

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>SPEEDCAST INTERNATIONAL LIMITED, et al.,</b>	§	
	§	<b>Case No. 20-32243 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**STATEMENT OF FINANCIAL AFFAIRS FOR  
HCT ACQUISITION, LLC  
(CASE NO. 20-32258)**

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<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://www.kccllc.net/speedcast>. The Debtors' service address for the purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.



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**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS, METHODOLOGY, AND DISCLAIMERS REGARDING DEBTORS' SCHEDULES AND STATEMENTS**

**General**

These global notes and statements of limitations, methodology, and disclaimers regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (collectively, the "Global Notes") pertain to, 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 particular Schedules and Statements. These Global Notes should be referred to, and referenced in connection with, any review of the Schedules and Statements. In the event that the Schedules and Statements differ from the Global Notes, the Global Notes shall control.

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by SpeedCast International Limited and its affiliates as debtors and debtors in possession (collectively, the "Debtors") in these jointly administered chapter 11 cases pending in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") were prepared pursuant to section 521 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtors, with the assistance of the Debtors' advisors, and are unaudited.

While the Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available to it at the time of preparation, subsequent information, or discovery may result in material changes to the Schedules and Statements, and inadvertent errors or omissions may have occurred. As the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that the Schedules and Statements are complete. The Debtors reserve all rights to amend the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

The Schedules and Statements have been signed by Peter Myers, the Chief Financial Officer of SpeedCast International Limited and authorized representative of all the Debtors. In reviewing and signing the Schedules and Statements, Mr. Myers necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. Mr. Myers 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, classification of such amounts, and their addresses. The Debtors' management team and advisors 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 or Statements and inadvertent errors, omissions, or inaccuracies may exist. Notwithstanding

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any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the Schedules and Statements.

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' accounting systems were primarily designed and used to manage their daily operations with a secondary focus on the creation of consolidated and consolidating financial statements. As such, certain assets, liabilities, or cash payments may, in limited circumstances, have been reported on one legal entity in the Schedules and Statements, while the beneficiary of the transaction may have been another Debtor or non-debtor, as applicable.

**Description of the Cases**

On April 23, 2020 (the "Petition Date"), the Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court. The chapter 11 cases have been consolidated for the purpose of joint administration under the case caption *In re SpeedCast International Limited, et al.*, Ch. 11 Case No. 20-32243 (MI). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Each Debtor's fiscal year ends on December 31<sup>st</sup>. All asset information, except where otherwise noted, is as of March 31, 2020. All liability information, except where otherwise noted, is as of the close of business on April 22, 2020. All bank account cash balances are as of the Petition Date.

**Basis of Presentation**

For financial reporting purposes, prior to the Petition Date, the Debtors prepared consolidated financial statements which include financial information for the Debtors and certain non-debtor affiliates. SpeedCast International Limited would prepare consolidated financial statements in compliance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001, and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The Schedules and Statements are unaudited and reflect the Debtors' reasonable efforts to report certain financial information of each Debtor on a stand-alone, unconsolidated basis. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Australian Accounting Standards or IFRS nor are they intended to be fully reconciled with the financial statements of each Debtor. Unlike the consolidated financial statements, the Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements.

Combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that could be substantially different from financial information regarding SpeedCast International Limited and its subsidiaries that would be prepared on a consolidated basis under the various account standards previously described.

The Debtors have attempted to attribute the assets and liabilities, certain required financial information, and various cash disbursements to the proper Debtor entity. However, because the Debtors' accounting

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systems, policies, and practices were developed for consolidated reporting purposes, rather than by individual legal entity, it is possible that not all assets, liabilities or amounts of cash disbursements have been recorded with the correct legal entity on the Schedules and Statements. Accordingly, the Debtors reserve all rights to supplement and/or amend the Schedules and Statements in this regard.

The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment and reflects the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

Given, among other things, the uncertainty surrounding the valuation of certain assets and the valuation and nature of certain liabilities, a Debtor may report more assets than liabilities. Such report shall not constitute an admission that such Debtor was solvent on the Petition Date or at any time before or after the Petition Date. Likewise, a Debtor reporting more liabilities than assets shall not constitute an admission that such Debtor was insolvent on the Petition Date or any time prior to or after the Petition Date. The fair market value of real and personal property may vary materially from the net book value presented herein.

**Amendment**

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 amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

**Current Market Value and Net Book Value**

In many instances, current market valuations are neither maintained by nor readily ascertainable by the Debtors. The Debtors do not believe it would be an efficient use of estate assets to obtain current market valuations of the Debtors' property interests that are not maintained or readily ascertainable. Accordingly, unless otherwise indicated, the Schedules and Statements reflect the net book values as of March 31, 2020, rather than current market values of the Debtors' assets as of March 31, 2020, and may not reflect the net realizable value. For this reason, amounts realized may vary, potentially materially, from net book value. Additionally, the amount of certain assets and liabilities may be "undetermined," and, thus, ultimate assets and liabilities may differ materially from those stated in the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein.

**Confidential or Sensitive Information**

There may be instances in which certain information in the Schedules and Statements has been redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. Any alterations will be limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

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**Specific Notes**

These Global Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors' remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

**Intercompany Claims and Transfers**

In the ordinary course of business, the Debtors and certain non-debtor affiliates engage in intercompany transactions ("Intercompany Transactions"). Intercompany Transactions are settled or repaid on an ongoing basis. To the extent that an entity incurs a payable in the course of any Intercompany Transaction, without settlement, an intercompany claim (an "Intercompany Claim") arises in favor of such entity. The Debtors track all Intercompany Transactions in their accounting system, which concurrently are recorded on the applicable Debtor's balance sheets.

Receivables and payables among the Debtors in these cases (each an "Intercompany Receivable" or "Intercompany Payable") are reported in the Schedules based upon the gross intercompany balances. To the extent that a Debtor owes an Intercompany Payable, it is reported on Schedule F as a liability of such Debtor. To the extent a Debtor has an Intercompany Receivable, it is reported on Schedule B as an asset of such Debtor.

Intercompany balances arise from several types of transactions, including accounts payable transfers, interest expense allocations, equipment transfers, and intercompany loan transfers, among others. In addition, the Debtors' books and records carry historical intercompany balances that arose from prior mergers and acquisitions. The balances listed on each Debtor's Schedules reflects the amounts recorded on its respective balance sheet as of April 30, 2020. It would be unduly burdensome and require significant resources for the Debtors to prepare intercompany balances as of the Petition Date. Approximately \$700K of Intercompany Payables have not been allocated to specific Debtors. In the ordinary course of business, the Debtors eliminate in consolidation intercompany balances on a semi-annual basis to comply with its financial statement reporting requirements. The Debtors are continuing to reconcile their intercompany balances and, as such, the balances shown on the Schedules are subject to change.

While the Debtors have used reasonable efforts to ensure that the proper intercompany balances are attributed to each legal entity, the Debtors reserve all of their rights with respect to the intercompany balances listed in the analysis, including, but not limited to, the appropriate characterization of such intercompany balances and the amounts of such balances, which are still being identified by the Debtors. The Debtors have not made any attempt to analyze the nature or composition of these intercompany balances.

The Debtors have listed all Intercompany Payables as unsecured nonpriority claims on Schedule F for each applicable Debtor, but reserve their rights, except as otherwise may be agreed to pursuant to a

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stipulation filed with the Bankruptcy Court, to later change the characterization, classification, categorization, or designation of such claims, including by designating all or any portion of the amounts listed as secured.

Additional information about the Debtors' intercompany transactions and related protocols is contained in the Cash Management Motion.

**Liabilities**

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was 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 prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.

**Excluded Assets and Liabilities**

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims may exist. In addition, certain immaterial assets and liabilities may have been excluded. Pursuant to certain Bankruptcy Court orders, the Debtors have been granted authority to pay certain prepetition obligations to, among others, employees and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and therefore may not be listed in the Schedules and Statements.

**Payments**

The Debtors' asset and liability balances are impacted by the Debtors' cash management system as it is designed to (i) collect funds and pay financial obligations on an entity-by-entity basis and (ii) permit the Company to transfer excess cash between bank accounts on an as needed basis. In limited circumstances, however, an entity may make payments on behalf of another. Certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity. The Debtors' intercompany accounts reflect the net position of both the receipts and disbursements received or made on behalf of other Debtors. For additional information about the Debtors' intercompany transactions and related protocols, see *Emergency Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to Continue Use of Their Existing Cash Management System, Including (A) Maintain Existing Bank Accounts, (B) Continue Intercompany Transactions, (C) Continue to Pay Bank Fees, (D) Continue Using Credit Cards; (II) Granting a Waiver of the Requirements of 11 U.S.C. § 345(b); and (III) Granting Related Relief* [Docket No. 11] (the "Cash Management Motion").

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**Insiders**

The Debtors have attempted to include all payments made by a Debtor over the 12 months preceding the Petition Date to any creditor deemed an "insider." For the purposes of the Schedules and Statements, the Debtors defined "insiders" as such term is defined in section 101(31) of the Bankruptcy Code. The listing of a creditor as an "insider," however, is not intended to be nor should be construed as a legal characterization of such creditor 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. Persons listed as insiders have been included for informational purposes only and the inclusion of them in the Schedules and Statements shall not constitute an admission that such persons are insiders for purposes of section 101(31) of the Bankruptcy Code. The Debtors do not take any position with respect to (i) such individual's influence over the control of the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an insider under applicable law, including, without limitation, federal securities laws, or with respect to any theories of liability or for any other purpose. As such, the Debtors reserve all rights to dispute whether someone identified is in fact an "insider" as defined in section 101(31) of the Bankruptcy Code.

**Intellectual Property Rights**

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned 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, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

**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 their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

In addition to certain contingent claims and causes of action against various parties, the Debtors may also possess contingent and unliquidated claims against affiliated entities for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, and (vi) warranties.

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**Claim Description**

Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." Moreover, the Debtors reserve all of their rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

**Unliquidated Claim Amounts**

Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

**Zero Dollar Amounts**

Amounts listed as zero are either \$0, unliquidated, or undetermined.

**Undetermined Amounts**

The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.

**Recharacterization**

The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' business, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

**Totals**

All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements.

**Estimates**

To prepare and file the Schedules on or around the Petition Date, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities.

**Currency**

Unless otherwise indicated, all amounts are reflected in U.S. dollars.

**Setoffs**

The Debtors have not offset amounts listed on Schedules B, D, E, or F. Nonetheless, some amounts listed may have been affected by setoffs by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights which may be asserted.



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**Guaranties and Other Secondary Liability Claims**

The Debtors have made reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of the executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements to which any Debtor is a party. Where Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. The Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified or such Guaranties are discovered to have expired or be unenforceable. In addition, the Debtors reserve the right to amend the Schedules and SOFAs and to recharacterize or reclassify any such contract or claim, whether by amending the Schedules and SOFAs or in another appropriate filing. Additionally, failure to list any Guaranties in the Schedules and SOFAs, including in any future amendments to the Schedules and SOFAs, shall not affect the enforceability of any Guaranties not listed.

**Claims of Third-Party Related Entities**

While the Debtors have made every effort to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to same.

**Umbrella or Master Service Agreements**

Contracts listed in the Schedules and Statements may be umbrella or master service agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement. These master service agreements have been listed in Schedule G, but do not reflect any decision by the Debtor as to whether or not such agreements are executory in nature.

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**SOFA SPECIFIC NOTES**

**SOFA 1**

The income stated in the Debtors' response to SOFA 1 is consistent with the consolidated sales disclosed in compliance with the Australian Accounting Standards and IFRS. The Debtors' fiscal year ends on the last day of each calendar year:

- FY 2018: Comprised of 12 months ending December 31, 2018.
- FY 2019: Comprised of 12 months ending December 31, 2019.
- Stub Period 2020: Comprised of 3 months ending March 31, 2020.

**SOFA 2**

The amounts reflected in SOFA 2 do not reflect revenues from intercompany transactions.

**SOFA 3**

The payments disclosed in SOFA 3 are based on payments made by the Debtors with payment dates from January 22, 2020 to April 22, 2020. The response to SOFA 3 excludes regular salary payments, and disbursements or transfers listed on SOFA 4. Amounts still owed to creditors will appear on the Schedules for each Debtor, as applicable.

**SOFA 4**

Pursuant to corporate governance requirements in foreign jurisdictions, certain Debtors have appointed employees as statutory directors. These employees do not receive any supplemental payments on account of such appointment, including director fees. Accordingly, these employees are not included within the scope of SOFA 4. For more information regarding each Debtor's officers and directors, please see SOFA 28 and SOFA 29. Additional information regarding "Insiders" for the purposes of these Schedules and SOFAs is set forth in the Global Notes above.

**SOFA 6**

The Debtors routinely incur certain setoffs from customers and suppliers in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, customer programs, returns, promotional funding, warranties, refunds, and other disputes between the Debtors and their customers and/or suppliers. These routine setoffs are consistent with the ordinary course of business in the Debtors' industry, and, therefore, can be 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 independently accounted for, and, as such, are excluded from the Schedules and Statements. Any setoff of a prepetition debt to be applied against the Debtors is subject to the automatic stay and must comply with section 553 of the Bankruptcy Code.

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**SOFA SPECIFIC NOTES**

**SOFA 7**

Information provided on SOFA 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. While the Debtors believe they were diligent in their efforts, it is possible that certain suits and proceedings may have been inadvertently excluded in the Debtors' response to SOFA 7. The Debtors reserve all of their rights to amend or supplement their response to SOFA 7.

**SOFA 11**

All payments for services of any entities that provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date are listed on the applicable Debtor's response to SOFA 11. Certain professionals provided services in addition to restructuring related services. As such, these payments have been excluded as response to SOFA 11. Additional information regarding the Debtors' retention of professional service firms is more fully described in individual retention applications and related orders.

**SOFA 16**

The Debtors collect a limited amount of information about customers via their website portals and mobile applications, over the telephone, or in person in order to provide services to customers and inform them of new products and services. The Debtors also collect personally identifiable information from customers in certain instances. Examples of the types of information collected by the Debtors include, among other things, name, mailing address, telephone number, email address, and credit card number. The Debtors retain such information as long as is necessary for the Debtors to comply with business, tax, and legal requirements.

**SOFA 17**

The Debtors have used their reasonable efforts under the circumstances and based on the information that was available at the time of the preparation of these Statements to identify any employees who were participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the Debtors as an employee benefit within the six years immediately preceding the Petition Date.

**SOFA 18**

The Debtors may have closed certain of their bank accounts in the ordinary course of business and in accordance with the interim and final orders approving the Cash Management Motion.

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**SOFA SPECIFIC NOTES**

**SOFA 20**

In the ordinary course of business, the Debtors may permit certain third parties to temporarily store equipment and other property which will be utilized for contract maintenance or transported to other service locations.

**SOFA 21**

In the ordinary course of business, the Debtors utilize leased property in the conduct of their business. Such leases are listed on Schedule G.

**SOFA 25**

The Debtors have used their reasonable efforts to identify the beginning and ending dates of all businesses in which the Debtors were a partner or owned five percent or more of the voting or equity securities within the six years immediately preceding the Petition Date.

**SOFA 26d**

Pursuant to the requirements of the Corporations Act, SpeedCast International Limited and its affiliated subsidiaries have filed with the Australian Securities & Investments Commission ("ASIC" annual and semi-annual financial reports. These ASIC filings contain consolidated financial information. SpeedCast International Limited does not maintain records of the parties that requested or obtained copies of any of the ASIC filings from ASIC or SpeedCast International Limited. In addition, SpeedCast International Limited provides financial statements to certain parties, such as banks, auditors, potential investors, vendors, potential customers, and financial advisors that may not be part of a public filing. SpeedCast International Limited does not maintain complete lists to track such disclosures. As such, SpeedCast International Limited has not provided lists of these parties in response to this question.

**SOFA 27**

As part of the Debtors' ordinary course practices, cycle counts of selected parts and supplies inventory are performed on a continuous basis. The Debtors do not perform periodic counts of their entire parts and supplies inventory. Therefore, parts and supplies inventory information is not included in response to SOFA 27.

**SOFA 29**

The disclosures relate specifically to terminated job titles or positions and are not indicative of the individuals' current employment status with the Debtors. For each entity, the Debtors have included the individuals who, during the applicable period, were identified as directors and officers of such entity in the Debtors' recordkeeping systems.

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**SOFA SPECIFIC NOTES**

**SOFA 30**

Any and all known disbursements to insiders other than regular salary of the Debtors have been listed in response to SOFA 4.

**SOFA 32**

The Debtors have used their reasonable efforts, under the circumstances and based on the information that was available at the time of the preparation of the Statements, to identify any contributions to a pension fund made within the six years immediately preceding the Petition Date.

**Fill in this information to identify the case:**

Debtor Name: In re : HCT Acquisition, LLC  
 United States Bankruptcy Court for the: Southern District Of Texas  
 Case number (if known): 20-32258 (MI)

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)
<b>From the beginning of the fiscal year to filing date:</b> From <u>1/1/2020</u> to <u>Filing date</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____ 0.00
<b>For prior year:</b> From <u>1/1/2019</u> to <u>1/1/2020</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____ 0.00
<b>For the year before that:</b> From <u>1/1/2018</u> to <u>1/1/2019</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____ 0.00

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to Filing date MM / DD / YYYY	_____	\$ _____
<b>For prior year:</b>	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____
<b>For the year before that:</b>	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 Creditor's Name  Street  City State ZIP Code  Country		\$	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other

**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 4/01/22 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

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1 Insider's Name  Street  City State ZIP Code  Country  Relationship to Debtor		\$	



Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**5. Repossessions, foreclosures, and returns**

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

None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1 Creditor's Name			\$
Street			
City State ZIP Code			
Country			

**6. Setoffs**

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

None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name			\$
Street			
City State ZIP Code	Last 4 digits of account number: XXXX-		
Country			

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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
7.1		Name	<input type="checkbox"/> Pending
		Street	<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
<b>Case number</b>		City State ZIP Code	
		Country	

**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

Custodian's name and address	Description of the Property	Value
8.1		\$
Custodian's name	<b>Case title</b>	<b>Court name and address</b>
Street		Name
	<b>Case number</b>	Street
City State ZIP Code		
Country	<b>Date of order or assignment</b>	City State ZIP Code
		Country

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**Part 4: Certain Gifts and Charitable Contributions**

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

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Creditor's Name <hr/> Street <hr/> City State ZIP Code <hr/> Country <hr/> Recipient's relationship to debtor <hr/>			\$

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**Part 5: Certain Losses**

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

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1			\$

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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
11.1				\$

**Address**

Street

City

State

ZIP Code

Country

**Email or website address**

**Who made the payment, if not debtor?**

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

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

	Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1				\$

**Trustee**

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$

**Address**

Street

City State ZIP Code

Country

**Relationship to Debtor**

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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	
14.1	Street	From	To
	City State ZIP Code		
	Country		

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**Part 8: Health Care Bankruptcies**

**15. Health Care bankruptcies**

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

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

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1 Facility Name		
Street	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
City State ZIP Code		
Country		



Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**Part 9: Personally Identifiable Information**

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

- No.
- Yes. State the nature of the information collected and retained. See SOFA 16 Attachment

Does the debtor have a privacy policy about that information?

- No
- Yes

**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
17.1 _____	EIN: _____

Has the plan been terminated?

- No
- Yes

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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
18.1 _____ Name	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
_____ Street				
_____ City State ZIP Code				
_____ Country				

**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

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 _____ Name	_____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes
_____ Street			
_____ City State ZIP Code	<b>Address</b> _____		
_____ Country			

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**20. Off-premises storage**

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

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Name <hr/> Street <hr/> <hr/> City State ZIP Code <hr/> Country <hr/>			<input type="checkbox"/> No  <input type="checkbox"/> Yes

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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 the property	Description of the property	Value
21.1 Name _____  Street _____  _____  City _____ State _____ ZIP Code _____  Country _____			\$ _____

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name Street		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case Number		
	City State ZIP Code		
	Country		

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

- No
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1 Name Street	Name Street		
City State ZIP Code	City State ZIP Code		
Country	Country		

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

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

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1			
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		
Country	Country		

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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.
25.1	Cosmos Holding Acquisition Corp. (in liquidation) Name	Holding company	EIN: 5383762
c/o Corporation Trust Center, 1209 Orange Street Street			<b>Dates business existed</b>
Wilmington DE 19801 City State ZIP Code			From 12/14/2018 To 4/23/2020
Country			

**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	
26a.1	Sivakumar Sivagurunathan Name	From July 2019	To Present
Suite 3A-20, Level 20, Block 3A, Plaza Street			
Kuala Lumpur Sentral Malaysia 50470 City State ZIP Code			
Malaysia Country			
26a.2	Clive Cuthell Name	From Jan 2018	To Nov 2019
12 Lord Street Street			
Botany NSW City State ZIP Code			
Australia Country			

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

26a.3 Peter Myers From Nov 2019 To Present

Name  
12 Lord Street  
Street

Botany NSW  
City State ZIP Code  
Australia  
Country

26a.4 David Ross From Jan 2018 To July 2019

Name  
Denmore Road, Bridge of Don  
Street

Aberdeen Scotland AB23 8JW  
City State ZIP Code  
United Kingdom  
Country

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	
26b.1	Name	From	To
	Street		
	City State ZIP Code		
	Country		

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
26c.1	
Name	
Street	
City State ZIP Code	
Country	



Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

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**

26d.1

Name

Street

City

State

ZIP Code

Country

**27. Inventories**

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

No

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

Name of the person who supervised the taking of the inventory	Date of Inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
		\$ _____

**Name and address of the person who has possession of inventory records**

27.1

Name

Street

City

State

ZIP Code

0

Country

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
		\$ _____

**Name and address of the person who has possession of inventory records**

27.2

Name

Street

City

State

ZIP Code

0

Country

Debtor: HCT Acquisition, LLC

Case number (if known): 20-32258

Name

**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.**

Name	Address	Position and Nature of any interest	% of interest, if any
28.1 Clive Cuthell	4400 S. Sam Houston Parkway East, Houston, TX 77048	Director, CFO & Secretary	
28.2 Jimmie Keith Johnson	4400 S. Sam Houston Parkway East, Houston, TX 77048	Director and President	

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

- No
- Yes. Identify below.

Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1			From _____ To _____

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

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

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 See SOFA 4 Name _____ Street _____ City _____ State _____ ZIP Code _____ Country _____			
<b>Relationship to debtor</b>			

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

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 HCT Acquisition, LLC ("HCT Acq")	EIN: 82-2191711
31.2 Speedcast Americas, Inc. ("SAM")	EIN: 37-1767664

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

- No
- Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1	EIN: _____

**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 06/29/2020  
MM / DD / YYYY

**x** / s / Peter Myers \_\_\_\_\_

Printed name Peter Myers \_\_\_\_\_

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Joint Company Secretary & Chief Financial Officer  
for SpeedCast International Limited

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

No

Yes

**In re: HCT Acquisition, LLC**  
**Case No. 20-32258**  
 SOFA 16 Attachment  
 Personally Identifiable Information

Does the debtor collect and retain personally identifiable information of customers? If yes, complete additional columns.	State the nature of the information collected and retained	Does the debtor have a privacy policy about that information? (Y/N)
Yes	Speedcast maintains direct marketing, digital marketing and email marketing lists that include names, email addresses, IP addresses and telephone numbers. This information has been retained based on a person's consent upon visiting a website, completing marketing forms at a trade show event or other similar function, or based on the belief that the individual has a legitimate interest in the Debtors' products. The Debtors have not retained consents or other releases that would allow the sale or transfer of this information.	Yes, Speedcast maintains a privacy policy on its website