

Project Husky - Transaction Checklist**Signing date:** Wednesday September 14, 2022**Closing date:** Week commencing October 24, 2022**Parties:**

A&M Acquiror	Alvarez & Marsal Marcone Yellowstone Buyer Inc. (a Genstar portfolio company)
AIG	AIG Specialty Insurance Company (R&W Insurer)
Bell	The Bell Pump Service Company
Bell Sellers	Thomas Kurtz, Laurie Anne Kurtz, Michael Redden, Kevin Redden, Floran Boland, The Virginia Redden Boland Family Trust, The Katherine Maxwell Zodda Trust and The Carla D. Riccio Trust
Burner	Burner Supply Company
Clark	Clark & Company
Company Entities	Bell, Simons, Burner and Clark
Companies	Bell and Simons
Escrow Agent	Citibank, N.A.
Executives	Thomas Kurtz, Michael Redden, Floran Boland, Katherine Zodda, Michael Riccio, and Robert Casamento
Genstar	Genstar Capital Partners, LLC
Latham	Latham & Watkins LLP (counsel to the Sellers)
Lender	Bank of Montreal
Lockton	Lockton Companies Inc. (RWI broker to Acquiror and Genstar)
Marcone Holdings	Marcone Yellowstone Holdings, LLC
Munch's	Munch's Holdings, LLC
Neal Gerber	Neal, Gerber & Eisenberg LLP (counsel to the Executives)
New Simons	[A to-be-named Delaware corporation]
Oak Hill	Oak Hill Advisors, L.P.
Related Party Landlords	Quaboag East LLC, DCR Properties of Maine LLC, Floran Boland, Church Towers

Rollover Participant**Sellers****Sellers' Representative****Simons****Simons Sellers****TM Capital****Unrelated Party Landlords****Weil**

Partnership, DCR Realty LLC and DCR Properties of Massachusetts LLC

A Delaware limited liability company (which shall be a pass-through entity) to be formed by the Bell Sellers

Bell Sellers and Simons Sellers (prior to the F-Reorganization) and New Simons (post F-Reorganization)

Simons (prior to the F-Reorganization) and New Simons (post F-Reorganization)

The Simons Company, Inc. (prior to the F-Reorganization) and [a to-be-named Delaware limited liability company] (post F-Reorganization)

Thomas Kurtz, Laurie Anne Kurtz, Michael Redden, Kevin Redden, Floran Boland, Katherine Zodda, and Carla Riccio (prior to the F-Reorganization) and New Simons (post F-Reorganization)

TM Capital Corp. (investment bank)

Franmar Properties of New England, Kane Industrial Trust, V S Holdings, LLC and Nautilus Holdings LLC

Weil, Gotshal & Manges LLP (counsel to Genstar and Acquiror)

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
I. PRELIMINARY MATTERS					
A. Letter of Intent (dated August 25, 2022)	Weil/Genstar/Acquiror	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar <input checked="" type="checkbox"/> Companies	98,794,212	Pre-signing	Complete
B. Amended Letter of Intent (dated September 1, 2022)	Weil/Genstar/Acquiror	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar <input checked="" type="checkbox"/> Companies	98,794,434	Pre-signing	Complete
C. Legal Due Diligence	Weil	N/A	N/A	Pre-signing	Complete
D. Legal Due Diligence Requests	Weil	N/A	98,779,174	Pre-signing	Complete
E. Legal Due Diligence Memorandum (Preliminary)	Weil	N/A	98,794,537	Pre-signing	Complete
F. Legal Due Diligence Memorandum (Final)	Weil	N/A	98,797,495	Pre-signing	Complete
G. Non-disclosure Agreement (Acquiror in favor of the Companies)	Weil/Genstar/Acquiror	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar <input checked="" type="checkbox"/> TM Capital	98,750,312	Pre-signing	Complete
H. Non-disclosure Agreement (Companies in favor of Acquiror and Genstar)	Weil/Genstar/Acquiror	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar <input checked="" type="checkbox"/> TM Capital	98,786,694	Pre-signing	Complete
I. Non-Reliance Letter (Lender)	Weil/Lender	<input checked="" type="checkbox"/> Weil <input checked="" type="checkbox"/> Lender	98,781,981	Prior to delivery of the Diligence Memorandum to Lender.	Complete
J. Non-Reliance Letter (Oak Hill)	Weil/Oak Hill	<input checked="" type="checkbox"/> Weil	98,781,966	Prior to delivery of the	Complete

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
		<input checked="" type="checkbox"/> Oak Hill		Diligence Memorandum to Oak Hill.	
K. Non-Reliance Letters (AIG)	Weil/AIG	<input checked="" type="checkbox"/> Weil <input checked="" type="checkbox"/> AIG	98,796,821	Prior to delivery of the Diligence Memorandum.	Complete
L. Delivery of Acquiror RWI Policy to Sellers' Representative (7.5)	Acquiror/Weil/Lockton/AIG	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> AIG	98,819,728	Once RWI Policy is obtained and prior to signing.	Complete
M. Marcone Letter of Intent Extension Agreement	Acquiror/Weil/Sellers	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar <input checked="" type="checkbox"/> Sellers	98,813,939	Pre-signing	Complete
N. A&M Financial Diligence Report	Acquiror/A&M	N/A	98,814,575	Pre-signing	Complete
O. A&M Tax Diligence Report	Acquiror/A&M	N/A	98,814,577	Pre-signing	Complete
P. Lockton Insurance and Benefits Diligence Report	Acquiror/Lockton	N/A	98,814,578	Pre-signing	Complete
II. SIGNING					
A. Securities Purchase Agreement (" <u>SPA</u> ")	Acquiror/Weil/Genstar/Sellers/Latham	<input checked="" type="checkbox"/> Companies <input checked="" type="checkbox"/> Sellers <input checked="" type="checkbox"/> Sellers' Representative <input checked="" type="checkbox"/> Acquiror	98,813,964	Signing	Complete
B. Annexes to the SPA					

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
1. Annex A – The Sellers	Latham/Weil	N/A	Annex A to 98,813,964	Signing	Complete
2. Annex B – Form of Escrow Agreement	Latham/Weil/Escrow Agent	N/A	Annex B to 98,813,964	Signing	Complete
3. Annex C – Form of Stock/Security Power and Transfer Certificate	Latham/Weil	N/A	Annex C to 98,813,964	Signing	Complete
4. Annex D – Purchase Price Allocation Principles	Latham/Weil	N/A	Annex D to 98,813,964	Signing	Complete
5. Annex E – Executive Bonuses	Latham/Weil	N/A	Annex E to 98,813,964	Signing	Complete
6. Annex F – Equity Commitment Letter	Acquiror/Weil/Genstar	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar	Annex F to 98,813,964	Signing	Complete
C. Disclosure Schedules	Acquiror/Weil/Genstar/Sellers/Latham	N/A	98,813,964	Signing	Complete
D. Equity Commitment Letter	Acquiror/Weil/Genstar	<input checked="" type="checkbox"/> Acquiror <input checked="" type="checkbox"/> Genstar	98,814,057	Signing	Complete
E. Omnibus Written Consents (Acquiror, Marcone Holdings and Marcone Yellowstone Intermediate Holdings, LLC)	Acquiror/Weil/Genstar	<input checked="" type="checkbox"/> Board of Directors of Acquiror <input checked="" type="checkbox"/> Board of Managers of Marcone Holdings <input checked="" type="checkbox"/> Board of Managers of Marcone	98,813,962	Signing	Complete

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
		Yellowstone Intermediate, LLC			
F. Employment Agreements					
1. Employment Agreement (Boland)	Weil/Acquiror/Floran Boland/Neal Gerber	<input checked="" type="checkbox"/> Bell <input checked="" type="checkbox"/> Floran Boland	98,813,967	Signing	Complete
2. Employment Agreement (Casamento)	Weil/Acquiror/Robert Casamento/ Neal Gerber	<input checked="" type="checkbox"/> Bell <input checked="" type="checkbox"/> Robert Casamento	98,813,969	Signing	Complete
3. Employment Agreement (Kurtz)	Weil/Acquiror/Thomas Kurtz/Neal Gerber	<input checked="" type="checkbox"/> Bell <input checked="" type="checkbox"/> Thomas Kurtz	98,813,970	Signing	Complete
4. Employment Agreement (Redden)	Weil/Acquiror/Michael Redden/Neal Gerber	<input checked="" type="checkbox"/> Bell <input checked="" type="checkbox"/> Michael Redden	98,813,959	Signing	Complete
5. Employment Agreement (Riccio)	Weil/Acquiror/Michael Riccio/Neal Gerber	<input checked="" type="checkbox"/> Bell <input checked="" type="checkbox"/> Michael Riccio	98,813,960	Signing	Complete
6. Employment Agreement (Zodda)	Weil/Acquiror/Katherine Zodda/ Neal Gerber	<input checked="" type="checkbox"/> Katie Zodda <input checked="" type="checkbox"/> Simons	98,813,961	Signing	Complete
G. Contribution and Rollover Agreement	Marcone Holdings/Weil/Latham/Rollover Participant	<input checked="" type="checkbox"/> Marcone Holdings <input checked="" type="checkbox"/> Thomas Kurtz	98,813,965	Signing	Complete

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
		<input checked="" type="checkbox"/> Laurie Kurtz <input checked="" type="checkbox"/> Michael Redden <input checked="" type="checkbox"/> Kevin Redden <input checked="" type="checkbox"/> Floran Boland <input checked="" type="checkbox"/> Virginia Redden Boland Family Trust <input checked="" type="checkbox"/> the Katherine Maxwell Zodda Trust <input checked="" type="checkbox"/> the Carla D. Riccio Trust			
1. Exhibit A – Rollover Value; Units	N/A	N/A	Exhibit A to 98,813,967	Signing	Complete
2. Exhibit B – LLC Agreement for Marcone Holdings	N/A	N/A	Exhibit B to 98,813,967	Signing	Complete
3. Exhibit C – Form of Joinder Agreement	Marcone Holdings/Weil/Latham/Rollover Participant	N/A	Exhibit C to 98,813,967	Signing	Complete
H. Related Party Landlord Consents					
1. Quaboag East LLC	Acquiror/Weil/Latham/Quaboag East LLC	<input checked="" type="checkbox"/> Quabog East LLC	98,813,973	Signing	Complete

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
2. DCR Properties of Maine LLC	Acquiror/Weil/Latham/DCR Properties of Maine LLC	<input checked="" type="checkbox"/> DCR Properties of Maine LLC	98,813,973	Signing	Complete
3. Floran Boland	Acquiror/Weil/Latham/Floran Boland	<input checked="" type="checkbox"/> Floran Boland	98,813,973	Signing	Complete
4. Church Towers Partnership	Acquiror/Weil/Latham/Church Towers Partnership	<input checked="" type="checkbox"/> Church Towers Partnership	98,813,973	Signing	Complete
5. DCR Realty LLC	Acquiror/Weil/Latham/DCR Realty LLC	<input checked="" type="checkbox"/> DCR Realty LLC	98,813,973	Signing	Complete
6. DCR Properties of Massachusetts LLC	Acquiror/Weil/Latham/DCR Properties of Massachusetts LLC	<input checked="" type="checkbox"/> DCR Properties of Massachusetts LLC	98,813,973	Signing	Complete
III. PRE-CLOSING					
A. Estimated Closing Statement (2.2)	Sellers' Representative	N/A	[●]	Not less than 3 Business Days prior to Closing	[●]
B. Schedule of Outstanding Company Expenses (2.5)	Sellers' Representative	N/A	[●]	Not less than 3 Business Days prior to Closing	[●]
C. Bank account details for payment of Outstanding Company Expenses (2.3(e)(iii))	Sellers' Representative	N/A	[●]	At least 48 hours prior to Closing	[●]

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
D. Completion of Debt Financing ¹	Genstar/Acquiror/Weil/Lenders	N/A	N/A	At least 5 Business Days prior to Closing	In progress.
E. Companies' Regulatory Filings (6.3) (x2 filings)					
1. Hart-Scott-Rodino Filing (6.03)	Companies/Latham	N/A	N/A	Filed on 9/21	Complete.
2. Termination/Expiration of Hart-Scott-Rodino Waiting Period (9.1(a))	N/A	N/A	N/A	Expires on 10/21 at 11:59pm ET	In progress.
F. Acquiror's Regulatory Filing (7.1)					
1. Hart-Scott-Rodino Filing (6.03)	Weil/Acquiror	N/A	N/A	Filed on 9/21	Complete.
2. Termination/Expiration of Hart-Scott-Rodino Waiting Period (9.1(a))	N/A	N/A	N/A	Expires on 10/21 at 11:59pm ET	In progress.
G. Section 280G					
1. Section 280G Analysis	Sellers/Latham	N/A	[●]	7 Business Days prior to the Closing.	In progress.
2. Provide information regarding the value of compensation arrangements directed by Acquiror	Acquiror/Weil	N/A	[●]	7 days prior to the Closing.	[●]

¹ **Note:** Specific steps required to be undertaken with respect to the debt financing are not set forth in this checklist.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
3. Draft waivers, disclosures and approval materials (Companies to deliver to Acquiror)	Companies/Latham	N/A	[●]	2 Business Days prior to soliciting waivers.	[●]
4. Waived 280G Benefits (7.4)	Companies/Latham	N/A	[●]	2 days prior to Closing	[●]
5. 280G Vote / Approval	Companies/Latham	N/A	[●]	1 day prior to Closing	[●]
<i>Rollover Participant Formation</i>					
H. Formation of the Rollover Participant (Delaware corporation)					
1. Certificate of Formation	Rollover Participant/Latham	[●]	[●]	1 day prior to Closing	In progress.
2. Articles	Rollover Participant/Latham	[●]	[●]	1 day prior to Closing	In progress.
3. Written Consent (approving Rollover investment)	Rollover Participant/Latham	[●]	[●]	1 day prior to Closing	In progress.
<i>F-Reorganization</i>					
I. F-Reorganization of Simons					
1. Contribution and Exchange Agreement	Simons Sellers/Simons/Latham	[●]	[●]	2 days prior to Closing	In progress.
2. New Simons Certificate of Formation (Delaware corporation)	Simons Sellers/Simons/Latham	[●]	[●]	2 days prior to Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
3. New Simons Subchapter S Election (Form 2553)	Simons Sellers/Simons/Latham	[●]	[●]	2 days prior to Closing	In progress.
4. Simons QSub Election (Form 8869)	Simons Sellers/Simons/Latham	[●]	[●]	2 days prior to Closing	In progress.
5. Articles of Conversion (Delaware limited liability company)	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
6. Statement of Conversion	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
7. Acknowledgement of Conversion	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
8. Simons' LLC Agreement	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
9. Board Resolution (Approving Conversion)	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
10. Shareholders Resolution (Approving Conversion)	Simons Sellers/Simons/Latham	[●]	[●]	1 day prior to Closing	In progress.
J. Funds Flow	Genstar/Acquiror/Weil/Latham/Sellers/Companies	N/A	[●]	Prior to Closing	In progress.
K. Form of Related Party Lease Extensions	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> Related Party Landlords	98,823,956	Prior to Closing	In progress.
L. Form of Unrelated Party Consents	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> [●]	[●]	Prior to Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
M. Bring-Down Call	AIG/Acquiror/Weil	N/A	N/A	1 day prior to Closing	To be scheduled.
IV. CLOSING					
A. Subscription Agreement for Genstar Equity Investors into Marcone Holdings (ECL)	Genstar/Weil/Marcone Holdings	[●]	[●]	Closing	In progress.
B. Subscription Agreement for Ridgemont Participation	Ridgemont/Weil/Marcone Holdings	[●]	[●]	Closing	In progress.
C. Escrow Agreement	Acquiror/Weil/Escrow Agent/Sellers' Representatives	<input type="checkbox"/> Escrow Agent <input type="checkbox"/> Sellers' Representative <input type="checkbox"/> [Acquiror]	98,814,023	Closing	Agreed form.
D. Citi KYC Requirements					
1. Certificate of Formation of [Acquiror]	[Acquiror]/Weil	N/A	[●]	5 days prior to Closing	In progress.
2. Certificate of Good Standing of [Acquiror]	[Acquiror]/Weil	N/A	[●]	5 days prior to Closing	In progress.
3. W-9 of [Acquiror]	[Acquiror]/Weil	<input type="checkbox"/> Acquiror	[●]	5 days prior to Closing	In progress.
4. EIN Confirmation of [Acquiror]	[Acquiror]/Weil	N/A	[●]	5 days prior to Closing	In progress.
5. Ownership Letter	[Acquiror]/Weil	<input type="checkbox"/> Acquiror	[●]	5 days prior to Closing	In progress.
6. Organizational Chart	[Acquiror]/Weil	N/A	[●]	5 days prior to Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
7. FinCen Certification of Beneficial Ownership Form w/IDs	[Acquiror]/Weil	[●]	[●]	5 days prior to Closing	In progress.
8. Executed Incumbency (Exhibit A to the Escrow Agreement)	[Acquiror]/Weil	[●]	[●]	5 days prior to Closing	In progress.
E. SPA Assignment to Munch's (11.4)	Weil/Acquiror	<input type="checkbox"/> Munch's <input type="checkbox"/> Sellers' Representative <input type="checkbox"/> Acquiror <input type="checkbox"/> Companies	98,822,278	Prior to Closing	Agreed form.
F. Joinder Agreement	Marcone Holdings/Weil/Latham/Rollover Participant	<input type="checkbox"/> Marcone Holdings <input type="checkbox"/> Rollover Participant	98,814,013	Prior to Closing	Agreed form.
G. D&O Insurance Tail Policy (7.2(b))	Acquiror/Lockton	N/A	N/A	Closing	In progress.
H. Omnibus Written Consent (D&O Appointments)	Acquiror/Genstar/Weil	[●]	[●]	Closing	In progress.
I. Related Party Lease Extensions					
1. 40 Railroad Avenue, Albany, NY	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Realty LLC	[●]	Closing	In progress.
2. 90 Kenwood Street, Cranston, RI	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Realty LLC	[●]	Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
3. 319 Murphy Road, Hartford, CT	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Realty LLC	[●]	Closing	In progress.
4. 209 Forbes Avenue, New Haven, CT	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Realty LLC	[●]	Closing	In progress.
5. 20 Victory Street, Stamford, CT	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Realty LLC	[●]	Closing	In progress.
6. 373 Riverside Industrial Park, Portland, Maine	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> Floran Boland	[●]	Closing	In progress.
7. 1127 South Main Street, Palmer, Massachusetts	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> Quaboag East LLC	[●]	Closing	In progress.
8. 62 Academy Street, Auburn, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
9. 470 Odlin Road, Bangor, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
10. 29 Landry Street, Biddeford, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
11. 56 Airport Road, Waterville, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
12. 75 Wyman Road, Hancock, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
13. 22 Verti Drive, Winslow, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
14. 103 River Street, Sanford, ME	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of Maine LLC	[●]	Closing	In progress.
15. 91 Crystal Avenue, New London, Connecticut	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> Church Towers Partnership	[●]	Closing	In progress.
16. 364 Rantoul Street, Beverly, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies	[●]	Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
		<input type="checkbox"/> DCR Properties of MA			
17. 56 Daniels Street, Fitchburg, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.
18. 975 Riverside Drive, Methuen, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.
19. 18 Taconic Park Drive, Pittsfield, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.
20. 545 St. James Avenue, Springfield, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.
21. 210 Albany Street, Springfield, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.
22. 559 Cambridge Street, Worcester, MA	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> DCR Properties of MA	[●]	Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
J. Unrelated Party Consents (6.8(b))	Genstar/Acquiror/Weil/Latham/Sellers/Companies	<input type="checkbox"/> Companies <input type="checkbox"/> [●]	[●]	Closing	In progress.
<i>Sellers' Deliverables</i>					
K. Officer's Certificates from each of the Sellers (9.2(c)(ii)) (Bell Sellers)					
1. Thomas Kurtz	Latham/Thomas Kurtz	<input type="checkbox"/> Thomas Kurtz	[●]	Closing	In progress.
2. Laurie Anne Kurtz	Latham/Laurie Anne Kurtz	<input type="checkbox"/> Laurie Anne Kurtz	[●]	Closing	In progress.
3. Michael Redden	Latham/Michael Redden	<input type="checkbox"/> Michael Redden	[●]	Closing	In progress.
4. Kevin Redden	Latham/Kevin Redden	<input type="checkbox"/> Kevin Redden	[●]	Closing	In progress.
5. Floran Boland	Latham/Floran Boland	<input type="checkbox"/> Floran Boland	[●]	Closing	In progress.
6. Floran Boland Trust	Latham/Floran Boland Trust	<input type="checkbox"/> Floran Boland Trust	[●]	Closing	In progress.
7. Katherine Zodda Trust	Latham/Katherine Zodda Trust	<input type="checkbox"/> Katherine Zodda Trust	[●]	Closing	In progress.
8. Carla Riccio Trust	Latham/Carla Riccio Trust	<input type="checkbox"/> Carla Riccio Trust	[●]	Closing	In progress.
L. Officer's Certificates from each of the Sellers (9.2(c)(ii)) (New Simons)	Latham/New Simons	<input type="checkbox"/> New Simons	[●]	Closing	In progress.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
M. Stock/Securities Power and Transfer Certificate and original stock certificates (2.3(c)(ii)) (Bell Sellers)					
1. Thomas Kurtz	Latham/Thomas Kurtz	<input type="checkbox"/> Thomas Kurtz <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
2. Laurie Anne Kurtz	Latham/Laurie Anne Kurtz	<input type="checkbox"/> Laurie Anne Kurtz <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
3. Michael Redden	Latham/Michael Redden	<input type="checkbox"/> Michael Redden <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
4. Kevin Redden	Latham/Kevin Redden	<input type="checkbox"/> Kevin Redden <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
5. Floran Boland	Latham/Floran Boland	<input type="checkbox"/> Floran Boland <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
6. Floran Boland Trust	Latham/Floran Boland Trust	<input type="checkbox"/> Floran Boland Trust <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
7. Katherine Zodda Trust	Latham/Katherine Zodda Trust	<input type="checkbox"/> Katherine Zodda Trust <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
8. Carla Riccio Trust	Latham/Carla Riccio Trust	<input type="checkbox"/> Carla Riccio Trust <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
N. Stock/Securities Power and Transfer Certificate and original stock certificates (2.3(c)(ii)) (New Simons)	Latham/New Simons	<input type="checkbox"/> New Simons <input type="checkbox"/> Acquiror	[●]	Closing	Agreed form.
O. IRS Form W-9 (2.3(c)(iii)) (Bell Sellers)					
1. Thomas Kurtz	Latham/Thomas Kurtz	<input type="checkbox"/> Thomas Kurtz	[●]	Closing	[●]
2. Laurie Anne Kurtz	Latham/Laurie Anne Kurtz	<input type="checkbox"/> Laurie Anne Kurtz	[●]	Closing	[●]
3. Michael Redden	Latham/Michael Redden	<input type="checkbox"/> Michael Redden	[●]	Closing	[●]
4. Kevin Redden	Latham/Kevin Redden	<input type="checkbox"/> Kevin Redden	[●]	Closing	[●]
5. Floran Boland	Latham/Floran Boland	<input type="checkbox"/> Floran Boland	[●]	Closing	[●]
6. Floran Boland Trust	Latham/Floran Boland Trust	<input type="checkbox"/> Floran Boland Trust	[●]	Closing	[●]
7. Katherine Zodda Trust	Latham/Katherine Zodda Trust	<input type="checkbox"/> Katherine Zodda Trust	[●]	Closing	[●]
8. Carla Riccio Trust	Latham/Carla Riccio Trust	<input type="checkbox"/> Carla Riccio Trust	[●]	Closing	[●]

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
P. IRS Form W-9 (2.3(c)(iii)) (New Simons)	Latham/New Simons	<input type="checkbox"/> New Simons <input type="checkbox"/> Acquiror	[●]	Closing	[●]
Q. Written consents from each of the Sellers which is a trust (approving the SPA and ancillary transactions (2.3(c)(iv)))					
1. The Floran Boland Trust	Latham	<input type="checkbox"/> The Floran Boland Trust	[●]	Closing	[●]
2. The Katherine Zodda Trust	Latham	<input type="checkbox"/> The Katherine Zodda Trust	[●]	Closing	[●]
3. The Carla Riccio Trust	Latham	<input type="checkbox"/> The Carla Riccio Trust	[●]	Closing	[●]
<i>Companies' Deliverables</i>					
R. Officer's Certificate from each of the Companies (9.2(c)(i))					
1. Bell	Bell/Latham	<input type="checkbox"/> Authorized officer of Bell	[●]	Closing	In progress.
2. Simons	Simons/Latham	<input type="checkbox"/> Authorized officer of Simons	[●]	Closing	In progress.
S. Written Consents from each of the Companies (approving entry into the SPA and ancillary transactions) (2.3(b)(ii))					

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
1. Bell	Bell/Latham	<input checked="" type="checkbox"/> Board of Bell <input checked="" type="checkbox"/> Shareholders	98820279 98820280	Closing	Complete
2. Simons	Simons/Latham	<input checked="" type="checkbox"/> Board of Simons <input checked="" type="checkbox"/> Shareholders	98820281 98820282	Closing	Complete
T. Resignations of directors (2.3(b)(iii) and 6.4)					
1. Floran Boland	Latham/Floran Boland	<input type="checkbox"/> Floran Boland	[●]	Closing	In progress.
2. Katherine Zodda	Latham/Katherine Zodda	<input type="checkbox"/> Katherine Zodda	[●]	Closing	In progress.
Acquiror's Deliverables					
U. Stock/Securities Power and Transfer Certificate (2.3(e)(iv)) (See IV.M1 to M8 and IV.N)	Sellers/Latham/Acquiror/Weil	<input type="checkbox"/> Sellers <input type="checkbox"/> Acquiror	See IV.M1 to M8 and IV.N	Closing	Agreed form.
V. Officer's Certificate (2.3(e)(v) and 9.3(d)) (Acquiror)	Acquiror/Weil	<input type="checkbox"/> Authorized officer of Acquiror	98,822,377	Closing	Agreed form.
Payments²					
W. Payment of Estimated Pro-Rata Purchase Price (less Escrow	Acquiror	N/A	N/A	Closing	[●]

² **Note:** Latham to provide account details at least 48 hours prior to Closing.

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
Amount) to Bell Sellers (2.3(e)(i)(x))					
X. Payment of Estimated Pro-Rata Purchase Price (less Escrow Amount) to New Simons (2.3(e)(i)(y))	Acquiror	N/A	N/A	Closing	[●]
Y. Payment of Estimated Closing Date Outstanding Company Expenses payable to third parties (less compensatory payments payable to applicable Company Entity) (2.3(e)(iii))	Acquiror	N/A	N/A	Closing	[●]
Z. Payment of Escrow Amount to the Escrow Agent (2.3(e)(ii))	Acquiror	N/A	N/A	Closing	[●]
V. POST-CLOSING					
A. Schedule of all of the Company Entities' leases	Company Entities	N/A	[●]	Promptly after Closing	[●]
B. Closing Statement (2.4(a))	Acquiror	N/A	[●]	Within 75 days after Closing	[●]
C. Purchase Price Allocation (8.2(g))	Acquiror	N/A	[●]	Within 90 days of the final determination of the Final Purchase Price	[●]
D. Remedy non-qualifications to do business in State of New York and Vermont per disclosures made on Schedule 3.1	Acquiror/Weil	N/A	N/A	N/A	[●]

Description	Primary Responsibility	Signatories	Documents ID	Due Date	Status
E. File DBAs for “The Bell/Simons Companies” and “Bell Simons Co.”	Acquiror/Weil	N/A	N/A	N/A	[•]