccwbo.org	Arbitration Fee	Contingent			\$16,000.00
5 Harrington & Smith, Attorneys at Law, LLC 4 Research Drive Shelton, CT 06484	Mark F. Harrington T: 203-925-9400 E: MHarrington@HSPatent.com	Professional Services				\$4,656.88
6 Better Business Bureau 150 White Plains Rd., Suite 107 Tarrytown, NY 10591	T: 914-333-0550 (x. 3)	Trade Debt				\$455.00
7 Geodis Logistics, LLC 15604 Collections Center Drive Chicago, IL 60693	Jose Serna T: 310-233-2780 E: jose.serna@geodis.com	Rent for Real Property Lease				\$272.40
8 Norbert M. Assion c/o Richard Assion 8 Havilland Road New Milford, CT 06776	Norbert M. Assion T: 860-209-1420 E: n.m.assion@gmail.com	Patent License				\$100.85
9 KoAir Industrial Co., Ltd. 360 Ganghwa-dongro, Bureun-myeon Gangwa-gun, Incheon 417 832 Republic of Korea	Chang Eon Oh, President T: +82-82319893276 Fax: +82-3419893279	Litigation Claim	Contingent Unliquidated Disputed			Undetermined
10						
11						
12						
13						
14						
15						
16						
17						
18						

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured 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 of value of collateral or setoff	Unsecured claim
19						
20						

Fill in this information to identify the case and this filing:

Debtor Name: SOMS Technologies LLC
United States Bankruptcy Court for the: Southern District of New York
Case number (*If known*):

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 09/21/2018
MM / DD / YYYY

/s/ Miles Flamenbaum
Signature of individual signing on behalf of debtor

Miles Flamenbaum
Printed name

Vice President of Corporate Development
Position or relationship to Debtor

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

In re	X	Chapter 11
SOMS TECHNOLOGIES LLC, ¹	:	Case No. 18-_____ (RDD)
Debtor.	:	
	X	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest, of the above- captioned debtor in possession (the “Debtor”).

I. Common Units

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Norbert Assion c/o Richard Assion 109 Kohanza Street, Apt 73C Danbury, CT 06811	375,000	Common
Debashis Sahoo 43 Tucker St Danbury CT 06810	375,000	Common
Stephen Kirchner 403 S. Sapodilla, #111 West Palm Beach, FL 33401	981,795	Common
Simone Isaac LLC c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	3,000,000	Common
Total	4,731,795	

¹ The last four digits of the Debtor’s federal Employer Identification Number are 4566. The Debtor’s principal place of business is 4 Broadway, Suite 11, Valhalla, New York 10595.

II. Series A Units

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Debashis Sahoo 43 Tucker St Danbury CT 06810	34,010	Series A
David Cohen 54 The Circle Easton, CT 06612-2015	800,000	Series A
Jason Lemme 31 Ramsey Drive Summit NJ 07901	100,000	Series A
Charles Manning 18 Salibury Road Delmar, NY 12054	420,000	Series A
Jason Lemme 31 Ramsey Drive Summit NJ 07901	66,667	Series A
Charles Manning 18 Salibury Road Delmar, NY 12054	280,000	Series A
David Cohen 54 The Circle Easton, CT 06612-2015	533,333	Series A
Norbert Assion c/o Richard Assion 109 Kohanza Street, Apt 73C Danbury, CT 06811	66,675	Series A
Jason Lemme 31 Ramsey Drive Summit NJ 07901	66,675	Series A
Charles Manning 18 Salibury Road Delmar, NY 12054	200,000	Series A
Debashis Sahoo 43 Tucker St Danbury CT 06810	33,375	Series A
David Cohen 54 The Circle Easton, CT 06612-2015	700,000	Series A

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Roy Friedman Standard Oil 299 Bishop Avenue Bridgeport, CT 06610	133,333	Series A
Taghkanic I Trust c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	166,667	Series A
Taghkanic II Trust c/o Evan Flamenbaum 30 Kilmer Road Larchmont, NY 10538	166,667	Series A
David Kramer 98 Nursery Road Ridegield, CT 06877	166,625	Series A
Taghkanic I Trust c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	73,333	Series A
Taghkanic II Trust c/o Evan Flamenbaum 30 Kilmer Road Larchmont, NY 10538	73,333	Series A
Walter Flamenbaum 77 Craryville Road Craryville, NY 12521	506,668	Series A
Taghkanic I Trust c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	173,333	Series A
Taghkanic II Trust c/o Evan Flamenbaum 30 Kilmer Road Larchmont, NY 10538	173,333	Series A
Simone Isaac LLC c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	367,274	Series A

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Joepe Investors, LLC 8 Hughes Common Slingerlands, NY 12159	766,650	Series A
Walter Flamenbaum 77 Craryville Road Craryville, NY 12521	65,333	Series A
Simone Isaac LLC c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	36,727	Series A
Charles Manning 18 Salisbury Road Delmar, NY 12054	70,000	Series A
Joepe Investors, LLC 8 Hughes Common Slingerlands, NY 12159	50,000	Series A
Total	6,290,011	

III. Series B Units

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Advantage Capital New York Partners II, LP 5 Warren Street, Suite 204 Glens Falls, NY 12801	4,048,331	Series B
Rand Capital SBIC, Inc. 2200 Rand Building Buffalo, NY 14203	4,808,224	Series B
David Cohen 54 The Circle Easton, CT 06612-2015	1,349,799	Series B
Simone Isaac LLC c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	295,578	Series B

Holder Name and Last Known Address	Number of Units Issued	Class of Units
James Gerson 19 W. 95th Street New York, NY 10025	315,456	Series B
Steven Kirchner 403 S. Sapodilla, #111 West Palm Beach, FL 33401	126,182	Series B
Charles Manning 18 Salibury Road Delmar, NY 12054	1,756,366	Series B
Joeпа Investors, LLC 8 Hughes Common Slingerlands, NY 12159	358,572	Series B
James Campbell and Elizabeth Mackey 3 Chappaqua Road Briarcliff Manor, NY 10510	691,525	Series B
Walter Flamenbaum 77 Craryville Road Craryville, NY 12521	720,455	Series B
Jim Guzewich 821 Riverside Ave Scotia, NY 12302	720,455	Series B
Doug Hamlin 2052 W. Lake Road PO Box 227 Skaneateles, NY 13152-0227	720,455	Series B
Susan Lundberg 200 Holmes Dale Albany, NY 12208	354,128	Series B
Theodore Thien 36 Maywood Road Delmar, NY 12054	717,841	Series B
Advantage Capital NY Partners I, LP 5 Warren Street, Suite 204 Glens Falls, NY 12801	630,912	Series B
Walter Flamenbaum 77 Craryville Road Craryville, NY 12521	169,396	Series B

Holder Name and Last Known Address	Number of Units Issued	Class of Units
James Gerson 19 W. 95th Street New York, NY 10025	282,326	Series B
James & Cathleen Sullivan 41 East Bergen Place Red Bank, NJ 07701	282,326	Series B
Susan Lundberg 200 Holmes Dale Albany, NY 12208	27,805	Series B
Joepa Investors, LLC 8 Hughes Common Slingerlands, NY 12159	88,290	Series B
Charles Manning 18 Salisbury Road Delmar, NY 12054	501,767	Series B
David Cohen 54 The Circle Easton, CT 06612-2015	810,064	Series B
James Gerson 19 W. 95th Street New York, NY 10025	79,176	Series B
Roy Friedman Standard Oil 299 Bishop Avenue Bridgeport, CT 06610	17,651	Series B
Taghkanic I Trust c/o Miles Flamenbaum 6 Hissarlik Way Bedford, NY 10506	54,749	Series B
Taghkanic II Trust c/o Evan Flamenbaum 30 Kilmer Road Larchmont, NY 10538	54,749	Series B
Walter Flamenbaum 77 Craryville Road Craryville, NY 12521	334,342	Series B
Rand Capital SBIC, Inc. 2200 Rand Building Buffalo, NY 14203	1,151,266	Series B

Holder Name and Last Known Address	Number of Units Issued	Class of Units
Advantage Capital NY Partners I, LP 5 Warren Street, Suite 204 Glens Falls, NY 12801	1,120,388	Series B
Greentech Filter Investors LLC 551 5th Avenue, 24th Floor New York, NY 10176	24,044,720	Series B
Neil Salem	685,714	Series B
Kenneth Gliedman 171 West 79th Street New York, NY 10024	114,286	Series B
Total	47,433,293	

IV. Profits Interests

Holder Name and Last Known Address	Class of Units	Current Amount
Whitney Dixon-Reed 1846 Reed Ave. San Diego, CA 92109	Common Profits Interest	10,000
Roger Turpin 435 County Road 1500 North Albion, IL 62806	Common Profits Interest	187,500
Mason Doan 143 N. 4th St Albion, IL 62806	Common Profits Interest	150,000
Darren Phillips 465015 Concord Dr. Plymouth, MI 48170	Common Profits Interest	533,267
Denison Family, LLC 336 Indian Ridge Lake Orion, MI 48362	Common Profits Interest	6,803,985
Connie McKinney 1724 County Road 400E West Salem, IL 62476	Common Profits Interest	800,000
Steven Schurman 213 South Drive Mt. Carmel, IL 62863	Common Profits Interest	800,000

Holder Name and Last Known Address	Class of Units	Current Amount
Brett Fehrenbacher 5443 North Lakewood Road Olney, IL 62450	Common Profits Interest	200,000
Ernie Dutra 352 South 2nd Street Albion, IL 62806	Common Profits Interest	100,000
Total		9,584,752

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Debtor Name: SOMS Technologies LLC
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Case number (*If known*):

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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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: List of Equity Security Holders

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

Executed on 09/21/2018
MM / DD / YYYY

/s/ Miles Flamenbaum
Signature of individual signing on behalf of debtor

Miles Flamenbaum
Printed name

Vice President of Corporate Development
Position or relationship to Debtor

CERTIFICATE OF AUTHORIZED OFFICER OF SOMS TECHNOLOGIES LLC

I, Miles Flamenbaum, declare under penalty of perjury that I am an officer of SOMS Technologies LLC (the "Company"). I hereby certify as follows:

- A. I am familiar with the facts herein certified and I am duly authorized to certify this Certificate on behalf of the Company;
- B. Attached hereto is a true, correct, and complete copy of the resolutions of the Board of Managers of the Company, duly adopted and approved on September 21, 2018, in accordance with the Company's operating agreement; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 21st day of September, 2018.

/s/ Miles Flamenbaum

Name: Miles Flamenbaum

Title: Vice President of Corporate
Development and a Member of the
Board of Managers

RESOLUTIONS OF THE BOARD OF MANAGERS OF SOMS TECHNOLOGIES LLC

The Board of Managers (the “Board of Managers”) of SOMS Technologies LLC (the “Company”) by written consent hereby resolves to adopt, and do hereby adopt, the following resolutions pursuant to the operating agreement of the Company as in effect as of the date hereof:

WHEREAS, the Board of Managers has reviewed relevant information regarding the financial condition, liquidity and liabilities of the Company, as well as the alternatives available to it and the impact of the foregoing on the Company’s business; and

WHEREAS, the Board of Managers has determined that it is desirable and in the best interests of the Company and its stakeholders that a petition be filed by the Company seeking relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that any manager, member or officer of the Company (each, an “Authorized Officer”), acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Company all petitions, schedules, motions, lists, applications, pleadings, and other documents in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer, who may act without the joinder of any other Authorized Officer, deems necessary, proper, or desirable in connection with the Company’s chapter 11 case (the “Chapter 11 Case”), including, without limitation, negotiating, executing, delivering, and performing any and all documents, agreements, certificates, and/or instruments in connection with the transactions contemplated in this resolution, and to appear and participate in any hearings before the Bankruptcy Court on behalf of the Company; and be it further

RESOLVED, that any Authorized Officer, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to take all necessary and appropriate action in furtherance of a potential sale of the Company’s assets, such sale being subject to any required Bankruptcy Court approval; and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer, who may act without the joinder of any other Authorized Officer, deems necessary, proper, or desirable in connection therewith; and be it further

RESOLVED, that the Company hereby retains the law firm of Tannenbaum Helpert Syracuse & Hirschtritt LLP as its bankruptcy counsel during the Chapter 11 Case; and be it further

RESOLVED, that the Company hereby retains the law firm of Rosenberg Feldman Smith, LLP as its special litigation counsel during the Chapter 11 Case; and be it further

RESOLVED, that that the Company hereby retains Schwartz Advisors, LLC as its financial advisor and investment banker during the Chapter 11 case; and be it further

RESOLVED that any Authorized Officer, who may act without the joinder of any other Authorized Officer, is hereby authorized, empowered, and directed to retain any other professional services firms as may become necessary in the Chapter 11 case; and be it further

RESOLVED, that any Authorized Officer, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of any Authorized Officer, who may act without the joinder of any other Authorized Officer, shall be or become necessary, proper, or desirable in connection with the Chapter 11 Case or to implement the foregoing resolutions; and be it further

RESOLVED, that any Authorized Officer acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute that certain *Certificate of Authorized Officer of SOMS Technologies LLC*, to which a copy of these Resolutions shall be attached; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

Creditor Matrix

AIG WorldRisk
17200 W. 119th Street
Olathe, KS 66061

A.L. Solutions U.S., Inc.
133 Williams Drive
Ramsey, NJ 07446

Altice USA, Inc.
1 Court Square West
Long Island City, New York 11101

Norbert M. Assion
c/o Richard Assion
8 Havilland Road
New Milford, CT 06776

Better Business Bureau
150 White Plains Rd., Suite 107
Tarrytown, NY 10591

Central Insurance
800 South Washington St.
Van Wert, OH 45891-2381

Clearwave Communications
2 North Vine Street
Harrisburg, IL 62946

Ernie Dutra
352 South 2nd Street
Albion, IL 62806

Egnyte
1350 West Middlefield Road
Mountain View, CA 94043

Estes Express Lines
P.O. Box 25612
Richmond, VA 23260

Miles Flamenbaum
6 Hissarlik Way
Bedford, NY 10506

Geodis Logistics, LLC
15604 Collections Center Drive
Chicago, IL 60693

GEODIS Contract Logistics
12135 Sara Road
Laredo, TX 78045

Grasshopper
320 Summer St.
Boston, MA 02210

Harrington & Smith, Attorneys at Law, LLC
4 Research Drive
Shelton, CT 06484

HCD Realty Inc.
199 Brook Street
Scarsdale, NY 10583

Illinois Department of Revenue
Bankruptcy Unit
PO Box 19035
Springfield IL 62794-9035

Internal Revenue Service
Centralized Insolvency Operation
Post Office Box 7346
Philadelphia, PA 19101-7346

JP Morgan Chase Bank
270 Park Avenue
New York, NY 10017

K&N Engineering, Inc.
1455 Citrus St.
Riverside, CA 92707

Kemper Technology Consulting Division
7200 Eagle Crest Blvd.
Evansville, IN 47715

KoAir Industrial Co., Ltd.
360 Ganghwa-dongro, Bureun-myeon
Gangwa-gun, Incheon 417 832
Republic of Korea

Connie McKinney
1724 County Road 400E
West Salem, IL 62476

Michigan Department of Treasury, Tax Policy Division
Attn: Litigation Liaison
2nd Floor, Austin Building
430 West Allegan Street
Lansing, MI 48922

Michigan Department of Treasury
Office of Collections
P. O. Box 30199
Lansing, MI 48909

New York State Department of Taxation and Finance
Bankruptcy Section
PO Box 5300
Albany NY 12205-0300

JP Morgan Chase Bank
270 Park Avenue
New York, NY 10017

JP Morgan Chase Bank
National Bank By Mail
P.O. Box 36520
Louisville, KY 40233-6520

Jason Satava
330 Industrial Drive
Albion, IL 62806

Steven Schurman
213 South Drive
Mt. Carmel, IL 62863

Sherweb
2915 Ogletown Road, #1073
Newark, DE 19713

Camilla Shumaker
336 Indian Ridge
Lake Orion, MI 48362

SICANA, Inc.
International Court of Arbitration of the International Chamber of Commerce
140 E. 45th Street, Suite 14C
New York, NY 10017

Texas Comptroller of Public Accounts
P.O. Box 13528, Capitol Station
Austin, Texas 78711-3528

T&N de Mexico
Avenida Dos No. 2
Parque Industrial Cartegena
Tultitlan, Edo de Mexico 54918
Mexico

Vertical Development Inc.
1730 Park Street, Suite 116
Naperville, IL 60563-2688