

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

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In re:	)	
	)	Chapter 11
	)	
FLUID MARKET INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-12363 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS, METHODOLOGY, AND  
DISCLAIMERS REGARDING DEBTORS' SCHEDULES OF ASSETS AND  
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

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Fluid Market Inc. and Fluid Fleet Services LLC, debtors in the above-captioned chapter 11 cases filed on October 16, 2024 (collectively, the “**Debtors**”), are filing their respective Schedules of Assets and Liabilities (each, a “**Schedule**,” and collectively, the “**Schedules**”) and Statements of Financial Affairs (each, a “**Statement**” and collectively, the “**Statements**”) in 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 and Statements of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to, and are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes are in addition to the specific notes set forth below with respect to the Schedules and Statements (the “**Specific Notes**,” and, together with the Global Notes, the “**Notes**”). These Notes should be referred to, and referenced in connection with, any review of the Schedules and Statements.

The Schedules and Statements are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. The Debtors have made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances; however, subsequent information or discovery may result in material changes to the Schedules and Statements and errors or omissions may exist.

The Debtors and their agents, attorneys and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein, and will not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Fluid Market Inc. (1365) and Fluid Fleet Services, LLC (5994). The Debtors’ service address is 3827 Lafayette St., Suite #149, Denver, CO 80205.

efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event will the Debtors or their agents, attorneys and/or financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Mr. T Scott Avila, Interim Chief Executive Officer of Fluid Market Inc., has signed each set of the Schedules and Statements. Mr. Avila is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Avila has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and the Debtors' legal and financial advisors. Mr. Avila has not (and could not have) personally verified the accuracy of each such statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, liability, classification, identity of Debtor, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules, Statements, or Notes shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including any issues involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or recharacterization of contracts and leases, assumption or rejection of contracts and leases under the provisions of chapter 3 of the Bankruptcy Code, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, or any other relevant applicable laws to recover assets or avoid transfers.

#### **A. Global Notes and Overview of Methodology**

**The Schedules, Statements, and Notes should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.**

1. **Description of the Chapter 11 Cases.** On October 16, 2024 (the "**Petition Date**"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. On October 18, 2024, the Bankruptcy Court entered an order authorizing the joint administration of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 33]. Notwithstanding the joint administration of the Debtors' cases for procedural purposes, each Debtor has filed its own Schedules and Statements.

2. **Basis of Presentation.** In the ordinary course of business, the Debtors prepare consolidated financial statements for financial reporting purposes on a monthly basis. The Schedules and Statements are unaudited and are the result of the Debtors' reasonable efforts to report certain financial information of each Debtor on an unconsolidated basis. The Schedules and

Statements neither 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. The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor entity. Because the Debtors’ accounting systems, policies, and practices were developed for consolidated reporting purposes rather than for reporting by legal entity, however, it is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements.

3. **Reporting Date.** Unless otherwise noted in specific responses, the Schedules and Statements reflect the Debtors’ books and records as of the close of business on October 16, 2024, or the latest available record date before then.

4. **Current Values.** The assets and liabilities of each Debtor are listed on the basis of the book value of the asset or liability in the respective Debtor’s accounting books and records. Unless otherwise noted, the carrying value on each of the Debtor’s books, rather than the current market value, is reflected in the Schedules and Statements. Although the Debtor’s total assets exceed total liabilities, the majority of the asset values listed are comprised of \$55.4 million in tax attributes with little or no liquid value.

5. **Confidentiality.** There may be instances when personal information was not included or was redacted due to the nature of an agreement between a Debtor and a third party or concerns or to protect the privacy of an individual. Pursuant to the *Final Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors Thirty Largest Unsecured Creditors, and (C) Redact Certain Personally Identifiable Information of Individuals; and (II) Granting Related Relief* [Docket No. 119], the Debtors are authorized to redact personally identifiable information from their Schedules and Statements.

6. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared.

7. **Undetermined Amounts.** Claim amounts that could not readily be quantified by the Debtors are scheduled as “undetermined,” “unknown,” or “N/A.” The description of an amount as “undetermined,” “unknown,” or “N/A” is not intended to reflect upon the materiality of the amount.

8. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition 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 postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

9. **Insiders.** For purposes of the Schedules and Statements, the Debtors define “insiders” pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) debtor/non-Debtor affiliates of the foregoing. Persons listed as “insiders” have been included for informational purposes only and by including them in the Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose. The listing of a party as an “insider” is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, Claim, right, or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

10. **Totals.** All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements and exclude items identified as “unknown” or “undetermined.” If there are unknown or undetermined amounts, the actual totals may be materially different from the listed totals.

11. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars, unless otherwise indicated.

12. **Payment of Prepetition Claims Pursuant to First Day Orders.** The Debtors have requested authority to pay certain outstanding prepetition claims pursuant to orders entered by this court after the initial hearing in these cases (collectively, the “**First Day Orders**”), including pursuant to the DIP Orders (as defined herein). The Schedules and Statements reflect the Debtors’ outstanding liabilities in their amounts owed as of the Petition Date without reducing liabilities on account of any payments authorized under the First Day Orders. If liabilities on account of prepetition wages and benefits have been satisfied in full, they are not listed on the Schedules and Statements unless otherwise noted.

13. **Other Paid Claims.** If the Debtors have reached any postpetition settlement with a vendor or other creditor, the terms of such settlement will prevail, supersede amounts listed in the Schedules and Statements, and shall be enforceable by all parties. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.

14. **Setoffs.** The Debtors routinely incurred certain setoffs from customers and suppliers in the ordinary course of business. Setoffs in the ordinary course can result from various items including pricing discrepancies, customer programs, returns, and other disputes between the Debtors and their customers or suppliers. In the ordinary course of business, the Debtors would setoff invoices with credit memos. These routine setoffs were consistent with the ordinary course of business in the Debtors’ industry, and, therefore, were particularly voluminous, unduly burdensome, and costly for the Debtors to regularly document. Therefore, although such setoffs

and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not always independently accounted for, and may be excluded from the Schedules and Statements.

15. **Debtors' Reservation of Rights.** Nothing contained in the Schedules, Statements, or Notes shall constitute a waiver of rights with respect to these chapter 11 cases, including the following:

- a. Any failure to designate a claim listed on the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve the right to dispute and to assert setoff rights, counterclaims, and defenses to any claim reflected on the Schedules as to amount, liability, and classification, and to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated."
- b. Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.
- c. The listing of a claim or agreement (i) on Schedule D as "secured," (ii) on Schedule E/F (Part 1) as "priority," (iii) on Schedule E/F (Part 2) as "unsecured," or (iv) on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant, the executory nature of the agreement under section 365 of the Bankruptcy Code, or a waiver of the Debtors' rights to recharacterize or reclassify such claim or agreement pursuant to a schedule amendment, claim objection or otherwise. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a security interest has been undertaken. Except as provided in an order of the Bankruptcy Court, the Debtors reserve all rights to dispute and challenge the secured nature or amount of any such creditor's claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.
- d. In the ordinary course of their businesses, the Debtors leased equipment and other assets from certain third-party lessors for use in their daily operations. The Debtors have made commercially reasonable efforts to list any such leases in Schedule G, and any current amounts due under such leases that were outstanding as of the Petition Date are listed on Schedule E/F. Except as otherwise noted herein, the property subject to any such lease is not reflected in Schedule A/B as either owned property or an asset of the Debtors, and neither is such property or assets of third parties within the control of the Debtors

Nothing in the Schedules is or shall be construed as an admission or determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to any of such issues, including the recharacterization thereof.

- e. The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections or setoffs with respect to the same.
- f. The Debtors' businesses were part of a complex enterprise. Although the Debtors have exercised their reasonable efforts to ensure the accuracy of their Schedules and Statements, they nevertheless may contain errors and omissions. The Debtors hereby reserve all of their rights to dispute the validity, status, and enforceability of any contracts, agreements, and leases identified in the Schedules and Statements, and to amend and supplement the Schedules and Statements as necessary.
- g. The Debtors further reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules and Statements, including the right to dispute and challenge the characterization or the structure of any transaction, document, and instrument related to a creditor's claim.
- h. The Debtors exercised their reasonable efforts to locate and identify guarantees and other secondary liability claims (the "**Guarantees**") in their executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. If such Guarantees have been identified, they are included in the relevant Schedules and Statements. Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements may have been omitted inadvertently. Thus, the Debtors reserve their rights to amend and supplement the Schedules and Statements if additional Guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements to re-characterize and reclassify any such contract or claim.

**B. Specific Notes for Schedules****1. Schedule A/B.**

- a. **A/B.3.** The values provided for in Schedule A/B, Item 3 for each account for a given Debtor reflects the ending cash balance of such account as of the Petition Date.
- b. **A/B.7.** Deposits listed are potentially subject to offset by counterparty.
- c. **A/B 8:** Payments made to the estates' retained professionals are listed in Statement 11.
- d. **A/B.70–77.** Despite exercising commercially 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 their Schedules.

**2. Schedule D.** Certain of the claims listed on Schedule D, as well as the Guarantees of those claims listed on Schedule H, arose and 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 of these dates are included for each such claim. To the best of the Debtors' knowledge, all claims listed on Schedule D arose or were incurred before the Petition Date. The amounts in Schedule D are consistent with the Debtors' stipulations set forth in the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 41] (the "**Interim DIP Order**") and *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Docket No. 158] (the "**Final DIP Order**" together with the Interim DIP Order, the "**DIP Orders**"), which are subject to investigation and challenge by the Official Committee of Unsecured Creditors or other parties in interest.

Except as otherwise agreed to or stated pursuant to a stipulation or order entered by the Bankruptcy Court that is or becomes final, the Debtors and their estates and, subject to the foregoing limitations, note as follows: (a) although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken; (b) the descriptions provided on Schedule D only are intended to be a summary; and (c) the Debtors have not included on Schedule D claims that were secured by property for which the collateral was not in the Debtors' possession as of 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 any liens.

Except as specifically stated herein, real property lessors, equipment lessors, utility companies, and other parties which may hold security deposits or other security interests have not been listed on Schedule D.

The Debtors have not listed on Schedule D any parties whose claims may be secured through rights of setoff, deposits, or advance payments posted by, or on behalf of, the Debtors, or judgment or statutory lien rights.

### 3. **Schedule E/F**

#### a. **Part 1.**

Certain of the claims listed on Schedule E/F (Part 1) arose and were incurred on multiple dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all of these multiple dates are included for each such claim.

The liabilities listed on Schedule E/F (Part 1) do not reflect any analysis of such claims under sections 503 or 507 of the Bankruptcy Code. The Debtors reserve the right to dispute or challenge whether creditors listed on Schedule E/F are entitled to priority status pursuant to sections 503 or 507 of the Bankruptcy Code.

Claims owing to various taxing authorities to which the Debtors potentially may be liable are included on the Debtors' Schedule E/F. As provided in the *Motion to Pay Sales and Use Taxes Debtors' Motion for Entry of Interim and Final Orders: (I) Authorizing, but not Directing, the Payment of Certain Taxes and Fees; and (II) Granting Related Relief* [Docket No. 7] (the "**Tax Motion**") filed on the Petition Date, the Debtors believe substantial potential liabilities may exist related to the sales and use taxes in addition to the amounts requested to be paid pursuant to the Tax Motion. The Debtors' Schedules accurately reflect the status of the book and records on the Petition Date because the Debtors have not yet completed a review of the pre-petition claims. In addition, certain of the tax claims may be subject to ongoing audits or the Debtors otherwise are unable to determine with certainty the amount of the tax claims (other than sales and use taxes) listed on Schedule E/F. Therefore, the Debtors have listed all such claims as contingent and/or unliquidated, pending final resolution of ongoing audits or other outstanding issues.

#### b. **Part 2.**

The Debtors have exercised their commercially reasonable efforts to list all liabilities on Schedule E/F of each applicable Debtor. As a result of the Debtors' consolidated operations, however, the reader should review Schedule E/F for all Debtors in these cases for a complete understanding of the unsecured debts of the Debtors. Certain creditors listed on Schedule E/F may owe amounts to the Debtors, and, as such, the Debtors may have valid setoff and recoupment rights with respect to such amounts. The amounts listed on Schedule E/F may not reflect any such right of setoff or recoupment, and the Debtors reserve all rights to assert the same and to dispute and challenge any setoff or recoupment rights that may be asserted against the Debtors by a creditor. Additionally, certain creditors may assert liens against the Debtors for amounts listed on Schedule E/F. The Debtors reserve their rights to dispute and challenge the validity, perfection, and immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule E/F of any Debtor. In addition, certain claims listed on Schedule E/F (Part 2) may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.



The Debtors have included trade creditors and taxing authorities on Schedule E/F, some of whose claims may have been satisfied, in whole or in part, pursuant to the First Day Orders. Notwithstanding the foregoing, the Debtors have reflected the prepetition liabilities of such trade creditors and taxing authorities as of the Petition Date. Moreover, Schedule E/F does not include certain balances including deferred liabilities, accruals, or general reserves. The accruals primarily represent general estimates of liabilities and do not represent specific claims as of the Petition Date. The Debtors have made reasonable efforts to include as contingent, unliquidated, or disputed the claim of any party not included on the Debtors' open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

To the extent practicable, Schedule E/F is intended to reflect the balance as of the Petition Date. Despite the Debtors' reasonable best efforts, to the extent an unsecured claim has been paid or may be paid, it is possible such claim is not included on Schedule E/F. Certain Debtors may pay additional claims listed on Schedule E/F during these chapter 11 cases pursuant to these and other orders of the Bankruptcy Court and the Debtors reserve all of their rights to update Schedule E/F to reflect such payments or to modify the claims register to account for the satisfaction of such claim. Additionally, Schedule E/F does not include any potential rejection damage claims of the counterparties to executory contracts and unexpired leases that may be rejected.

4. **Schedule G.** Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the "**Agreements**"), review is ongoing and inadvertent errors, omissions or overinclusion may have occurred. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as indemnity agreements, supplemental agreements, and amendments/letter agreements that may not be set forth in Schedule G. In addition, as described herein, certain nondisclosure agreements or other confidential information have been omitted, as well as certain short-term purchase and sales orders given their large number and transitory nature. The Agreements 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, letter and other documents, instruments and agreements that may not be listed on Schedule G. Executory agreements that are oral in nature have not been included in Schedule G. Certain of the Agreements listed on Schedule G may have been entered into on behalf of more than one of the Debtors.

5. **Schedule H.** The Debtors are party to certain prepetition secured credit agreements which were executed by both Debtors. The obligations of guarantors under the prepetition secured credit agreements are noted on Schedule H for each individual debtor. Furthermore, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors.

**C. Specific Notes for Statements**

1. **Statement 3.** The payments disclosed in Statement 3 are based on payments made by the Debtors with payment dates from July 18, 2024 to October 16, 2024. Due to volume, the Debtors have reported aggregate amounts for each individual listed in Statement 3. Detailed individual entries for each payment are available upon request. The actual dates that cash cleared the Debtors' bank accounts may differ based on the form of payment. The Debtors' accounts payable system does not include the corresponding payment clear dates and compiling this data would have required a time-consuming manual review of individual bank statements. It is expected, however, that many payments included in Statement 3 have payment clear dates that are the same as payment dates (*e.g.*, wires and other forms of electronic payments).

2. **Statement 7.** The Debtors have used reasonable efforts to report all legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the Debtors were involved in any capacity within one year before the Petition Date. The Debtors reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings.

3. **Statement 11.** The Debtors have used reasonable efforts to identify payments for services of any entities who provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately before the Petition Date, which are identified in the Debtors' response to Statement 11. Additional information regarding the Debtors' retention of professional service firms is and will be more fully described in the individual retention applications for those firms and any related orders. Although the Debtors have made reasonable efforts to distinguish between payments made for professional services related and unrelated to their restructuring efforts, some amounts listed in response to Question 11 may include payments for professional services unrelated to bankruptcy.

4. **Statement 14.** The Debtors have reported the previous addresses of parking facilities where rental trucks were made available to customers.

5. **Statement 21.** The Debtors operate and manage a fleet of approximately 5,500 vehicles (the "**Vehicles**"), comprised primarily of cargo vans and small trucks. Approximately 3,500 Vehicles are owned by independent third-parties. The Debtors have a Fluid Vehicle Investor Program (the "**FVIP Program**"). The FVIP Program allows individuals or entities (each, an "**FVIP**") to purchase vehicles and place them on the Debtors' platform at <https://www.fluidtruck.com/> for rental to customers. The Debtors have listed in Statement 21 approximately 300 active FVIPs. Because Vehicles are constantly rented for both short and long term rentals, the identification of physical location of the Vehicles on the Petition Date would be a time-intensive process. Location information, while not reported in Statement 21, is available in the Debtors' records.

6. **Statement 26(d).** Over the past two years, the Debtors have provided their financial statements via physical and electronic mail to various parties in the ordinary course of business, including current or potential secured lenders, government entities, shareholders, customers, and other interested parties. Professionals retained by the Debtors prior to the Petition Date also ran a

comprehensive marketing and sale process and disclosed substantial financial information to numerous interested parties. Parties provided with historical financial information as part of the Debtors' marketing and sale process have not been listed on Statement 26(d). Recipients of financial information generally received consolidated accounts for the Debtors.

**Fill in this information to identify the case:**Debtor name **Fluid Fleet Services, LLC**United States Bankruptcy Court for the: DISTRICT OF DELAWARECase number (if known) **24-12364**☐ Check if this is an amended filingOfficial 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 **November 26, 2024****X /s/ T. Scott Avila**\_\_\_\_\_  
Signature of individual signing on behalf of debtor**T. Scott Avila**\_\_\_\_\_  
Printed name**Chief Executive Officer**\_\_\_\_\_  
Position or relationship to debtor

**Fill in this information to identify the case:**Debtor name **Fluid Fleet Services, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**Case number (if known) **24-12364**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

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

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

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

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

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

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

**U.S. Bank National Association (US Bank Colorado)**

**Checking****2205****\$45,742.00****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

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

**\$45,742.00****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

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

**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

**7.1. Ronald and Anetta Lanting - Lot Rent****\$3,500.00****8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

**\$3,500.00**

Debtor Fluid Fleet Services, LLC  
NameCase number (If known) 24-12364**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

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

**Part 4: Investments**

13. Does the debtor own any investments?

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

**Part 5: Inventory, excluding agriculture assets**

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

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

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

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

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

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

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

- ☐ No. Go to Part 8.
- ☐ Yes Fill in the information below.

**Part 8: Machinery, equipment, and vehicles**

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

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

**Part 9: Real property**

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

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

**Part 10: Intangibles and intellectual property**

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

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

General description

Net book value of  
debtor's interest  
(Where available)Valuation method used  
for current valueCurrent value of  
debtor's interest

60. Patents, copyrights, trademarks, and trade secrets

61. Internet domain names and websites

Debtor **Fluid Fleet Services, LLC**

Name

Case number (If known) **24-12364**62. **Licenses, franchises, and royalties**63. **Customer lists, mailing lists, or other compilations**  
**Customer List****\$0.00****N/A****Unknown****Mailing List****\$0.00****N/A****Unknown**64. **Other intangibles, or intellectual property**65. **Goodwill**66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

**\$0.00**67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?☒ No☐ Yes68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☒ No☐ Yes69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**☒ No☐ Yes**Part 11: All other assets**70. **Does the debtor own any other assets that have not yet been reported on this form?**

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

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

Debtor **Fluid Fleet Services, LLC**  
NameCase number (If known) **24-12364****Part 12: Summary**

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

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>	<b>\$45,742.00</b>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<b>\$3,500.00</b>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<b>\$0.00</b>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<b>\$0.00</b>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<b>\$0.00</b>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<b>\$0.00</b>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<b>\$0.00</b>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<b>\$0.00</b>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>		<b>\$0.00</b>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<b>\$0.00</b>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	<b>\$0.00</b>	
91. <b>Total.</b> Add lines 80 through 90 for each column	<b>\$49,242.00</b>	<b>\$0.00</b>
92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92		<b>\$49,242.00</b>



☐ Check if this is an amended filing

## Official Form 206D

## Schedule D: Creditors Who Have Claims Secured by Property

12/15

**Be as complete and accurate as possible.**

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

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

### Part 1: List Creditors Who Have Secured Claims

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

<b>Part 7: List Creditors Who Have Secured Claims</b>		<b>Column A</b>	<b>Column B</b>
<b>2. List in alphabetical order all creditors who have secured claims.</b> If a creditor has more than one secured claim, list the creditor separately for each claim.		<b>Amount of claim</b>  Do not deduct the value of collateral.	<b>Value of collateral that supports this claim</b>
<b>2.1</b>	<b>BISON CAPITAL PARTNERS V, L.P.</b> <small>Creditor's Name</small> <b>as Collateral Agent</b> <b>233 Wilshire Blvd.</b> <b>Suite 425</b> <b>Santa Monica, CA 90401</b> <small>Creditor's mailing address</small>  <hr/> <small>Creditor's email address, if known</small>  <b>Date debt was incurred</b> <b>10.02.24</b> <b>Last 4 digits of account number</b>  <hr/> <b>Do multiple creditors have an interest in the same property?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien <b>All assets of the Debtor</b>  <hr/> Describe the lien <b>Guaranty</b> Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)	<div>Unknown</div> <div>Unknown</div>

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.	\$0.00
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**Part 2:** List Others to Be Notified for a Debt Already Listed in Part 1

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

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

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

**Fill in this information to identify the case:**Debtor name **Fluid Fleet Services, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**Case number (if known) **24-12364**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

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

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

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

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

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

3.1 Nonpriority creditor's name and mailing address

**Casey Salinas**  
**ARNOLD & ITKIN**  
**John G. Grinnan**  
**6009 Memorial Drive**  
**Houston, TX 77007**

Date(s) debt was incurred \_\_

Last 4 digits of account number \_\_

As of the petition filing date, the claim is: *Check all that apply.*

- ☒ Contingent  
☒ Unliquidated  
☒ Disputed

Basis for the claim: LitigationIs the claim subject to offset? ☒ No ☐ Yes

Amount of claim

**Unknown**

3.2 Nonpriority creditor's name and mailing address

**Castor, LLC**  
**FOSTER GRAHAM MILSTEIN & CALISHER**  
**LLP**  
**Lauren E M. Thomson, Esq.**  
**360 S. Garfield Street, 6th Flr**  
**Denver, CO 80209**

Date(s) debt was incurred \_\_

Last 4 digits of account number \_\_

As of the petition filing date, the claim is: *Check all that apply.*

- ☒ Contingent  
☒ Unliquidated  
☒ Disputed

Basis for the claim: LitigationIs the claim subject to offset? ☒ No ☐ Yes**Unknown**

3.3 Nonpriority creditor's name and mailing address

**Cina Global, LLC**  
**SENN VISCIANO CANGES P.C.**  
**Charles E. Fuller**  
**1700 Lincoln Street Ste 2100**  
**Denver, CO 80203**

Date(s) debt was incurred \_\_

Last 4 digits of account number \_\_

As of the petition filing date, the claim is: *Check all that apply.*

- ☒ Contingent  
☒ Unliquidated  
☒ Disputed

Basis for the claim: LitigationIs the claim subject to offset? ☒ No ☐ Yes**Unknown**

3.4 Nonpriority creditor's name and mailing address

**Dynamic Metal**  
**3827 Lafayette Street**  
**Suite 149**  
**Denver, CO 80205**

Date(s) debt was incurred \_\_

Last 4 digits of account number \_\_

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim: Intercompany ClaimIs the claim subject to offset? ☐ No ☒ Yes**\$472,000.00**

Debtor <b>Fluid Fleet Services, LLC</b> Name		Case number (if known) <b>24-12364</b>
3.5	<b>Nonpriority creditor's name and mailing address</b> <b>Edison Coil II, LLC</b> <b>3827 Lafayette Street</b> <b>Suite 149</b> <b>Denver, CO 80205</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>\$7,000.00</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Intercompany Claim</u></b> Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
3.6	<b>Nonpriority creditor's name and mailing address</b> <b>Fluid Market Inc.</b> <b>3827 Lafayette Street</b> <b>Suite 149</b> <b>Denver, CO 80205</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>\$46,216,991.00</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Intercompany Claim</u></b> Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
3.7	<b>Nonpriority creditor's name and mailing address</b> <b>G.M.I. N.A. Inc.</b> <b>ZARWIN BAUM DEVITO ET AL</b> <b>Chelsea Jasnoff, Esq.</b> <b>2005 Market Street, 16th Floor</b> <b>Philadelphia, PA 19103</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>Unknown</b> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.8	<b>Nonpriority creditor's name and mailing address</b> <b>Jiayi Sun</b> <b>GABRIEL LAW FIRM, P.C.</b> <b>Patrick J. Garvey, Esq.</b> <b>2 Lincoln Avenue, Ste 400</b> <b>Rockville Centre, NY 11570</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>Unknown</b> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.9	<b>Nonpriority creditor's name and mailing address</b> <b>Jocelyn Reeves</b> <b>SANDOMIRE &amp; KUBERRY, PLLC</b> <b>561 Santa Fe Dr.</b> <b>Denver, CO 80204</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>Unknown</b> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	<b>Nonpriority creditor's name and mailing address</b> <b>Marco Telese</b> <b>Paul B. Edelman, Esq.</b> <b>7001 Brush Hollow Road</b> <b>Westbury, NY 11514</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>Unknown</b> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	<b>Nonpriority creditor's name and mailing address</b> <b>Rodney Hoffman</b> <b>WELMAKER LAW, PLLC</b> <b>Douglas B. Welmaker</b> <b>409 N. Fredonia Ste 118</b> <b>Longview, TX 75601</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <b>Unknown</b> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor **Fluid Fleet Services, LLC**  
NameCase number (if known) **24-12364**

3.12	<b>Nonpriority creditor's name and mailing address</b> <b>Saaleom Sain</b> <b>MIKE MORSE LAW FIRM</b> <b>Marc J. Mendelson, Esq.</b> <b>24901 Northwestern Hwy Ste 700</b> <b>Southfield, MI 48075</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Unknown</b>
3.13	<b>Nonpriority creditor's name and mailing address</b> <b>ServiceUp, Inc.</b> <b>SHARTSIS FRIESE LLP</b> <b>Diego B. flores</b> <b>One Maritime Plaza 18th Flr</b> <b>San Francisco, CA 94111</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Unknown</b>
3.14	<b>Nonpriority creditor's name and mailing address</b> <b>Urban Interests</b> <b>CRISHAM &amp; HOMAN LLC</b> <b>John K. Crisham</b> <b>2549 West Main St., Ste 202</b> <b>Littleton, CO 80120</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Unknown</b>
3.15	<b>Nonpriority creditor's name and mailing address</b> <b>Van Go LLC</b> <b>Mark Homlish</b> <b>23770 Merano Ct.</b> <b>Bonita Springs, FL 34134</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Unknown</b>
3.16	<b>Nonpriority creditor's name and mailing address</b> <b>Xun Peng Ouyang</b> <b>GABRIEL &amp; MOROFF, P.C.</b> <b>Austin Ovadia, Esq.</b> <b>2 Lincoln Ave., Ste. 302</b> <b>Rockville Centre, NY 11570</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is: Check all that apply.</b> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim: <u>Litigation</u></b> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>Unknown</b>

**Part 3: List Others to Be Notified About Unsecured Claims**

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

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

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

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

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

5a. Total claims from Part 1

5a. \$ **0.00**

5b. Total claims from Part 2

5b. + \$ **46,695,991.00**

Debtor **Fluid Fleet Services, LLC**  
Name

Case number (if known) **24-12364**

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

5c.

\$ **46,695,991.00**

**Fill in this information to identify the case:**Debtor name **Fluid Fleet Services, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**Case number (if known) **24-12364**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**2.1. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 10/28/2022**

State the term remaining

List the contract number of any government contract

**1413 Property, LLC,  
1413 Osage Ave  
Kansas City, KS 66105**2.2. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 3/1/2023**

State the term remaining

List the contract number of any government contract

**180 W Grange LLC  
833 E Michigan St  
Suite 540  
Milwaukee, WI 53202**2.3. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 1/1/2024**

State the term remaining

List the contract number of any government contract

**AMERICAN MULTI-CINEMA, INC.,  
121 Grandview Rd  
Braintree, MA 02184**2.4. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 10/15/2024**

State the term remaining

List the contract number of any government contract

**Cameron Dirt Works  
1928 109th St S  
Tacoma, WA 98444**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

2.5. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 4/1/2024**

State the term remaining

List the contract number of any government contract

**CBL/Monroeville Partner, L.P., a Pennsylv**  
**200 Monroeville Mall**  
**Monroeville, PA 15146**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 4/1/2024**

State the term remaining

List the contract number of any government contract

**COOLSPRINGS MALL, LLC, a Delaware limited**  
**1800 Galleria Blvd**  
**Suite 2075**  
**Franklin, TN 37067**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 7/1/2023**

State the term remaining

List the contract number of any government contract

**Cypress Creek Associates Limited Partner**  
**500 North Broadway**  
**Suite 201**  
**Jericho, NY 11753**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 7/1/2024**

State the term remaining

List the contract number of any government contract

**DDR DB SA VENTURES LP,**  
**3300 Enterprise Parkway**  
**Beachwood, OH 44122**

2.9. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 3/13/2023**

State the term remaining

List the contract number of any government contract

**DML Properties, LLC.**  
**2976 Virginia Beach Blvd.**  
**Virginia Beach, VA 23452**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.10. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 12/1/2023**

State the term remaining

List the contract number of any government contract

**Drake's Automotives**  
**4101 N Belt W**  
**Belleville, IL 62226**

- 2.11. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 4/28/2024**

State the term remaining

List the contract number of any government contract

**FIVF-III-MD1 LLC, c/o Faropoint Ventures**  
**111 River St**  
**Hoboken, NJ 07030**

- 2.12. State what the contract or lease is for and the nature of the debtor's interest **Purchase and Sale Agreement effective 5/1/2023**

State the term remaining

List the contract number of any government contract

**Genuine Parts Company d/b/a NAPA**  
**2999 Wildwood Parkway**  
**Suite 1010**  
**Atlanta, GA 30339**

- 2.13. State what the contract or lease is for and the nature of the debtor's interest **Services Proposal & Terms Sheet effective 12/19/2022**

State the term remaining

List the contract number of any government contract

**Get Spiffy, Inc.**  
**4506 S. Miami Blvd.**  
**Suite 150**  
**Durham, NC 27703**

- 2.14. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 3/1/2021**

State the term remaining

List the contract number of any government contract

**GT STORAGE, LLC,**  
**82 Androvette Street**  
**Staten Island, NY 10309**



Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.15. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 4/1/2024**

State the term remaining

List the contract number of any government contract

**Hurstbourne Townfair Station LLC**  
**1915 S Hurstbourne Pkwy**  
**Louisville, KY 40220**

- 2.16. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 4/22/2024**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

- 2.17. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 10/15/2023**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

- 2.18. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 2/25/2024**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

- 2.19. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 4/1/2024**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.20. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 12/11/2023**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

- 2.21. State what the contract or lease is for and the nature of the debtor's interest **Las Vegas Parking Lot Agreement effective 1/23/2024**

State the term remaining

List the contract number of any government contract

**Hyllis Ventures LLC**  
**2020 N Academy Blvd.**  
**Ste 261 #2014**  
**Colorado Springs, CO 80909**

- 2.22. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 4/1/2024**

State the term remaining

List the contract number of any government contract

**Jelinek Management, LLC**  
**11701 N.W. 10th Street**  
**Yukon, OK 73099**

- 2.23. State what the contract or lease is for and the nature of the debtor's interest **3-month lease effective 8/1/2024**

State the term remaining

List the contract number of any government contract

**Lakeside OOTB Ventures, LLC**  
**14000 Lckeside Cir**  
**Sterling Heights, MI 48313**

- 2.24. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 10/17/2023**

State the term remaining

List the contract number of any government contract

**LASSO INDUSTRIAL LLC DBA OUTPOST**  
**210 Barton Springs Rd**  
**Austin, TX 78704**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

2.25. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 5/24/2023**

State the term remaining

List the contract number of any government contract

**Leroy Storage**  
**10924 Leroy Dr**  
**Northglenn, CO 80233**

2.26. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 12/4/2023**

State the term remaining

List the contract number of any government contract

**Los Coyotes Diagonal Redevelopment, LLC**  
**3626 Long Beach Blvd**  
**Long Beach, CA 90807**

2.27. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 1/1/2023**

State the term remaining

List the contract number of any government contract

**LPRI II WEST RAY INDIAPOLIS, LLC**  
**602 West Ray St.**  
**Indianapolis, IN 46225**

2.28. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 8/1/2024**

State the term remaining

List the contract number of any government contract

**Max Williams (No company name)**  
**2927 Louetta Rd**  
**Spring, TX 77388**

2.29. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 7/1/2024**

State the term remaining

List the contract number of any government contract

**MB Fleet Services**  
**11101 US 92**  
**Seffner, FL 33584**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

2.30. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 12/1/2022**

State the term remaining

List the contract number of any government contract

**MCA IGF Lakewood, LLC  
Kidder Matthew  
1201 Pacific Ave Suite 1400  
Tacoma, WA 98402**

2.31. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 5/15/2023**

State the term remaining

List the contract number of any government contract

**Neighbor Storage Inc.  
2500 Executive Pkwy  
Suite 400  
Lehi, UT 84043**

2.32. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 4/1/2022**

State the term remaining

List the contract number of any government contract

**Neighbor Storage Inc.  
2500 Executive Pkwy  
Suite 400  
Lehi, UT 84043**

2.33. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 1/25/2024**

State the term remaining

List the contract number of any government contract

**Neighbor Storage Inc.  
2500 Executive Pkwy  
Suite 400  
Lehi, UT 84043**

2.34. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 7/3/2023**

State the term remaining

List the contract number of any government contract

**Neighbor Storage Inc.  
2500 Executive Pkwy  
Suite 400  
Lehi, UT 84043**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

2.35. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 9/15/2022**

State the term remaining

List the contract number of any government contract

**Neighbor Storage Inc.  
2500 Executive Pkwy  
Suite 400  
Lehi, UT 84043**

2.36. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 3/14/2024**

State the term remaining

List the contract number of any government contract

**One Stop Syosset  
240 Lincoln Place  
New York, NY 11590**

2.37. State what the contract or lease is for and the nature of the debtor's interest **Long term real property lease effective 8/1/2024**

State the term remaining

List the contract number of any government contract

**PREIT Services, LLC  
3195 28th St SE  
Grand Rapids, MI 49512**

2.38. State what the contract or lease is for and the nature of the debtor's interest **Amended and Restated Services Agreement effective 8/30/2023**

State the term remaining

List the contract number of any government contract

**ServiceUp, Inc.  
20 N. Santa Cruz Ave.  
Suite A  
Los Gatos, CA 95030**

2.39. State what the contract or lease is for and the nature of the debtor's interest **Services Agreement effective 7/24/2023**

State the term remaining

List the contract number of any government contract

**Slick Technologies LLC  
100 Light Street  
Baltimore, MD 21202**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.40. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 3/20/2024**

State the term remaining

List the contract number of any government contract

**Southern Tire Mart, LLC**  
**800 US-98**  
**Columbia, MS 39429**

- 2.41. State what the contract or lease is for and the nature of the debtor's interest **3-month lease effective 8/1/2024**

State the term remaining

List the contract number of any government contract

**SPINOSO REAL ESTATE GROUP, DLS, LLC**  
**6801 Northlake Mall Dr.**  
**Charlotte, NC 28216**

- 2.42. State what the contract or lease is for and the nature of the debtor's interest **3-month lease effective 7/1/2024**

State the term remaining

List the contract number of any government contract

**SPM Acquisition LLC**  
**500 Southpark Center**  
**Strongsville, OH 44136**

- 2.43. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 6/2/2023**

State the term remaining

List the contract number of any government contract

**Teala Parking Company LLC**  
**603 S 96th St**  
**Omaha, NE 68114**

- 2.44. State what the contract or lease is for and the nature of the debtor's interest **Fleet Services Agreement effective 4/24/2023**

State the term remaining

List the contract number of any government contract

**The Reinalt-Thomas Corporation dba Disco**  
**20225 N. Scottsdale Road**  
**Scottsdale, AZ 85255**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.45. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 5/21/2024**

State the term remaining

List the contract number of any government contract

**TPS Parking Management, LLC d/b/a The Pa**  
**200 W. Monroe St.**  
**Suite 1500**  
**Chicago, IL 60606**

- 2.46. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 5/21/2024**

State the term remaining

List the contract number of any government contract

**TPS Parking Management, LLC d/b/a The Pa**  
**200 W. Monroe St.**  
**Suite 1500**  
**Chicago, IL 60606**

- 2.47. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 5/21/2024**

State the term remaining

List the contract number of any government contract

**TPS Parking Management, LLC d/b/a The Pa**  
**200 W. Monroe St.**  
**Suite 1500**  
**Chicago, IL 60606**

- 2.48. State what the contract or lease is for and the nature of the debtor's interest **TriNet Enterprise Pricing Amendment dated 8/21/2024**

State the term remaining

List the contract number of any government contract

**TriNet**  
**One Park Place**  
**Suite 600**  
**Dublin, CA 94568**

- 2.49. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 11/1/2023**

State the term remaining

List the contract number of any government contract

**Truck Spot Properties, LLC**  
**5979 NW 151st Street**  
**Unit 101**  
**Miami Lakes, FL 33014**

Debtor 1 **Fluid Fleet Services, LLC**

First Name

Middle Name

Last Name

Case number (if known) **24-12364****Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

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

- 2.50. State what the contract or lease is for and the nature of the debtor's interest **Real property lease effective 3/1/2024**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**WOODRUFF ROAD SC, LLC**  
**59 Woodruff Industrial Ln**  
**Greenville, SC 29607**

- 2.51. State what the contract or lease is for and the nature of the debtor's interest **Month to month real property lease effective 10/1/2023**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**Yousef Linjawi**  
**2309 Montgomery St**  
**Savannah, GA 31401**

- 2.52. State what the contract or lease is for and the nature of the debtor's interest **Month to month services**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**Zoho Corporation**  
**979 Springdale Rd.**  
**Suite 123**  
**Austin, TX 78702**



**Fill in this information to identify the case:**Debtor name **Fluid Fleet Services, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**Case number (if known) **24-12364**☐ Check if this is an amended filing**Official Form 206H****Schedule H: Your Codebtors****12/15**

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

**1. Do you have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

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

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1 **Fluid Market Inc.**  
**3827 Lafayette St.**  
**Suite #149**  
**Denver, CO 80205**

**BISON CAPITAL**  
**PARTNERS V, L.P.**

☒ D 2.1  
☐ E/F \_\_\_\_\_  
☐ G \_\_\_\_\_

2.2 **Fluid Market Inc.**  
**3827 Lafayette St.**  
**Suite #149**  
**Denver, CO 80205**

**TriNet**

☐ D \_\_\_\_\_  
☐ E/F \_\_\_\_\_  
☒ G 2.48

2.3 **Fluid Market Inc.**  
**3827 Lafayette St.**  
**Suite #149**  
**Denver, CO 80205**

**Zoho Corporation**

☐ D \_\_\_\_\_  
☐ E/F \_\_\_\_\_  
☒ G 2.52