

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

In re

HDR HOLDING, INC., *et al.*¹

Debtors.

Chapter 11

Case No.: 19-11396 (MFW)

(Jointly Administered)

**STATEMENT OF FINANCIAL AFFAIRS
FOR SCHRAMM, INC. (CASE NO. 19-11397)**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: HDR Holding, Inc. (2015) and Schramm, Inc. (0480). The Debtors' mailing address is 800 E. Virginia Ave., West Chester, PA 19380.

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**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements,” and together with the Schedules, the “Schedules and Statements”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publically filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial

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information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents, and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim ("Claim") description, designation, or Debtor against which the Claim is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general

reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.

A listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and "as of" Information Date.** On June 24, 2019 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 25, 2019, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases [Docket No. 29].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on June 21, 2019, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on the Petition Date.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of the close of business on June 21, 2019, in the Debtors' books and records. Additionally, because the book values of certain assets, such as goodwill, patents, trademarks, and copyrights, may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.

5. **Real Property and Personal Property–Leased.** In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

7. **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.
8. **Insiders.** The Debtors reserve all rights with respect to the determination or status of a person as an “insider” as defined in section 101(13) of the Bankruptcy Code.
9. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

10. **Executory Contracts and Unexpired Leases.** Other than real property leases reported in Schedule A/B Part 9, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these

contracts and leases may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G.

11. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.
12. **Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to setoff of such Claims.
13. **Claims Description.** As set forth below, the Bankruptcy Court has authorized, but not directed, the Debtors to, among other thing, (i) continue certain customer practices in the ordinary course of business, (ii) pay certain prepetition wages, salaries, employee benefits, and other related obligations up to the statutory cap of \$13,650 per employee, (iii) pay certain prepetition sales, use, and other taxes, and (iv) make certain payments to critical vendors. As a result, certain of the claims listed in the Schedules were or may be satisfied after the Petition Date. While the Debtors have made their best efforts to reflect the claims, by vendor, excluding these various adjustments and other credits, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements.

Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
14. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions) ("Causes of Action"), whether disclosed or not disclosed, they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claim or Cause of Action or in any way prejudice or impair the assertion of such Claim or Cause of Action.
15. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Undetermined Amounts.** The description of an amount as "unknown," "TBD" or "undetermined" is not intended to reflect upon the materiality of such amount.

- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
- 16. **Estimates and Assumptions.** Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.
- 17. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- 18. **Intercompany.** The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.
- 19. **Setoffs.** The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
- 20. **Employee Addresses.** The Debtors' address is used for the current officers and directors listed on Schedules E/F and G and the Statements, as applicable. The actual addresses are available upon request of the Office of the United States Trustee and the Bankruptcy Court.
- 21. **Global Notes Control.** If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on June 21, 2019, unless otherwise noted below. Other than real property leases reported on Schedule A/B Part 9, the Debtors

have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B Fixed Assets: In accordance with GAAP, the Debtors adjusted the book value of their fixed assets recorded on the balance sheet for market value impairment. Since the Schedules and Statements reflect net book values, the reported value is net of depreciation, but does not include the Debtors' estimated asset impairment of \$414,380.51.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on the Petition Date. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion to Maintain Bank Accounts, Authorizing Continued Uses of Cash Management System, Continued Use of Existing Business Forms, and Continued Performance of Intercompany Transactions in the Ordinary Course of Business and Grant Administrative Expenses Status for Postpetition Intercompany Claims* [Docket No. 11] (the "Cash Management Motion").

Schedule A/B 7. The Bankruptcy Court, pursuant to the *Final Order, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV Granting Related Relief* [Docket No. 97], has authorized the Debtors to provide adequate assurance of payment for post-petition utility services, including a deposit in the amount of \$26,000.00. Such deposit is not listed on Schedule A/B 7, which was prepared as of the Petition Date.

Schedules A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors do not own any real property. The Debtors have listed their real property leases in Schedule A/B 55. The Debtors' leasehold interests/improvements appear on Schedule A/B 50 as opposed to Schedule A/B 55.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, cross-claims, setoffs, refunds, or potential warranty Claims against their suppliers. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-claims as a defendant. Because such Claims are potentially unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule AB 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights. Although there are multiple lenders in the Term C Tranche of secured debt, only the administrative agent has been listed for purposes of Schedule D. The amounts outstanding under the Debtors' prepetition secured credit facility reflect approximate amounts as of the Petition Date.

Schedule E/F. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F. Furthermore, claims listed on Schedule E/F may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2. Finally, where litigation has been threatened or commenced against more than one Debtor, the Debtors have generally scheduled those creditors under Schramm, Inc., which is the primary operating company of the Debtors.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

The Bankruptcy Court entered orders [Docket Nos. 34 and 99] authorizing, but not directing, the Debtors to pay certain prepetition employee wages, salaries, benefits and other related obligations and to continue employee programs in the ordinary course of business. As a result, the Debtors currently expect that prepetition paid time off obligations will be paid or otherwise honored in the ordinary course of business and, therefore, have not included such claims in Schedule E/F.

Schedule G. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease was in effect on the Petition Date or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or multiple, severable, or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such agreements may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

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

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because the Debtors have treated all such claims as contingent, disputed, or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4) and employees (although reimbursements and payments made from the Debtors' non-qualified deferred compensation plans are included). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3. All disbursements listed on Statement 3 are made through the Debtors' consolidated cash management system maintained by Schramm, Inc. and listed for that Debtor.

Statement 4. Statement 4 accounts for a respective Debtor's transfers to insiders. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage has not been included.

The Debtors have included all consulting and payroll distributions and aggregate travel, entertainment, and other expense reimbursements, aggregated by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

Statement 7. Information provided in Statement 7 may not include every administrative agency proceeding open or closed during the relevant time period, as certain agency proceedings are quickly dismissed or settled for a nominal sum. Additionally, any

information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d except for what is within the Debtors' knowledge.

Statement 30. Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:

Debtor Schramm, Inc.

United States Bankruptcy Court for the: District of Delaware

Case number 19-11397
(if known)

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

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

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2019	To 6/24/2019	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$8,127,397.00
For prior year:	From 1/1/2018	To 12/31/2018	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$16,946,621.00
For the year before that:	From 1/1/2017	To 12/31/2017	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$25,884,244.00

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)
2019	From 1/1/2019	To 6/21/2019	SALE OF EXCESS INVENTORY-CORPORATE	\$60,000.00
2018	From 1/1/2018	To 12/31/2018	PROCEEDS OF FIXED ASSETS SOLD-CORPORATE	\$81,000.00
2018	From 1/1/2018	To 12/31/2018	SALE OF EXCESS INVENTORY-CORPORATE	\$30,000.00
2017	From 1/1/2017	To 12/31/2017	SALE OF EXCESS INVENTORY-CORPORATE	\$18,600.00

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

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

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/1/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

EXHIBIT TO PART 2, QUESTION 3

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

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/1/22 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

SEE EXHIBIT 4

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

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

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

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

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
AHMAD BEBEE AND DAVID W BROWN V SCHRAMM, INC. ET AL Case number DSP-8069174-1	WORKERS COMPENSATION	PENNSYLVANIA WORKERS' COMPENSATION APPEAL BOARD 1171 S CAMERON STREET RM 120B HARRISBURG, PA 17104	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
ANDREW R. DEROSE, SR. V A.O. SMITH CORPORATION ET AL Case number 18-C-833	ASBESTOS LITIGATION	CIRCUIT COURT OF KANAWHA COUNTY WEST VIRGINIA 111 COURT ST CHARLESTON, WV 25301	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
CLINT WHITE V TOM SCHROEDER ET AL Case number 16PT-CC00155	PERSONAL INJURY	CIRCUIT COURT FOR PETTIS COUNTY MISSOURI 415 S OHIO AVE SEDALIA, MO 65301	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
CNX GAS COMPANY, LLC AND CONSOL ENERGY INC. V FALCON DRILLING COMPANY, LLC AND FALCON DRILLING, LLC Case number 10342-CD-2016	BREACH OF CONTRACT	COURT OF COMMON PLEAS OF INDIANA COUNTY PENNSYLVANIA 825 PHILADELPHIA ST INDIANA, PA 15701	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
JAMES CASANOVA AND MARY CASANOVA V A.O. SMITH CORPORATION ET AL Case number 18-013798	ASBESTOS LITIGATION	COURT OF COMMON PLEAS OF ALLEGHENY COUNTY PENNSYLVANIA 414 GRANT STREET PITTSBURGH, PA 15219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
JAMES FARRIS ET AL V AIR LIQUIDE AMERICA CORPORATION ET AL Case number 64-CV-2016-900442	SILICOSIS LITIGATION	CIRCUIT COURT OF WALKER COUNTY 1803 3RD AVE #205 JASPER, AL 35501	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
JOE B. GAITAN ET AL V AIR LIQUIDE AMERICA CORP, L.P. ET AL Case number 2005-04810	SILICOSIS LITIGATION	DISTRICT COURT OF HARRIS COUNTY TEXAS, 33RD JUDICIAL DISTRICT 201 CAROLINE 14TH FLOOR HOUSTON, TX 77002	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
JUSTO GARZA V AIR LIQUIDE AMERICA CORP, L.P. ET AL Case number 2005-04810-A	SILICOSIS LITIGATION	DISTRICT COURT OF HARRIS COUNTY TEXAS, 33RD JUDICIAL DISTRICT 201 CAROLINE 14TH FLOOR HOUSTON, TX 77002	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
LIBERTY COMPANIA DE SEGUROS GENERALES V EDM EXPLORATION DRILL MASTER CHILE S.A. ET EL Case number C-014262	COMPENSATION FOR DAMAGES	7TH CIVIL COURT OF SANTIAGO CHILE COMPANIA DE JESUS 1140 REGION METROPOLITANA SANTIAGO CHILE	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
PENNY FERRIS V A.O. SMITH CORPORATION ET AL Case number GD-16-000544	ASBESTOS LITIGATION	COURT OF COMMON PLEASE OF ALLEGHENY COUNTY PENNSYLVANIA 414 GRANT STREET PITTSBURGH, PA 15219	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
REPUBLIC OF KOREA VS SCHRAMM INC. Case number 2018/5146037	RETURN OF PROCEEDS FOR GOODS	SEOUL CENTRAL DISTRICT COURT HOHYUNG #203 SOLE SEOUL SOUTH KOREA	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
ROBERT BOOTH AND THERESA BOOTH V 3M COMPANY ET AL Case number 190001/2019	ASBESTOS LITIGATION	SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NEW YORK 60 CENTRE ST NEW YORK, NY 10007	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
RONALD REIBIE AND IRENE REIBIE V A.O. SMITH CORPORATION ET AL Case number 18-001230	ASBESTOS LITIGATION	COURT OF COMMON PLEASE OF ALLEGHENY COUNTY PENNSYLVANIA 414 GRANT STREET PITTSBURGH, PA 15219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
SEKO LOGISTICS INTERNATIONAL SERVICES V. SCHRAMM INC FAO JESSIE GLOVER Case number MJ-15203-CV-0000122-2019	CIVIL COMPLAINT FOR DEMAND PAYMENT	MAGISTERIAL DISTRICT COURT 15-2-03, WEST CHESTER 601 WESTTOWN ROAD, SUITE 110 P.O. BOX 2747 WEST CHESTER, PA 19380	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
THOMAS MULCAHEY AND MICHELE MULCAHEY VS ARMSTRONG PUMPS, INC., ET AT. Case number 18-L-206	ASBESTOS LITIGATION	CIRCUIT COURT FOR THE 20TH JUDICIAL CIRCUIT ST. CLAIR COUNTY, ILLINOIS 10 PUBLIC SQUARE BELLEVILLE, IL 62220	<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

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

☒ None

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

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

☐ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
FOCALPOINT SECURITIES LLC 11150 SANTA MONICO BLVD SUITE 1550 LOS ANGELES, CA 90025 Email or website address MFXLER@FOCALPOINTLLC.COM		02/19/2019	\$31,150.78
Who made the payment, if not debtor? N/A FOCALPOINT SECURITIES LLC 11150 SANTA MONICO BLVD SUITE 1550 LOS ANGELES, CA 90025 Email or website address MFXLER@FOCALPOINTLLC.COM		06/20/2019	\$58,451.06
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		07/23/2018	\$52,518.77
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		08/17/2018	\$12,250.00
Who made the payment, if not debtor? N/A			

Who was paid or who received the transfer? (Name)	If not money, describe any property transferred	Dates	Total amount or value
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		08/30/2018	\$25,000.00
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		10/15/2018	\$7,670.87
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		11/07/2018	\$9,216.28
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		12/21/2018	\$17,817.20
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		04/30/2019	\$13,808.13
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		04/30/2019	\$15,050.47
Who made the payment, if not debtor? N/A YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		04/30/2019	\$14,893.56
Who made the payment, if not debtor? N/A			

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		06/11/2019	\$16,098.24
Who made the payment, if not debtor? N/A			
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		06/11/2019	\$5,722.00
Who made the payment, if not debtor? N/A			
YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801 Email or website address SGREECHER@YCST.COM		06/11/2019	\$175,000.00
Who made the payment, if not debtor? N/A			

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

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs.

Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

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	
10740 N GESSNER RD HOUSTON, TX 77064	From 7/13/2015	To 5/17/2018

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.

Part 9: Personal 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?
☐ No. Go to Part 10.
☒ Yes. Fill in below:

Name of plan	Employer identification number of the plan
SCHRAMM, INC. 401(K) SAVINGS AND PROFIT SHARING PLAN	23-1060480
Has the plan been terminated?	
<input checked="" type="checkbox"/> No	
<input type="checkbox"/> Yes	

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

18. Closed financial accounts

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

- ☐ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
CITIZENS BANK OF PA ONE LOGAN SQUARE PHILADELPHIA, PA 19103	3281	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other	1/29/2019	\$0.00

19. Safe deposit boxes

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

- ☒ None

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

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

21. Property held for another

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

- ☐ None

Owner's name and address	Location of property	Description of the property	Value
R/W CONNECTION 936 LINKS AVENUE LANDISVILLE, PA 17538 US	SCHRAMM, INC.	CRIMPERS	\$3,000.00
R/W CONNECTION 937 LINKS AVENUE LANDISVILLE, PA 17539 US	SCHRAMM, INC.	SAW	\$500.00
R/W CONNECTION 938 LINKS AVENUE LANDISVILLE, PA 17540 US	SCHRAMM, INC.	INVENTORY	\$50,000.00

Owner's name and address	Location of property	Description of the property	Value
R/W CONNECTION 939 LINKS AVENUE LANDISVILLE, PA 17541 US	SCHRAMM, INC.	FORKLIFT	\$5,000.00
R/W CONNECTION 940 LINKS AVENUE LANDISVILLE, PA 17542 US	SCHRAMM, INC.	OFFICE EQUIPMENT	\$1,500.00

Part 12: Details About Environmental Information

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

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

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

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

- ☒ No
☐ Yes. Provide details below.

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.

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

- ☒ No
☐ Yes. Provide details below.

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

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

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

☐ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
SCHRAMM AUSTRALIA HOLDING PTY LIMITED 54 BANKSIA RD WELSHPOOL, WA 6106 AUSTRALIA	MANUFACTURING	23-1060480 Date business existed From: 7/4/2013 To: PRESENT

26. Books, records, and financial statements

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

☐ None

Name and address	Dates of service
JESSE GLOVER 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	From 2017 To CURRENT
TOM STRAUSS 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	From 2015 To 2017

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

☐ None

Name and address**Dates of service**

BDO USA, LLP
1801 MARKET STREET
SUITE 1700
PHILADELPHIA, PA 19103

From 2012 To PRESENT

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

☐ None

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

JESSE GLOVER
800 E. VIRGINIA AVE.
WEST CHESTER, PA 19380

- 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

ADHB PTY LTD AS TRUSTEE FOR THE ADHB UNIT TRUST
60 PARAMOUNT DRIVE
WANGARA
WESTERN AUSTRALIA 6065
AUSTRALIA

AFCO CREDIT CORPORATION
4501 COLLEGE BLVD, SUITE 320
LEAWOOD, KS 66211

AIG SPECIALTY INSURANCE COMPANY
32 OLD SLIP
FINANCIAL SQUARE
NEW YORK, NY 10005

ASPEN SPECIALTY INSURANCE COMPANY
175 CAPITAL BOULEVARD
SUITE 300
ROCKY HILL, CT 06067

ASPEN SPECIALTY INSURANCE COMPANY
590 MADISON AVENUE
7TH FLOOR
NEW YORK, NY 10022

BANKDIRECT CAPITAL FINANCE
TWO CONWAY PARK
150 NORTH FIELD DRIVE, SUITE 190
LAKE FOREST, IL 60045

BROWN BROTHERS HARRIMAN & CO.
140 BROADWAY
NEW YORK, NY 10005

BRUCE D MACKAY
221 LONE LANE
ALLENTOWN, PA 18104

CITIZENS BANK OF PENNSYLVANIA
ONE LOGAN SQUARE
PHILADELPHIA, PA 19103

CMS / GENNX 360 CAPITAL FUND LP
C/O MAINLINE INVESTMENT ADVISERS, LLC
308 E. LANCASTER AVENUE SUITE 300
NEW YORK, NY 10022

CONTINENTAL CASUALTY COMPANY, INC.
151 N FRANKLIN ST
CHICAGO, IL 60606-1821

CONTINENTAL CASUALTY COMPANY, INC.
333 SOUTH WABASH AVENUE
CHICAGO, IL 60604

EDWARD J BREINER (IRA) FIRST CLEARING LLC
223 SAGE HILL LANE
WEST CHESTER, PA 19382

EVANSTON INSURANCE COMPANY
4521 HIGHWOODS PARKWAY
GLEN ALLEN, VA 23060

(Name)

Name and address

EVANSTON INSURANCE COMPANY
TEN PARKWAY NORTH
DEERFIELD, IL 60015

FOCALPOINT SECURITIES LLC
11150 SANTA MONICO BLVD
SUITE 1550
LOS ANGELES, CA 90025

FRANK C GABRIEL
965 BROOKSIDE COURT
WEST CHESTER, PA 19380

FULTON BANK, N.A.
ONE PENN SQUARE
P.O. BOX 4887
LANCASTER, PA 17602

GENNX360
590 MADISON AVE 27TH FLOOR
NEW YORK, NY 10022

HARK CAPITAL
FKA ENHANCED CREDIT SUPPORTED
LOAN FUND LP
600 LEXINGTON AVE, STE 1401
NEW YORK, NY 10022

HARTFORD LIFE INSURANCE COMPANY
ONE HARTFORD PLAZA
HARTFORD, CT 06155

HOMELAND INSURANCE COMPANY OF DELAWARE
C/O ONEBEACON INSURANCE GROUP
605 HIGHWAY 169 NORTH
SUITE 800
PLYMOUTH, MN 55441-6533

INDIAN HARBOR INSURANCE
100 CONSTITUTION PLAZA
HARTFORD, CT 06103

JOHN A. BELLIS, JR.
910 SARATOGA DRIVE
WEST CHESTER, PA 19380

LANDMARK AMERICAN INSURANCE COMPANY
15303 VENTURA BOULEVARD
SUITE 500
SHERMAN OAKS, CA 91403

LANDMARK AMERICAN INSURANCE COMPANY
945 EAST PACES FERRY RD NE
SUITE 1800
ATLANTA, GA 30326

LLOYDS OF LONDON
42 WEST 54TH STREET
14TH FLOOR
NEW YORK, NY 10019

MLPF&S AS CUST FBO JAMES DOLAN
552 MT VIEW ROAD
BERWYN, PA 19312

NATIONAL UNION FIRE INSURANCE COMPANY
OF PITTSBURGH, PA.
80 PINE STREET
NEW YORK, NY 10005

NATIONAL UNION FIRE INSURANCE COMPANY
OF PITTSBURGH, PA.
CRISIS MANAGEMENT
175 WATER STREET
NEW YORK, NY 10038

NFS LLC IRA FBO FRANK C GABRIEL JR
965 BROOKSIDE COURT
WEST CHESTER, PA 19380

PETER CHRISTIAN
3810 NORTHVIEW STREET
LARAMIE, WY 82072

(Name)

Name and address

PNC BANK
ATTN ANITA MARIE BAKER
1600 MARKET ST.
PHILADELPHIA, PA 19103

RBS CITIZENS, N.A.
28 STATE ST
BOSTON, MA 02109

RDS GROUP LTD
4 INWOOD DRIVE
PAGET PARISH
BERMUDA PG05
BERMUDA

RICHARD E SCHRAMM AND PATRICIA C SCHRAMM
84 CROSSLANDS DRIVE
KENNETT SQUARE, PA 19348

SANTANDER BANK, N.A.
824 NORTH MARKET STREET, SUITE 100
WILMINGTON, DE 19801

SHARON ROSE GILBERT AS TRUSTEE FOR THE GMT & E TRUST
40 LACEPEDE DRIVE
SORRENTO
WESTERN AUSTRALIA 6020
AUSTRALIA

STARR INDEMNITY & LIABILITY COMPANY
1601 MARKET ST, STE 1800
PHILADELPHIA, PA 19103

STARR INDEMNITY & LIABILITY COMPANY
399 PARK AVENUE, 8TH FLOOR
NEW YORK, NY 10022

STARR INDEMNITY & LIABILITY COMPANY
ATTN DARYL HAISLEY
100 PARAMOUNT DRIVE
SUITE 100
SARASOTA, FL 34232

STARR SURPLUS LINES INSURANCE COMPANY
399 PARK AVENUE, 8TH FLOOR
NEW YORK, NY 10022

THE INSURANCE COMPANY OF THE STATE OF PA
175 WATER STREET
18TH FLOOR
NEW YORK, NY 10038

TRAVELERS PROPERTY CASUALTY COMPANY
OF AMERICA
OCEAN MARINE CLAIMS DEPARTMENT
485 LEXINGTON AVENUE
NEW YORK, NY 10017

TRAVELERS
ONE TOWER SQUARE
HARTFORD, CT 06183

TRISTATE CAPITAL BANK
ONE OXFORD CENTRE
301 GRANT STREET, SUITE 2700
PITTSBURGH, PA 15219

WILLIS OF NEW YORK, INC.
WILLIS MARINE
BROOKFIELD PLACE
200 LIBERTY STREET, 7TH FL
NEW YORK, NY 10281

WILLIS OF PENNSYLVANIA, INC.
C/O 26 CENTURY BLVD
PO BOX 305191
NASHVILLE, TN 37230-5191

WILLIS TOWERS WATSON
100 MATSONFORD ROAD
BUILDING 5, SUITE 200
RADNOR, PA 19087

Name and address

WILLIS TOWERS WATSON
 WILLIS OF NEW YORK, INC.
 PO BOX 4557
 NEW YORK, NY 10249-4557
 WILLIS TOWERS WATSON
 WILLIS OF PENNSYLVANIA, INC.
 PO BOX 32090
 NEW YORK, NY 10087-2090

27. Inventories

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

☐ None

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
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JESSE GLOVER	12/31/2018	\$15,897,656.00 COST
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Name and address of the person who has possession of inventory records

JESSE GLOVER
 800 E VIRGINIA AVE
 WEST CHESTER, PA 19380

JESSE GLOVER	12/31/2017	\$12,140,258.00 COST
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Name and address of the person who has possession of inventory records

JESSE GLOVER
 800 E VIRGINIA AVE
 WEST CHESTER, PA 19380

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.

☐ None

Name	Address	Position and nature of any interest	% of interest, if any
CRAIG MAYMAN	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	PRESIDENT/BOARD MEMBER	
HDR HOLDING, INC.	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	SHAREHOLDER	100%
JESSE GLOVER	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	OFFICER / SECRETARY	
JETTE CAMPBELL	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER	
OSCAR GROOMES	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	CHAIRMAN OF THE BOARD	

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?

☐ None

Name	Address	Position and nature of any interest	Period during which position or interest was held
CHUCK CASTINE	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER	From Q1 2018 To 06/11/2019
ED BREINER	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	CEO / BOARD MEMBER	From Q1 2015 To Q4 2018
JERRY BURRIS	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER	From Q4 2014 To Q4 2018
LLOYD TROTTER	800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER	From Q1 2018 To 06/11/2019

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?

☐ None

SEE SOFA EXHIBIT 4

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?
- ☒ None
32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?
- ☒ None

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 7/22/2019.

x _____	_____
/s/ Jesse Glover	Jesse Glover
Signature of individual signing on behalf of the debtor	Printed Name

VP of Finance & Secretary	
Position or relationship to debtor	

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

- ☐ No
☒ Yes

Statement of Financial Affairs - Exhibit 3

SCHRAMM, INC. 19-11397

Claimant	Check Date	Check Amount	Reasons for Payment
920 S BOLMAR ASSOCIATES LP C/O J LOEW PROPERTY MANAGEMENT INC 120 PENNSYLVANIA AVENUE MALVERN, PA 19355	04/23/2019	\$72,091.87	RENT
		\$72,091.87	
ACCURATE BUSHING COMPANY, INC 443 NORTH AVENUE GARWOOD, NJ 07027	04/03/2019	\$3,550.00	GOODS & SERVICES
	04/09/2019	\$245.00	GOODS & SERVICES
	04/11/2019	\$245.00	GOODS & SERVICES
	05/02/2019	\$245.00	GOODS & SERVICES
	05/06/2019	\$3,100.00	GOODS & SERVICES
		\$7,385.00	
ACR MACHINE COMPANY 21 N 10TH AVENUE COATESVILLE, PA 19320-3382	04/15/2019	\$7,600.00	GOODS & SERVICES
		\$7,600.00	
ADVANCED FLUID SYSTEMS INC. 3RD & GREEN STS PO BOX 360 ROYERSFORD, PA 19468	04/18/2019	\$0.00	GOODS & SERVICES
	04/18/2019	\$30,369.95	GOODS & SERVICES
	05/15/2019	\$0.00	GOODS & SERVICES
	05/15/2019	\$0.00	GOODS & SERVICES
	05/15/2019	\$0.00	GOODS & SERVICES
	05/15/2019	\$24,896.45	GOODS & SERVICES
		\$55,266.40	
AETNA, INC. PO BOX 804735 CHICAGO, IL 60680-4108	04/15/2019	\$2,435.74	GOODS & SERVICES
	05/20/2019	\$2,163.34	GOODS & SERVICES
	06/19/2019	\$2,425.42	GOODS & SERVICES
		\$7,024.50	
AFCO 31-10-136232-6 DEPT 809 PO BOX 120809 DALLAS, TX 75312-0809	03/29/2019	\$4,378.41	GOODS & SERVICES
	04/30/2019	\$4,378.41	GOODS & SERVICES
		\$8,756.82	
AMERICAN PETROLEUM INSTITUTE PO BOX 1425 MERRIFIELD, VA 22116-1425	04/17/2019	\$10,500.00	GOODS & SERVICES
	05/29/2019	\$3,000.00	GOODS & SERVICES
		\$13,500.00	
AVONDALE MACHINE PRODUCTS INC. PO BOX 208 AVONDALE, PA 19311	04/25/2019	\$24,209.10	GOODS & SERVICES
		\$24,209.10	
BLUE WATER SHIPPING US, INC PO BOX 392379 PITTSBURGH, PA 15251-9379	04/03/2019	\$4,615.53	GOODS & SERVICES
	05/31/2019	\$2,048.14	GOODS & SERVICES
	06/03/2019	\$2,048.14	GOODS & SERVICES
		\$8,711.81	
BRANDYWINE MAINTENANCE 95 CLOVER HILL LANE SPRING CITY, PA 19475	04/25/2019	\$6,254.20	GOODS & SERVICES
	06/18/2019	\$3,127.10	GOODS & SERVICES
		\$9,381.30	
CONCENTRIC MACH & GRINDING INC. 510 E BARNARD ST UT 29 WEST CHESTER, PA 19382	04/26/2019	\$0.00	GOODS & SERVICES
	04/26/2019	\$32,408.40	GOODS & SERVICES
	04/29/2019	\$8,214.37	GOODS & SERVICES
	06/04/2019	\$0.00	GOODS & SERVICES
	06/04/2019	\$37,813.65	GOODS & SERVICES
		\$78,436.42	

Statement of Financial Affairs - Exhibit 3

SCHRAMM, INC. 19-11397

Claimant	Check Date	Check Amount	Reasons for Payment
CONSTELLATION NEWENERGY GAS DIVISION, LLC P O BOX 5473 CAROL STREAM, IL 60197-5473	05/02/2019	\$25,652.94	GOODS & SERVICES
		\$25,652.94	
DAIDO CORP OF AMERICA LOCKBOX 175595505 N CUMBERLAND AVE SUITE 307 CHICAGO, IL 60656-1471	04/22/2019	\$12,049.50	GOODS & SERVICES
	05/02/2019	\$5,136.96	GOODS & SERVICES
		\$17,186.46	
DAIDO CORP OF AMERICA POWER TRANSMISSION PRDTS DEPT CH 17559 PALATINE, IL 60055-7559	03/28/2019	\$545.26	GOODS & SERVICES
	04/05/2019	\$1,284.24	GOODS & SERVICES
	04/11/2019	\$4,016.50	GOODS & SERVICES
	04/22/2019	\$12,049.50	GOODS & SERVICES
	05/01/2019	\$114.00	GOODS & SERVICES
	05/09/2019	\$1,090.52	GOODS & SERVICES
		\$19,100.02	
DOCUMOTO 800 ENGLEWOOD PARKWAY SUITE C201 ENGLEWOOD, CO 80110	06/21/2019	\$9,750.00	GOODS & SERVICES
		\$9,750.00	
HADFIELD, THOMAS R 1672 SNUFF MILL ROAD YORKLYN, DE 19736	05/06/2019	\$4,725.00	GOODS & SERVICES
	05/08/2019	\$400.00	GOODS & SERVICES
	05/31/2019	\$1,455.07	GOODS & SERVICES
	06/17/2019	\$600.00	GOODS & SERVICES
		\$7,180.07	
HYDRAULAX PRODUCTS INC._HYDANC PO BOX 9580 PHILADELPHIA, PA 19124-0580	05/13/2019	\$0.00	GOODS & SERVICES
	05/13/2019	\$0.00	GOODS & SERVICES
	05/13/2019	\$0.00	GOODS & SERVICES
	05/13/2019	\$0.00	GOODS & SERVICES
	05/13/2019	\$10,193.22	GOODS & SERVICES
		\$10,193.22	
HYDRO AIR HUGHES, LLC PO BOX 782056 PHILADELPHIA, PA 19178-2056	04/29/2019	\$15,169.98	GOODS & SERVICES
	05/30/2019	\$0.00	GOODS & SERVICES
	05/30/2019	\$0.00	GOODS & SERVICES
	05/30/2019	\$55,896.96	GOODS & SERVICES
		\$71,066.94	

Statement of Financial Affairs - Exhibit 3

SCHRAMM, INC. 19-11397

Claimant	Check Date	Check Amount	Reasons for Payment
JONATHAN L. IFERT P O BOX 43 CHATHAM, PA 19318	03/29/2019	\$724.50	GOODS & SERVICES
	04/05/2019	\$724.50	GOODS & SERVICES
	04/12/2019	\$724.50	GOODS & SERVICES
	04/22/2019	\$724.50	GOODS & SERVICES
	04/26/2019	\$483.00	GOODS & SERVICES
	05/03/2019	\$724.50	GOODS & SERVICES
	05/10/2019	\$724.50	GOODS & SERVICES
	05/17/2019	\$724.50	GOODS & SERVICES
	05/22/2019	\$724.50	GOODS & SERVICES
	05/29/2019	\$724.50	GOODS & SERVICES
	06/06/2019	\$483.00	GOODS & SERVICES
	06/14/2019	\$724.50	GOODS & SERVICES
	06/21/2019	\$724.50	GOODS & SERVICES
	\$8,935.50		
KELLY'S SECURITY SERVICE, INC. 331 STYER RD GLENMOORE, PA 19343	04/02/2019	\$4,215.00	GOODS & SERVICES
	04/09/2019	\$3,727.36	GOODS & SERVICES
	05/02/2019	\$7,454.72	GOODS & SERVICES
	05/20/2019	\$11,308.29	GOODS & SERVICES
	06/03/2019	\$11,182.08	GOODS & SERVICES
	\$37,887.45		
MERITAIN HEALTH P O BOX 223881 PITTSBURGH, PA 15250	04/15/2019	\$17,214.08	GOODS & SERVICES
	05/20/2019	\$16,700.84	GOODS & SERVICES
	06/19/2019	\$15,454.06	GOODS & SERVICES
	\$49,368.98		
MERRILL COMMUNICATIONS LLC 601 SECOND AVENUE SOUTH MINNEAPOLIS, MN 55402	05/10/2019	\$4,640.68	GOODS & SERVICES
	06/11/2019	\$2,612.31	GOODS & SERVICES
	\$7,252.99		
METAFILE INFORMATION SYSTEMS, INC. 3428 LAKERIDGE PL NW ROCHESTER, MN 55901	06/05/2019	\$6,918.30	GOODS & SERVICES
	\$6,918.30		
METZKE PTY LTD. 27 COULSON WAY CANNING VALE, PERTH 6155 AUSTRALIA	04/25/2019	\$5,711.75	GOODS & SERVICES
	05/14/2019	\$2,224.94	GOODS & SERVICES
	\$7,936.69		
PECO ENERGY COMPANY PO BOX 37632 PAYMENT PROCESSING PHILADELPHIA, PA 19101-0632	04/08/2019	\$15,705.61	GOODS & SERVICES
	05/28/2019	\$4,728.37	GOODS & SERVICES
	06/18/2019	\$38,911.38	GOODS & SERVICES
	\$59,345.36		
PEIRCE WELDING & FABRICATING INC P O BOX 369 BETHEL, PA 19507	06/12/2019	\$9,830.00	GOODS & SERVICES
	\$9,830.00		
PENNGEAR CORPORATION 2305 WATERFORD ROAD YARDLEY, PA 19067	04/25/2019	\$5,980.00	GOODS & SERVICES
	05/06/2019	\$13,960.00	GOODS & SERVICES
	\$19,940.00		

Statement of Financial Affairs - Exhibit 3

SCHRAMM, INC. 19-11397

Claimant	Check Date	Check Amount	Reasons for Payment
PETROCHOICE PO BOX 829604 PHILADELPHIA, PA 19182	05/28/2019	\$10,561.10	GOODS & SERVICES
	05/31/2019	\$7,767.10	GOODS & SERVICES
		\$18,328.20	
PGL PERIMETER GLOBAL LOGISTICS P O BOX 975649 DALLAS, TX 75373	04/16/2019	\$3,746.57	GOODS & SERVICES
	05/14/2019	\$4,538.00	GOODS & SERVICES
		\$8,284.57	
R/W CONNECTION INC P O BOX 287 SILVER SPRING, PA 17575	04/25/2019	\$2,425.75	GOODS & SERVICES
	05/30/2019	\$38,821.35	GOODS & SERVICES
		\$41,247.10	
SAMUEL PRESSURE VESSEL GROUP INC. PO BOX 673949 DETROIT, MI 48267-3949	05/01/2019	\$17,421.00	GOODS & SERVICES
		\$17,421.00	
SCRIPTSOURCING, LLC 6080 FALLS ROAD; SUITE 201 BALTIMORE, MD 21209	04/08/2019	\$12,029.48	GOODS & SERVICES
	06/03/2019	\$12,029.48	GOODS & SERVICES
		\$24,058.96	
SHERWIN-WILLIAMS CO. 7411 INDUSTRIAL PARKWAY MACUNGIE, PA 18062	04/26/2019	\$19,758.76	GOODS & SERVICES
		\$19,758.76	
STERNER'S HYDRAULICS 864 N WEST END BLVD QUAKERTOWN, PA 18951	03/28/2019	\$16,174.00	GOODS & SERVICES
	04/08/2019	\$7,703.00	GOODS & SERVICES
	04/25/2019	\$2,151.00	GOODS & SERVICES
	05/10/2019	\$680.00	GOODS & SERVICES
	05/15/2019	\$5,500.00	GOODS & SERVICES
	05/21/2019	\$4,741.00	GOODS & SERVICES
	05/30/2019	\$4,488.00	GOODS & SERVICES
	06/13/2019	\$1,418.00	GOODS & SERVICES
		\$42,855.00	
SULLAIR C/O CITIBANK NA LOCKBOX 5138 PO BOX 660367 DALLAS, TX 75266-0367	04/23/2019	\$14,091.35	GOODS & SERVICES
	04/25/2019	\$21,789.95	GOODS & SERVICES
	05/08/2019	\$103.00	GOODS & SERVICES
		\$35,984.30	
SULLIVAN PALATEK DEPT #152801 PO BOX 67000 DETROIT, MI 48267-1528	06/18/2019	\$50,000.00	GOODS & SERVICES
		\$50,000.00	
THE TIMKEN CORPORATION PO BOX 733323 DALLAS, TX 75373-3323	04/25/2019	\$9,380.32	GOODS & SERVICES
		\$9,380.32	
TPT SYSTEMS LLC 1230 ROSE LANE BERWYN, PA 19312	05/14/2019	\$12,600.00	GOODS & SERVICES
	06/18/2019	\$13,050.00	GOODS & SERVICES
		\$25,650.00	
TRIMMASTER 4860 N FIFTH STREET HWY TEMPLE, PA 19560	04/15/2019	\$680.00	GOODS & SERVICES
	04/25/2019	\$5,590.00	GOODS & SERVICES
	04/30/2019	\$976.00	GOODS & SERVICES
		\$7,246.00	

Statement of Financial Affairs - Exhibit 3

SCHRAMM, INC. 19-11397

Claimant	Check Date	Check Amount	Reasons for Payment
UNITED PARCEL SERVICE PO BOX 7247-0244 PHILADELPHIA, PA 19170-0001	03/27/2019	\$2,916.44	GOODS & SERVICES
	04/15/2019	\$3,543.92	GOODS & SERVICES
	04/29/2019	\$5,210.13	GOODS & SERVICES
	05/14/2019	\$1,831.16	GOODS & SERVICES
	05/30/2019	\$3,845.31	GOODS & SERVICES
		\$17,346.96	
WESTERN RUBBER & MFG. 7015 OLD HIGHWAY 105 WEST CONROE, TX 77304	04/25/2019	\$14,299.96	GOODS & SERVICES
	04/26/2019	\$8,243.73	GOODS & SERVICES
	05/08/2019	\$102.67	GOODS & SERVICES
		\$22,646.36	
WINDSTREAM P O BOX 9001013 LOUISVILLE, KY 40290-1013	05/01/2019	\$2,714.94	GOODS & SERVICES
	06/18/2019	\$5,571.08	GOODS & SERVICES
		\$8,286.02	
YOUNG TOUCHSTONE PO BOX 88804 CHICAGO, IL 60695-1804	04/18/2019	\$23,050.00	GOODS & SERVICES
		\$23,050.00	
Grand Total: 43		\$1,031,451.69	

Statement of Financial Affairs - Exhibit 4

SCHRAMM, INC. 19-11397

Name	Relationship to Debtor	Payment Date	Amount	Description
CRAIG MAYMAN 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	PRESIDENT	06/29/2018	\$2,777.72	PAYROLL
		07/06/2018	\$7,060.58	PAYROLL
		07/13/2018	\$2,777.72	PAYROLL
		07/20/2018	\$2,777.72	PAYROLL
		07/27/2018	\$2,777.72	PAYROLL
		08/03/2018	\$2,777.72	PAYROLL
		08/08/2018	\$1,120.23	EXPENSE REIMBURSEMENT
		08/10/2018	\$2,777.72	PAYROLL
		08/17/2018	\$7,060.58	PAYROLL
		08/24/2018	\$2,777.72	PAYROLL
		08/31/2018	\$2,777.72	PAYROLL
		09/07/2018	\$7,971.55	PAYROLL
		09/14/2018	\$2,744.45	PAYROLL
		09/21/2018	\$4,314.67	PAYROLL
		09/28/2018	\$3,714.02	PAYROLL
		10/05/2018	\$4,014.35	PAYROLL
		10/12/2018	\$4,014.35	PAYROLL
		10/15/2018	\$1,128.17	EXPENSE REIMBURSEMENT
		10/19/2018	\$8,063.32	PAYROLL
		10/19/2018	\$3,100.00	RELOCATION AND EXPENSES REIMBURSEMENT
		10/19/2018	\$2,500.00	RELOCATION AND EXPENSES REIMBURSEMENT
		10/19/2018	\$1,656.21	RELOCATION AND EXPENSES REIMBURSEMENT
		10/26/2018	\$4,014.35	PAYROLL
		11/02/2018	\$4,013.65	PAYROLL
		11/08/2018	\$2,946.86	RELOCATION AND EXPENSES REIMBURSEMENT
		11/09/2018	\$10,464.65	PAYROLL
		11/16/2018	\$4,013.65	PAYROLL
		11/23/2018	\$4,013.65	PAYROLL
		11/30/2018	\$4,013.65	PAYROLL
		12/07/2018	\$4,013.61	PAYROLL
		12/14/2018	\$4,013.65	PAYROLL
		12/19/2018	\$2,500.00	EXPENSE REIMBURSEMENT
		12/19/2018	\$2,144.11	RELOCATION EXPENSES
		12/21/2018	\$7,751.70	PAYROLL
		12/28/2018	\$4,013.65	PAYROLL
		01/04/2019	\$3,799.12	PAYROLL
		01/08/2019	\$1,500.00	RELOCATION EXPENSES
		01/08/2019	\$1,250.20	RELOCATION EXPENSES
		01/11/2019	\$3,799.12	PAYROLL
		01/18/2019	\$3,799.11	PAYROLL
		01/25/2019	\$6,132.66	PAYROLL
		01/25/2019	\$2,000.00	RELOCATION AND EXPENSES REIMBURSEMENT
		01/25/2019	\$1,200.45	RELOCATION AND EXPENSES REIMBURSEMENT
		02/01/2019	\$3,799.12	PAYROLL
		02/08/2019	\$3,799.12	PAYROLL
		02/15/2019	\$3,799.12	PAYROLL
		02/15/2019	\$2,484.91	EXPENSE REIMBURSEMENT

Name	Relationship to Debtor	Payment Date	Amount	Description
		02/15/2019	\$2,200.00	EXPENSE REIMBURSEMENT
		02/22/2019	\$3,799.11	PAYROLL
		03/01/2019	\$3,799.12	PAYROLL
		03/08/2019	\$12,165.03	PAYROLL
		03/15/2019	\$6,831.86	PAYROLL
		03/22/2019	\$3,799.12	PAYROLL
		03/28/2019	\$2,500.00	RELOCATION AND EXPENSES REIMBURSEMENT
		03/28/2019	\$2,285.29	RELOCATION AND EXPENSES REIMBURSEMENT
		03/29/2019	\$3,799.11	PAYROLL
		04/05/2019	\$3,799.12	PAYROLL
		04/12/2019	\$7,133.16	PAYROLL
		04/19/2019	\$3,799.11	PAYROLL
		04/26/2019	\$3,799.12	PAYROLL
		05/03/2019	\$4,068.99	PAYROLL
		05/03/2019	\$2,777.58	RELOCATION AND EXPENSES REIMBURSEMENT
		05/10/2019	\$4,156.84	PAYROLL
		05/15/2019	\$2,500.00	RELOCATION EXPENSES
		05/15/2019	\$2,316.27	RELOCATION EXPENSES
		05/17/2019	\$8,552.53	PAYROLL
		05/21/2019	\$2,500.00	RELOCATION EXPENSES
		05/21/2019	\$2,354.60	RELOCATION EXPENSES
		05/24/2019	\$4,156.84	PAYROLL
		05/31/2019	\$4,156.84	PAYROLL
		05/31/2019	\$2,051.66	RELOCATION EXPENSES
		05/31/2019	\$1,000.00	RELOCATION EXPENSES
		06/07/2019	\$4,156.84	PAYROLL
		06/14/2019	\$4,156.84	PAYROLL
		06/14/2019	\$2,500.00	RELOCATION EXPENSES
		06/14/2019	\$2,500.00	RELOCATION EXPENSES
		06/14/2019	\$2,500.00	RELOCATION EXPENSES
		06/14/2019	\$1,381.03	RELOCATION EXPENSES
		06/19/2019	\$21,582.67	CAPITAL RELOCATION SERV
		06/21/2019	\$44,213.31	PAYROLL
			\$359,256.34	

Name	Relationship to Debtor	Payment Date	Amount	Description
JESSE GLOVER 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	VP FINANCE & OPERATIONS	06/29/2018	\$1,680.02	PAYROLL
		07/06/2018	\$1,680.02	PAYROLL
		07/13/2018	\$1,680.03	PAYROLL
		07/20/2018	\$1,680.02	PAYROLL
		07/27/2018	\$1,680.02	PAYROLL
		08/03/2018	\$1,680.03	PAYROLL
		08/10/2018	\$1,680.02	PAYROLL
		08/17/2018	\$1,680.02	PAYROLL
		08/20/2018	\$100.00	EXPENSE REIMBURSEMENT
		08/24/2018	\$1,630.65	PAYROLL
		08/31/2018	\$1,630.68	PAYROLL
		09/07/2018	\$1,989.36	PAYROLL
		09/14/2018	\$1,989.37	PAYROLL
		09/21/2018	\$1,989.36	PAYROLL
		09/28/2018	\$1,989.36	PAYROLL
		10/05/2018	\$1,989.37	PAYROLL
		10/12/2018	\$1,989.36	PAYROLL
		10/19/2018	\$2,152.42	PAYROLL
		10/19/2018	\$175.38	EXPENSE REIMBURSEMENT
		10/26/2018	\$2,184.64	PAYROLL
		11/02/2018	\$2,184.64	PAYROLL
		11/09/2018	\$2,184.64	PAYROLL
		11/16/2018	\$2,184.64	PAYROLL
		11/23/2018	\$2,184.64	PAYROLL
		11/30/2018	\$2,184.64	PAYROLL
		12/07/2018	\$2,184.64	PAYROLL
		12/14/2018	\$2,184.64	PAYROLL
		12/21/2018	\$2,184.64	PAYROLL
		12/28/2018	\$2,184.64	PAYROLL
		01/04/2019	\$1,989.86	PAYROLL
		01/11/2019	\$1,989.86	PAYROLL
		01/18/2019	\$1,989.86	PAYROLL
		01/25/2019	\$1,989.86	PAYROLL
		02/01/2019	\$1,989.86	PAYROLL
		02/08/2019	\$1,989.86	PAYROLL
		02/15/2019	\$1,989.85	PAYROLL
		02/22/2019	\$1,989.86	PAYROLL
		03/01/2019	\$1,989.86	PAYROLL
		03/08/2019	\$1,989.86	PAYROLL
		03/15/2019	\$1,989.82	PAYROLL
		03/22/2019	\$1,989.82	PAYROLL
		03/29/2019	\$1,989.86	PAYROLL
		04/05/2019	\$1,989.86	PAYROLL
		04/12/2019	\$1,989.86	PAYROLL
		04/19/2019	\$1,989.86	PAYROLL
		04/26/2019	\$1,989.85	PAYROLL
		05/03/2019	\$1,989.86	PAYROLL
		05/10/2019	\$1,989.86	PAYROLL
		05/17/2019	\$1,989.86	PAYROLL
		05/24/2019	\$1,989.86	PAYROLL
		05/31/2019	\$1,989.86	PAYROLL
		06/07/2019	\$1,989.82	PAYROLL
		06/14/2019	\$1,989.82	PAYROLL
		06/21/2019	\$10,753.49	PAYROLL
			\$111,421.84	

Name	Relationship to Debtor	Payment Date	Amount	Description
JETTE CAMPBELL ALLOWAY CAPITAL GROUP LLC. 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER	07/13/2018	\$1,110.97	EXPENSE REIMBURSEMENT
		09/27/2018	\$658.34	EXPENSE REIMBURSEMENT
		01/03/2019	\$662.92	EXPENSE REIMBURSEMENT
		02/21/2019	\$1,208.00	EXPENSE REIMBURSEMENT
		06/20/2019	\$87,500.00	DIRECTOR FEES
			\$91,140.23	
JIM DOLAN 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	BOARD MEMBER; PRESIDENT (2017)	06/29/2018	\$1,512.59	PAYROLL
		07/06/2018	\$1,512.63	PAYROLL
		07/13/2018	\$1,512.62	PAYROLL
		07/20/2018	\$1,512.63	PAYROLL
		07/27/2018	\$1,512.63	PAYROLL
		08/03/2018	\$1,512.63	PAYROLL
		08/10/2018	\$1,512.63	PAYROLL
		08/17/2018	\$1,512.63	PAYROLL
		08/24/2018	\$1,512.59	PAYROLL
		08/31/2018	\$1,512.59	PAYROLL
		09/07/2018	\$1,512.63	PAYROLL
		09/14/2018	\$1,512.63	PAYROLL
		09/21/2018	\$1,512.62	PAYROLL
		10/15/2018	\$2,718.99	EXPENSE REIMBURSEMENT
			\$22,383.04	
OSCAR GROOMES 800 E. VIRGINIA AVE. WEST CHESTER, PA 19380	CHAIRMAN OF THE BOARD	06/20/2019	\$62,500.00	DIRECTOR FEES
Grand Total: 5			\$646,701.45	