

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Dynamic Aerostructures LLC, *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

Re: D.I. 16

**NOTICE OF FILING OF SCHEDULES TO ASSET PURCHASE AGREEMENT**

PLEASE TAKE NOTICE THAT on February 26, 2025, the Debtors filed the *Debtors' Motion Pursuant To Sections 105, 363, and 365 of the Bankruptcy Code for Entry of Orders (A)(I) Approving Bidding Procedures for the Sale of Debtors' Assets, (II) Scheduling Hearings and Objection Deadlines with Respect to the Sale, (III) Scheduling Bid Deadlines and an Auction, (IV) Approving the Form and Manner of Notice Thereof, (V) Approving Assumption and Assignment Procedures for Executory Contracts and Unexpired Leases, (VI) Authorizing and Approving the Debtors' Entry Into the Stalking Horse APA, (VII) Authorizing and Approving Bid Protections, and (VIII) Granting Related Relief and (B)(I) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (III) Granting Related Relief* [Docket No. 16] (the "**Motion**"). Attached as Exhibit B to the Motion was the Asset Purchase Agreement, dated as of February 25, 2025 (the "Stalking Horse APA"), by and among the Debtors, as sellers, and FMI Holdco LLC, as Stalking Horse Purchaser.

<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: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors' service address is 27756 Avenue Mentry, Valencia, California 91355.



**PLEASE TAKE FURTHER NOTICE THAT** attached hereto as **Exhibit 1** are the proposed schedules to the Stalking Horse APA which, subject to the terms and conditions of the Stalking Horse APA, may be amended or supplemented from time to time prior to closing of the transactions contemplated in the Stalking Horse APA.

Dated: March 17, 2025

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*Proposed Counsel to the Debtors and Debtors in Possession*

## **EXHIBIT 1**

**Schedule 1.1(b)****Assigned Contracts**

<b>Contract Counterparty</b>	<b>Debtor Name</b>	<b>Description of Contract</b>
ActiveCyber	Forrest Machining LLC	Information Technology – Service Agreement - Cyber Security Gap Assessment, Policies & Procedures, POAM
Adobe Creative	Forrest Machining LLC	Adobe Software Subscription Agreement
A&S Metal Recycling, Inc.	Forrest Machining LLC	Aluminum & Titanium Recycling Service Agreement
AT&T	Forrest Machining LLC	Internet Service and Hosted VoIP Agreement
Bouncie / Tail Light LLC	Forrest Machining LLC	GPS Tracker Agreement - fleet vehicles
C3 Complete	Forrest Machining LLC	Information Technology – Software Agreement - AvePoint Cloud Backup M365 (Microsoft M365 GCC High Cloud Backup)
C3 Complete	Forrest Machining LLC	Information Technology – Software Agreement - Microsoft GCC High M365 G5)
CBT Nuggets, LLC	Forrest Machining LLC	Information Technology Agreement - CBT Nuggets
Dell Support (hardware)	Forrest Machining LLC	Dell Service Agreement - Precision Laptops & Precision Workstations
Deltek, Inc.	Forrest Machining LLC	Information Technology – Software Agreement - ProPricer - Quoting Application
Docusign	Forrest Machining LLC	Information Technology – Software Agreement - DocuSign

<b>Contract Counterparty</b>	<b>Debtor Name</b>	<b>Description of Contract</b>
DreamHost	Forrest Machining LLC	Domain Registration & Website Hosting Agreement
ECI Software Solutions	Forrest Machining LLC	Information Technology – Software Agreement - JobBOSS (ERP/MRP)
Environmental HELP, Inc. (EHI)	Forrest Machining LLC	Stormwater Pollution Prevention Plan (SWPPP)
Exostar LLC	Forrest Machining LLC	Cloud Portal Agreement
Fortinet Inc.	Forrest Machining LLC	Information Technology – Software Agreement - Fortinet Token Administration MFA – CUI
Freshworks Inc.	Forrest Machining LLC	Information Technology Software Agreement - Freshservice Pro
FTI Services	Forrest Machining LLC	Data Backup Appliance & Cloud Backup Replication Agreement - Datto Siris 3 Pro
GoDaddy Inc.	Forrest Machining LLC	SSL Certificate
GoToMyPC	Forrest Machining LLC	Software Agreement - Remote Login
Hexagon AB	Forrest Machining LLC	Engineering – Software Agreement - PC-DMIS
Hexagon AB	Forrest Machining LLC	Engineering – Software Agreement - PC-DMIS
Inceptra LLC	Forrest Machining LLC	Engineering – Software Agreement - CATIA V5
Inceptra LLC	Forrest Machining LLC	Engineering – Software Agreement - CATIA V5 PLM
Information Professionals Association	Forrest Machining LLC	eWork Orders Maintenance PM and Work Order System
InspectionXpert	Forrest Machining LLC	Engineering – Software Agreement - Ideagen Quality Control
Kubo	Forrest Machining LLC	K1CRP Agreement

<b>Contract Counterparty</b>	<b>Debtor Name</b>	<b>Description of Contract</b>
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500006927, dated as of January 2023 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500006936, dated as of January 2022 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500006967, dated as of January 2023 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500006996, dated as of January 2023 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500007374, dated as of January 2023 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500007706, dated as of January 2024 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500007737, dated as of January 2024 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500007805, dated as of January 2024 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500008002, dated as of January 2025 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500007776, dated as of January 2024 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Long Term Agreement No. 6500008610, dated as of January 2025 together with all purchase orders issued pursuant thereto
Lockheed Martin Corporation	Forrest Machining LLC	Terms and Conditions - Federal Acquisition Regulation (FAR) and Defense

<b>Contract Counterparty</b>	<b>Debtor Name</b>	<b>Description of Contract</b>
		Federal Acquisition Regulation Supplement (DFARS)
Net-Inspect	Forrest Machining LLC	Engineering – Software Agreement - First Article Inspection
Northrop Grumman Systems Corporation	Forrest Machining LLC	Long Term Agreement No. 4700002495, dated as of February 18, 2021, together with all purchase orders issued pursuant thereto
Northrop Grumman Systems Corporation	Forrest Machining LLC	Long Term Agreement No. 4700002534, dated as of May 19, 2022, together with all purchase orders issued pursuant thereto
Northrop Grumman Systems Corporation	Forrest Machining LLC	Terms and Conditions - U.S. Government - Firm Fixed Price Order
Sage IT Inc.	Forrest Machining LLC	Information Technology – Software Agreement - Sage Fixed Assets
Sage IT Inc.	Forrest Machining LLC	Sage Fixed Assets Software Agreement
Saratech	Forrest Machining LLC	Engineering – Software Agreement
Shop Floor Automations	Forrest Machining LLC	Information Technology – Software Agreement - Scytec DataXchange (Machine Monitoring Software)
SonicWall, Inc.	Forrest Machining LLC	Information Technology – Service Agreement - Firewall & Wireless Access Points
unipoint Software Inc.	Forrest Machining LLC	QMS Agreement (Quality– Software)
Vericut (CGTech)	Forrest Machining LLC	Engineering – Software Agreement - ICAM
Vericut (CGTech)	Forrest Machining LLC	Engineering – Software Agreement - Vericut
Vericut	Forrest Machining LLC	Engineering – Software Agreement
Verisurf Software, Inc.	Forrest Machining LLC	Engineering – Software Agreement - Verisurf

<b>Contract Counterparty</b>	<b>Debtor Name</b>	<b>Description of Contract</b>
Verisurf Software, Inc.	Forrest Machining LLC	Engineering – Software Agreement - Verisurf
VMware LLC	Forrest Machining LLC	vSphere Support Contract
Webroot Inc.	Forrest Machining LLC	Anti-Virus Software Agreement (machine PCs)



**Schedule 1.1(c)****Assigned Real Property Leases**

<b>Lessor</b>	<b>Lessee</b>	<b>Address</b>	<b>Lease Agreement</b>
Rexford Industrial – 27712 Avenue Mentry, LLC, successor-in-interest to Avenue Mentry, LLC	Forrest Machining LLC	27712 Avenue Mentry, Valencia, California 91355	Amended and Restated Standard Industrial/Commercial Single Tenant Lease – Net, dated as of July 30, 2021 (together with all amendments, addenda, schedules, and exhibits thereto)
Rexford Industrial – 27712 Avenue Mentry, LLC, successor-in-interest to 27756 Avenue Mentry, LLC	Forrest Machining LLC	27756 Avenue Mentry, Valencia, California 91355	Amended and Restated Standard Industrial/Commercial Single Tenant Lease – Net, dated as of July 30, 2021 (together with all amendments, addenda, schedules, and exhibits thereto)

**Schedule 1.1(d)**

**Owned Real Property**

None

**Schedule 1.1(g)****Permits**

<b>Debtor</b>	<b>Permit or Document No.</b>	<b>Description</b>	<b>Regulatory Authority</b>
Forrest Machining LLC	1117814	AS9100D & ISO 9001:2015 (Valid until 1.1.2026)	SYSTEMS CERTIFICATION BODY
Forrest Machining LLC 202116510002	221104522	Status Certificate	CA Secretary of State
Forrest Machining LLC	018954 027211 7A	Industrial Waste Disposal Permit	Los Angeles County Public Works
Forrest Machining LLC	013829125-10000	Sellers Permit	CA Department of Tax and Fee Administration

**Schedule 1.1(h)**

**Intellectual Property**

Patents and Trademarks

None

Domain Names

1. www.fmiaerostructures.com
2. www.forrestmachining.com
3. fmi-aerostructures.com
4. fmiproperties.com
5. forrestmachining.net
6. orbitalceramics.com

Software

1. Power BI – Business Reports

**Schedule 1.1(k)****Assigned Equipment Leases**

<b>Lessor</b>	<b>Lessee</b>	<b>Address</b>	<b>Equipment</b>
Mitsubishi HC Capital America	Forrest Machining LLC	One Pierce Place Suite 1100 Itasca, IL 60143	OKK Equipment
Global Finance Group, Inc.	Forrest Machining LLC	2424 SE Bristol St. Suite 28 Newport Beach, CA 92660	SNK Equipment
Ford Credit	Forrest Machining LLC	P.O. Box 650575 Dallas, TX 75265	Ford Truck
CDS (Complete Document Solutions)	Forrest Machining LLC	20410 Earl St. Torrance, CA 90503	(4) Canon DX-C5840i Multifunction Copiers 2022/60
USbank (IOTEC)	Forrest Machining LLC	1310 Madrid Street Suite 101 Marshall, MN 56258	KIP SYS 7172 K6 2 Roll Plotter 2024/36

**Schedule 1.1(l)**

**Excluded Claims**

None

**Schedule 1.1(n)**

**Assumed Plans**

1. Health Flexible Spending Account Program
2. Dependent Care Flexible Spending Account Program
3. Forrest Machining, Inc. 401(k) Plan

**Schedule 1.1(q)**

**Additional Purchased Assets**

None



**Schedule 1.2(f)**

**Excluded Causes of Action**

None

**Schedule 1.2(n)**

**Additional Excluded Assets**

None

**Schedule 1.3(i)**

**Additional Assumed Liabilities**

None

**Schedule 2.1**

**Working Capital Adjustment**

“Net Working Capital” means (a) the total of (i) Accounts Receivable, and (ii) Inventory (inclusive of critical spares), minus (b) Accounts Payable, each calculated based on book value as of Closing.

**Working Capital Adjustment**

One business day prior to Closing, Sellers shall in good faith prepare and deliver to Purchaser a statement estimating Net Working Capital as of Closing. The Cash amount of the Purchase Price shall be reduced dollar-for-dollar to the extent Net Working Capital as of Closing is less than \$14.8 million, and the Cash amount of the Purchase Price shall be increased dollar-for-dollar to the extent Net Working Capital as of Closing is greater than \$16.8 million. There shall be no adjustment to the Cash amount of the Purchase Price to the extent Net Working Capital as of Closing is greater than or equal to \$14.8 million but less than or equal to \$16.8 million.

**Schedule 4.1(a)**

**Seller Jurisdictions**

<b>Seller</b>	<b>Jurisdiction of Formation/Organization</b>
Dynamic Aerostructures LLC	Delaware
Dynamic Aerostructures Intermediate LLC	Delaware
Forrest Machining LLC	California