

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Illinois
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

UPG Enterprises LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

47-1574790

4. Debtor's address

Principal place of business

1400 16th St

Number Street

#250

Oak Brook

IL

60523

City

State

ZIP Code

DuPage

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL)

Debtor UPG Enterprises LLC
Name
Case number (if known)

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3 3 1 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor UPG Enterprises LLC Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See attached Schedule 1 Relationship Affiliate
District Northern District of Illinois When _____
Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☒ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Debtor UPG Enterprises LLC Case number (if known) _____
Name

15. Estimated assets

- | | | |
|--|--|--|
| ☐ \$0-\$50,000 | ☒ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| ☐ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☒ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 09 / 22 / 2026
MM / DD / YYYY

X /s/ John Sordillo

Signature of authorized representative of debtor

Title Authorized Person

John Sordillo

Printed name

18. Signature of attorney

X Michael M. Eidelman

Signature of attorney for debtor

Date 09 22 / 2026
MM / DD / YYYY

Michael M. Eidelman

Printed name

Vedder Price, P.C.

Firm name

222 N La Salle St.

Number Street

Chicago

City

IL

State

60601

ZIP Code

(312) 609-7500

Contact phone

meidelman@vedder.com

Email address

6197788

Bar number

IL

State

Schedule 1

Pending or Current Bankruptcy Cases Filed by Affiliates

On September 22, 2026, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Illinois. Substantially contemporaneously herewith, the Debtors will file a motion requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

Entity Name	Federal Employer Identification Number (EIN)
UPG Enterprises LLC	47-1574790
UP Investment Holdings LLC	30-1018445
UPI LS LLC	82-4206446
UPI MakUSA LLC	83-3301401
UPG Metal Services LLC	93-4588496
GenX Leasing Partners LLC	47-3424464
UP Central Office LLC	47-3130397
UP Equipment Holdings LLC	38-4000431
Metalex LLC	36-4486707
UPG Fabrication LLC	84-3859021
National Metalwares Holdings LLC	83-3942789
National Metalwares L.P.	36-4029247
Sidecar NM LLC	83-3984555
Chicago Steel Holdings LLC	47-2540967
Douglass Logistics LLC	21-1596025
Lexington Steel LLC	36-4162209
Maksteel USA LLC	83-3266796
Maksteel Transport LLC	47-2929011
UPG Flat Roll Group LLC	87-1067515

Fill in this information to Identify the case:

Debtor Name: UPG Enterprises LLC

United States Bankruptcy Court for the: Northern District of Illinois

Case Number (If known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 GLOBAL NET LEASE OPERATING PARTNERSHIP, L.P. 200 DRYDEN ROAD SUITE 1100 DRESHER, PA 19025	CONTACT: KEVIN SARDINHA PHONE: 401-436-0076 KSARDINHA@GLOBALNETLEA SE.	LEASE				\$962,375.18
2 THYSSENKRUPP MATERIALS N.A. 22355 W ELEVEN MILE ROAD SOUTHFIELD, MI 48033	PHONE: 937-415-2647	TRADE				\$554,681.36
3 METALS USA SPECIALTY METALS 3000 SHERMER ROAD NORTHBROOK, IL 60062-7796	PHONE: 847-562-2426 FAX: 8472918107 JOHN.CIMINO@METALSUSA. COM	TRADE				\$494,491.60
4 PROMET STEEL INC. P.O. BOX 795 BEDFORD PARK, IL 60499-0795	CONTACT: KELLY LAPHEN PHONE: 773 995-0317 FAX: 8154644903 KLAPHEN@PROMETSTEEL.NE T	TRADE				\$472,526.62
5 WORTHINGTON STEEL COMPANY 27404 NETWORK PLACE CHICAGO, IL 60673-1274	PHONE: 630-946-6444	TRADE				\$398,940.15
6 LIPE LYONS MURPHY NAHRSTADT & PONTIKIS LTD. 230 WEST MONROE ST SUITE 2260 CHICAGO, IL 60606	CONTACT: THOMAS J. PONTIKIS PHONE: 312-448-6236 TJP@LIPELYONS.COM	PROFESSIONAL SERVICES				\$364,429.60
7 FGMK LLC 2801 LAKESIDE DRIVE THIRD FLOOR BANNOCKBURN, IL 60015	CONTACT: TED CLAUSS PHONE: 312-638-2928 TCLAUSS@FGMK.COM	PROFESSIONAL SERVICES				\$328,420.82

Debtor: UPG Enterprises LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 CHARTER STEEL TRADING CO. INC. 8002 SOLUTIONS CENTER CHICAGO, IL 60677-8800	PHONE: 847-487-7515 INFO@CHARTERSTEELTRADING.COM	TRADE				\$274,966.12
9 THOMPSON COBURN LLP PO BOX 18379M ST LOUIS, MO 63195	PHONE: =017800 FAX: 3145527000 INFO@THOMPSONCOBURN.COM	PROFESSIONAL SERVICES				\$244,320.73
10 PROMETCO METALS CORPORATION P.O. BOX 5681 CAROL STREAM, IL 60197-5681	PHONE: 847-879-0200 FAX: 8478790220 JACK@PROMETCO.NET	TRADE				\$236,394.30
11 BARSTEEL CORPORATION PO BOX 74848 CHICAGO, IL 60694-4848	PHONE: 219-650-7100 SALES@BARSTEELCORP.COM	TRADE				\$199,741.81
12 ACCORD MANUFACTURING N172 W20950 EMERY WAY JACKSON, WI 53037	PHONE: 262-677-8391 FAX: 262-677-8425 SALES@ACCORDMFG.COM	TRADE				\$171,172.94
13 THE HARTFORD ONE HARTFORD PLAZA HARTFORD, CT 06155	PHONE: 8605472537 INVESTORRELATIONS@THEHARTFORD.COM	INSURANCE				\$157,525.00
14 ALLIANCE STEEL LLC 2700 E. 5TH AVE GARY, IN 46402	PHONE: 219-427-5400	TRADE				\$155,173.33
15 INSITE OAK BROOK (1400), L.L.C 1400 16TH STREET OAK BROOK, IL 60523	FAX: 6306179111 CKOSTELNY@INSITEREALESTATE.COM	LEASE				\$149,660.70
16 HARVEY PALLETS, INC. PO BOX 1155 BEDFORD PARK, IL 60499-1155	PHONE: 708-293-1831 FAX: 7082931835 SALES@HARVEYPALLETS.COM	TRADE				\$149,432.40
17 HERRMAN & GOETZ 3419 N. HOME STREET MISHAWAKA, IN 46545	PHONE: 574-282-2596 FAX: 5742822645 LCRIPE@HGSSERVICES.COM	TRADE				\$141,440.36
18 DALCO METALS, INC. 857 WALWORTH STREET WALWORTH, WI 53184	PHONE: 262-275-6175	TRADE				\$139,874.80
19 GREENPOINT METALS, INC. 301 SHOTWELL DRIVE FRANKLIN, OH 45005-4659	PHONE: 937-743-4075 FAX: 9377434098 INFO@GREENPOINTMETALS.COM	TRADE				\$137,247.00
20 LAKESIDE METALS INC 7000 ADAMS ST WILLOWBROOK, IL 60527	PHONE: 630 850 3800 FAX: 6308507047 SERVICE@LAKESIDEMETALS.COM	TRADE				\$129,620.14
21 SENTINEL TECHNOLOGIES INC 2550 WARRENVILLE ROAD DOWNERS GROVE, IL 60515	PHONE: 630-769-4996 SENTINELAR@SENTINEL.COM	TRADE				\$124,021.49
22 GL PRECISION TUBE, INC 237 S. HIGHLAND AVE AURORA,, IL 60506	CONTACT: CHUCK KUHN PHONE: 6308599110; 630-859-8940 FAX: 630-859-9110 INFO@GLPTUBE.COM	TRADE				\$117,625.22

Debtor: UPG Enterprises LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23 MILL STEEL COMPANY DEPT. 77484. PO BOX 77000 DETROIT, MI 48277-0484	PHONE: 800-247-6455 FAX: 6139779300 INFO@MILLSTEEL.COM	TRADE				\$113,776.52
24 GRAND GENEVA LLC 7036 GRAND GENEVA WAY LAKE GENEVA, WI 53147	PHONE: 262-249-4765 RACHELECLAPP@GRANDGEN EVA.COM	TRADE				\$110,832.25
25 DANUBIUS MACHINE INC 11205 DELAWARE PARKWAY CROWN POINT, IN 46307	PHONE: 219-662-7787 FAX: 219-663-1471 CNC@DANUBIUSMACHINE.COM	TRADE				\$102,355.00
26 ROBINDALE STEEL 1501 LIGONIER STREET LATROBE, PA 15650	PHONE: 323-586-4545	TRADE				\$99,943.42
27 QUALITEK 4240 GROVE AVENUE GURNEE, IL 60031	PHONE: 847-336-7570 FAX: 6306286543 CANTONIO@QUALITEK.COM	TRADE				\$96,783.75
28 DLA PIPER LLP (US) 444 WEST LAKE STREET SUITE 900 CHICAGO, IL 60606	CONTACT: ROBERT GROSELAK PHONE: 312 368 2104 ROBERT.GROSELAK@US.DLA PIPER.COM	PROFESSIONAL SERVICES				\$96,039.13
29 CDW DIRECT PO BOX 75723 CHICAGO, IL 60675-5723	PHONE: (866) 207-8885 MARKBEN@CDW.COM	TRADE				\$94,727.86
30 UKG INC P.O. BOX 930953 ATLANTA, GA 31193-0953	UKGLEGAL@UKG.COM	TRADE				\$92,142.70

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

UPG ENTERPRISES LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 26-(____) (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession hereby state, to the best of their knowledge, as follows:

1. Debtor UPG Enterprises LLC is 50% owned by Christopher G. Hutter and 50% owned by Paul D. Douglass.
2. Debtor Sidecar NM LLC is 50% owned by Christopher G. Hutter and 50% owned by Paul D. Douglass.
3. Debtor UP Investment Holdings LLC is 50% owned by Christopher G. Hutter Revocable Trust and 50% owned by Paul Douglass Revocable Trust.
4. Debtors GenX Leasing Partners LLC, UP Equipment Holdings LLC, and UP Central Office LLC are each 100% owned by Debtor UPG Enterprises LLC.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal EIN are as follows: UPG Enterprises, LLC (4790); UP Investment Holdings LLC (8445); UPI LS LLC (6446); UPI MakUSA LLC (1401); UPG Metal Services LLC (8496); GenX Leasing Partners LLC (4464); UP Central Office LLC (0397); UP Equipment Holdings LLC (0431); Metalex LLC (6707); UPG Fabrication LLC (9021); National Metalwares Holdings LLC (2789); National Metalwares L.P. (9247); Sidecar NM LLC (4555); Chicago Steel Holdings LLC (0967); Douglass Logistics LLC (6025); Lexington Steel LLC (2209); Maksteel USA LLC (6796); Maksteel Transport LLC (9011); and UPG Flat Roll Group LLC (7515). The Debtors' mailing address is 1400 16th St., #250, Oak Brook, IL 60523.

5. Debtors UPI MakUSA LLC, UPI LS LLC, Maksteel Transport, UPG Metal Services LLC, and National Metalwares Holdings LLC are each 100% owned by Debtor UP Investment Holdings LLC.

6. Debtor UPG Fabrication LLC is 99% owned by Debtor UP Investment Holdings LLC and 1% owned by non-Debtor MHIG LLC.

7. Debtors UPG Flat Roll Group LLC and Douglass Logistics LLC are each 75% owned by Debtor UPI MakUSA LLC and 25% owned by non-Debtor UPNAI MakUSA LLC.

8. Debtors Chicago Steel Holdings LLC and Maksteel USA LLC are each 100% owned by Debtor UPG Flat Roll Group LLC.

9. Debtor Lexington Steel LLC is 100% owned by Debtor Maksteel USA LLC.

10. Debtor National Metalwares L.P. is 99% owned by Debtor National Metalwares Holdings LLC and 1% owned by Debtor Sidecar NM LLC.

11. Debtor Metalex LLC is 100% owned by Debtor UPG Fabrication LLC.

**OMNIBUS WRITTEN CONSENT OF
THE GOVERNING BODIES OF
THE ENTITIES SET FORTH ON ANNEX I HERETO**

(each, a “**Company**”, and collectively, the “**Company Group**”)

September 22, 2026

The undersigned, being all of the members of the board of managers or the board of directors, all of the managers or members, the sole manager, the sole member or the general partner, or the special committee consisting of the independent manager, as applicable, of each Company (collectively or individually, the “**Governing Body**”), do hereby, pursuant to, as applicable, the Illinois Limited Liability Company Act, the Delaware General Corporation Law, the Delaware Limited Liability Company Act, the Michigan Business Corporation Act, the California Corporations Code, the Tennessee Revised Limited Liability Company Act, the Wisconsin Uniform Limited Liability Company Law and similar state laws, vote for, adopt, approve and consent to the adoption of the following resolutions and the actions contemplated hereby, it being the understanding and intention that the execution of this written consent is in lieu of the holding of a meeting of the Governing Body of each Company (the “**Consent**”):

WHEREAS, the Governing Body having reviewed and considered certain materials presented by the management of the Company Group and the Company Group’s financial and legal advisors, including, but not limited to, materials regarding the liabilities and obligations of each Company, the liquidity of the Company Group, strategic alternatives available to the Company Group, and the effect of the foregoing on the Company Group’s business, and the Governing Body having had an adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company;

WHEREAS, the Governing Body having been briefed on the proposed voluntary bankruptcy petition to be filed by each Company in the United States Bankruptcy Court for the Northern District of Illinois (the “**Bankruptcy Court**”) for relief under the provisions of chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, management, legal advisors, and financial advisors having presented the Governing Body with the material terms of a certain debtor-in-possession financing agreement (together with all exhibits and schedules thereto, the “**DIP Credit Agreement**”) and together with such financing obligations, the “**DIP Facility**”) with Firehorse Capital LLC, as the lender (the “**DIP Lender**”), and associated use of cash collateral, to be further documented in proposed interim and final orders (together, the “**DIP Orders**,” and collectively with the DIP Credit Agreement, the “**DIP Documents**”) to be submitted for approval of the Bankruptcy Court;

WHEREAS, use of the DIP Facility is intended, among other things, for post-petition working capital, to fund fees and expenses in connection with a sale process and other general corporate purposes of the Company Group, including the payment of professional fees and expenses and other administrative expenses in the Chapter 11 Cases (as defined below), as well as the other purposes set forth in the DIP Documents; and

WHEREAS, the Governing Body having determined that a sale process in the Bankruptcy Court is in the best interests of the Company Group.

FURTHER COMPANY AUTHORIZATIONS

NOW THEREFORE, BE IT RESOLVED, that Thomas J. Allison, as the Independent Manager of UPG Enterprises, LLC f/k/a Union Partners I LLC (“**UPG**”) and UP Investment Holdings LLC (“**UPP**”) and sole member of the Special Committee of each such entity, with the powers and duties with respect to the Special Committee Matter, which includes all matters set forth in this Consent, does hereby, pursuant to the relevant section of the operating agreement of UPI MakUSA LLC that permits the member or majority member to modify or amend such operating agreement, have UPI: (1) increase the number of managers of UPI MakUSA LLC by one, (2) appoint Thomas J. Allison as the Independent Manager of UPI MakUSA LLC on the same terms and conditions as UPG and UPI, (3) create a Special Committee at UPI MakUSA LLC, on the same terms and conditions as the Special Committee formed at UPG and UPI, and (4) appoint the Independent Manager of UPI MakUSA LLC to be the sole Special Committee Member of the Special Committee, on the same terms and conditions as UPG and UPI; and it is further

RESOLVED, that Thomas J. Allison, as the Independent Manager of UPI MakUSA LLC and sole member of the Special Committee of such entity, with the powers and duties with respect to the Special Committee Matter, which includes all matters set forth in this Consent, does hereby, pursuant to the relevant section of the operating agreements of Douglass Logistics LLC and UPG Flat Roll Group LLC that permits the member or majority member to modify or amend such operating agreements, have UPI MakUSA LLC: (1) increase the number of managers of Douglass Logistics LLC and UPG Flat Roll Group LLC by one, (2) appoint Thomas J. Allison as the Independent Manager of Douglass Logistics LLC and UPG Flat Roll Group LLC on the same terms and conditions as UPG and UPI, (3) create a Special Committee at Douglass Logistics LLC and UPG Flat Roll Group LLC, on the same terms and conditions as the Special Committee formed at UPG and UPI, and (4) appoint the Independent Manager of Douglass Logistics LLC and UPG Flat Roll Group LLC to be the sole Special Committee Member of the Special Committee of Douglass Logistics LLC and UPG Flat Roll Group LLC, respectively, on the same terms and conditions as UPG and UPI; and it is further

RESOLVED, that Thomas J. Allison, as the Independent Manager of UPG Flat Roll Group LLC and sole member of the Special Committee of such entity, with the powers and duties with respect to the Special Committee Matter, which includes all matters set forth in this Consent, does

hereby, pursuant to the relevant section of the operating agreements of Maksteel USA LLC and Chicago Steel Holdings LLC that permits the member or majority member to modify or amend such operating agreements, have UPG Flat Roll Group LLC: (1) increase the number of managers of Maksteel USA LLC and Chicago Steel Holdings LLC by one, (2) appoint Thomas J. Allison as the Independent Manager of Maksteel USA LLC and Chicago Steel Holdings LLC on the same terms and conditions as UPG and UPI, (3) create a Special Committee at Maksteel USA LLC and Chicago Steel Holdings LLC, on the same terms and conditions as the Special Committee formed at UPG and UPI, and (4) appoint the Independent Manager of Maksteel USA LLC and Chicago Steel Holdings LLC to be the sole Special Committee Member of the Special Committee of Maksteel USA LLC and Chicago Steel Holdings LLC, respectively, on the same terms and conditions as UPG and UPI; and it is further

RESOLVED, that Thomas J. Allison, as the Independent Manager of Maksteel USA LLC and sole member of the Special Committee of such entity, with the powers and duties with respect to the Special Committee Matter, which includes all matters set forth in this Consent, does hereby, pursuant to the relevant section of the operating agreements of Lexington Steel LLC and Maksteel Transport LLC that permits the member or majority member to modify or amend such operating agreements, have Maksteel USA LLC: (1) increase the number of managers of Lexington Steel LLC and Maksteel Transport LLC by one, (2) appoint Thomas J. Allison as the Independent Manager of Lexington Steel LLC and Maksteel Transport LLC on the same terms and conditions as UPG and UPI, (3) create a Special Committee at Lexington Steel LLC and Maksteel Transport LLC, on the same terms and conditions as the Special Committee formed at UPG and UPI, and (4) appoint the Independent Manager of Lexington Steel LLC and Maksteel Transport LLC to be the sole Special Committee Member of the Special Committee of Lexington Steel LLC and Maksteel Transport LLC, respectively, on the same terms and conditions as UPG and UPI; and it is further

RESOLVED, that to the extent any of the foregoing resolutions appointing an Independent Manager, Special Committee, or Special Committee Member are inconsistent with the provisions of the operating agreement of any Company, such operating agreement shall be deemed amended as appropriate or necessary to reflect the foregoing; and it is further

CHAPTER 11 FILING

RESOLVED, that each Company file a petition in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the “*Chapter 11 Cases*”), in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that John Sordillo of GlassRatner Advisory & Capital Group, LLC, and each other officer of each Company (the “*Authorized Officers*”) be, and each acting individually hereby is, authorized, empowered and directed, directly in the name and on behalf of each Company (and on behalf of any Company acting on behalf of any subsidiary thereof) to execute and verify a

petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officers executing the same shall determine it to be in the best interests of such Company, the causing of such action to be conclusive evidence of such determination; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed in the name and on behalf of each Company directly (and on behalf of any Company acting on behalf of any subsidiary thereof), to cause each Company, to execute and file or cause to be executed and filed and to delegate or direct others to do so on behalf of any Company all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants, financial advisors or other professionals and to take any and all other action which such Authorized Officers deem necessary or appropriate in connection with the Chapter 11 Cases contemplated hereby, the taking of any such action to be conclusive evidence of such determination and the authority therefor; and it is further

RETENTION OF ADVISORS

RESOLVED, that the law firm of Morris, Nichols, Arsht & Tunnell LLP be, and hereby is, employed to render legal services to, and to represent, the Company Group as bankruptcy counsel in connection with the Chapter 11 Cases and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the law firm of Vedder Price, P.C., be, and hereby is, employed to render legal services to, and to represent, the Company Group as local counsel in connection with the Chapter 11 Cases and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that GlassRatner Advisory & Capital Group, LLC, be, and hereby is, employed to provide services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that SC&H Capital, be, and hereby is, employed to provide investment banking services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that Epiq Corporate Restructuring, LLC, be, and hereby is, employed to provide claims agent, administrative agent, and solicitation services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

DIP DOCUMENTS

RESOLVED, that in connection with the Chapter 11 Cases, the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company (and on behalf of any Company acting on behalf of any subsidiary thereof), as debtor and debtor in possession, to negotiate, agree to, and to the extent applicable, execute and deliver, and cause such Company to perform its obligations under, the DIP Documents, with such changes therein and additions thereto as shall be deemed necessary, appropriate, or advisable by the Authorized Officer executing the same in the name and on behalf of any such Company, such approval to be evidenced conclusively by such execution thereof; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company (and on behalf of any Company acting on behalf of any subsidiary thereof), to execute, deliver and cause such Company to perform its obligations under such other agreements, certificates, instruments, collateral documents, mortgages, guarantees, notices and any and all other documents that any Authorized Officer may deem necessary or appropriate in connection with the DIP Documents and/or the pledge of collateral in connection therewith, the execution by an Authorized Officer to be deemed conclusive evidence of such determination, and such other agreements related to the DIP Documents that any Authorized Officer may deem appropriate for and in the best interests of each applicable Company, each on terms that such Authorized Officer may deem necessary, appropriate or advisable for the consummation of the transactions contemplated thereby and hereby, the execution by such Authorized Officer to be deemed conclusive evidence of such determination; and it is further

POTENTIAL SALE TRANSACTION

RESOLVED, that it is appropriate and in the best interests of each applicable Company to sell some or substantially all of the assets of the Company Group in connection with the Chapter 11 Cases; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized and empowered, on behalf of and in the name of each applicable Company, to market, negotiate, execute, deliver, verify and/or file, or cause to be marketed, negotiated, executed, delivered, verified and/or filed, any and all sale agreements, instruments, and other documents necessary, desirable or advisable to carry out the sale of some or substantially all of the assets of the Company Group in connection with the Chapter 11 Cases, and, subject to approval by the Bankruptcy Court, perform any such transactions set forth in such sale agreements, instruments, and other documents; and it is further

FEES AND EXPENSES

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, empowered and directed, in the name and on behalf of each Company, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, the making of any such payment conclusively to evidence the due authorization; and it is further

GENERAL

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed, directly in the name and on behalf of each Company (and on behalf of any Company acting on behalf of any subsidiary thereof), to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, certificates, undertakings, instruments and any and all other documents and amendments as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed, on behalf of and for and in the name of each Company, to amend, supplement or otherwise modify from time to time the terms of any agreements, undertakings, documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that, notwithstanding Annex I hereto, to the extent any of the undersigned, including any individual or any Company (such Company, a “**Controlling Company**”), serves as the member, managing member, manager, general partner, partner, director or other governing body, in each case, of any Company (a “**Controlled Company**”), such individual or Controlling Company hereby approves the foregoing resolutions, including the transactions contemplated thereby, on behalf of any such Controlled Company and, with respect to each Controlling Company, each Authorized Officer, who may act without the joinder of any other Authorized Officer, be, and hereby is, authorized, empowered and directed in the name and on behalf of such Controlling Company (acting for such Controlled Company in the capacity set forth above, as applicable), to (i) authorize such Controlled Company to take any action that such company is authorized to take hereunder and/or (ii) take any action on behalf of such Controlled Company that an Authorized Officer is herein authorized to take on behalf of such Controlling Company (including execution and delivery of any authorizing resolutions); and it is further

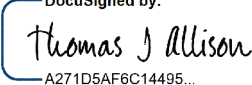
RESOLVED, that to the extent any matters set forth in this written consent are inconsistent with the terms of the limited liability company agreement, limited partnership agreement, bylaws or similar governing document of any Company, this written consent shall control and such limited liability company agreement, limited partnership agreement, bylaws or similar governing

document, as applicable, shall be deemed amended to the extent necessary to give effect to the matters set forth herein; and it is further

RESOLVED, that any and all actions heretofore taken by any member of the Governing Body, any Authorized Officer or any agent of any Company consistent with the purpose and intent of the foregoing resolutions are hereby authorized, ratified, approved, confirmed and adopted in all respects as the acts and deeds of the applicable Company as fully as if such actions had been presented to the Governing Body for its prior approval.

This written consent may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and all of which shall together constitute one and the same instrument. Counterparts and executed signature pages transmitted by facsimile or any other electronic means shall be valid as originals.

IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first mentioned above:

By:  A271D5AF6C14495...

Thomas J. Allison, in each of the Capacities for which he is set forth as a Signatory on Annex I hereto

ANNEX I

Company	Governing Body of Company	Signatories and Capacities for Governing Body
UPG Enterprises, LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of UPG Enterprises, LLC
UP Investment Holdings LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC
GenX Leasing Partners LLC	UPG Enterprises, LLC, its sole manager	Thomas J. Allison, as Independent Manager and Special Committee of UPG Enterprises, LLC, as Manager
UP Central Office LLC	UPG Enterprises, LLC, its sole manager	Thomas J. Allison, as Independent Manager and Special Committee of UPG Enterprises, LLC, as Manager
UP Equipment Holdings LLC	UPG Enterprises, LLC, its sole manager	Thomas J. Allison, as Independent Manager and Special Committee of UPG Enterprises, LLC, as Manager
UPG Metal Services LLC	UP Investment Holdings LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager
UPI MakUSA LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of UPI MakUSA LLC
Douglass Logistics LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of Douglass Logistics LLC
Maksteel Transport LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of Maksteel Transport LLC
National Metalwares Holdings LLC	UP Investment Holdings LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager

UPI LS LLC	UP Investment Holdings LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager
UPG Fabrication LLC	UP Investment Holdings LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager
Metalex LLC	UP Investment Holdings LLC, the sole manager of UPG Fabrication LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager
UPG Flat Roll Group LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of UPG Flat Roll Group LLC
Lexington Steel LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of Lexington Steel LLC
Chicago Steel Holdings LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of Chicago Steel Holdings LLC
Maksteel USA LLC	Managers (and Special Committee for Special Committee Matters)	Thomas J. Allison, as Independent Manager and Special Committee of Maksteel USA LLC
Sidecar NM LLC	UP Investment Holdings LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager
National Metalwares LP	UP Investment Holdings LLC, the sole manager of Sidecar NM LLC, the sole manager of the Company	Thomas J. Allison, as Independent Manager and Special Committee of UP Investment Holdings LLC, as Manager

Fill in this information to identify the case and this filing:

Debtor Name UPG Enterprises LLC
United States Bankruptcy Court for the: Northern District of Illinois
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/22/2026
MM / DD / YYYY

X /s/ John Sordillo
Signature of individual signing on behalf of debtor

John Sordillo
Printed name

Authorized Person
Position or relationship to debtor