

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

|                                   |   |                         |
|-----------------------------------|---|-------------------------|
|                                   | X |                         |
|                                   | : |                         |
| In re:                            | : | Chapter 11              |
|                                   | : |                         |
| RUNITONETIME LLC, <i>et al.</i> , | : | Case No. 25-90191 (ARP) |
|                                   | : |                         |
| Debtors. <sup>1</sup>             | : | (Jointly Administered)  |
|                                   | : |                         |
|                                   | : |                         |
|                                   | X |                         |

**VERIFIED STATEMENT  
PURUSANT TO BANKRUPTCY RULE 2019  
OF THE AD HOC GROUP OF HOLDERS OF TERM LOANS**

The members of the ad hoc group of term lenders (the “Ad Hoc Group”) submit this verified statement (the “Statement”), by and through their undersigned counsel, pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and respectfully state as follows:

1. Starting in May 2025, the Ad Hoc Group retained Ropes & Gray LLP (“Ropes & Gray”)<sup>2</sup> as primary counsel to represent them in connection with their holdings of the outstanding indebtedness of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). In connection with the Debtors’ potential filing of chapter 11 cases in the United States Bankruptcy Court for the Southern District of Texas (the “Court”), the Ad Hoc Group also retained Porter Hedges LLP (together with Ropes & Gray, “Counsel”) as Texas counsel in July 2025.

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<sup>1</sup> A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://restructuring.ra.kroll.com/runitonetime>. The Debtors’ mailing address is 12530 NE 114th Street, Kirkland, Washington 98034.

<sup>2</sup> Since September 2024, Ropes & Gray has also represented subsets or permutations of the Ad Hoc Group in connection with the Debtors’ restructuring.

2. Upon information and belief formed after due inquiry, Counsel does not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

3. The members of the Ad Hoc Group, collectively, hold, or are the investment advisors, sub-advisors, or managers of funds or accounts that hold approximately \$249.6 million in term loans under the *Credit Agreement*, dated September 3, 2021 (as amended from time to time, the “Prepetition Credit Agreement”). In accordance with Bankruptcy Rule 2019, the name and address of each member of the Ad Hoc Group, and the nature and amount of disclosable economic interests held by each member in relation to the Debtors are set forth in **Exhibit A**. The information contained in **Exhibit A** is based on information provided by the Ad Hoc Group and is subject to change, correction, or supplementation.

4. Counsel does not represent the Ad Hoc Group as a “committee” (as such term is used in the Bankruptcy Code and the Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity in connection with the Debtors’ chapter 11 cases. No member of the Ad Hoc Group represents or purports to represent any other person or entity in connection with the Debtors’ chapter 11 cases.

5. Nothing contained in this Statement (or **Exhibit A** hereto) is intended or shall be construed to constitute: (a) a waiver or release of the rights of the members of the Ad Hoc Group to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (b) a waiver or release of the rights of the Ad Hoc Group to have any and all final orders in any and all non-core matters entered only after *de novo* review by a United States District Judge; (c) consent to the jurisdiction of the Court over any matter; (d) an election of remedies; (e) a waiver or release of any rights the Ad Hoc Group may have to a jury

trial; (f) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving the Ad Hoc Group; (g) any affect or impairment of any claims against the Debtors held by any member of the Ad Hoc Group; (h) a limitation upon, or waiver of, any rights of any member of the Ad Hoc Group to assert, file, or amend any proof of claim in accordance with applicable law, or (i) a waiver or release of any other rights, claims, actions, defenses, setoffs, or recoupments to which the members of the Ad Hoc Group are or may be entitled, in law or in equity, under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs, or recoupments being expressly reserved.

6. The Ad Hoc Group, through its undersigned counsel, reserves the right to further amend or supplement this Statement in accordance with the requirements of Bankruptcy Rule 2019.

The undersigned verify that the foregoing is true and correct to the best of their knowledge.

Dated: July 15, 2025

Respectfully submitted,

*/s/ John F. Higgins*

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*Counsel to the Ad Hoc Group*

**CERTIFICATE OF SERVICE**

I hereby certify that, on July 15, 2025, I caused to be served a true and correct copy of the foregoing document on all parties receiving notification via ECF notification.

/s/ John F. Higgins

John F. Higgins

**EXHIBIT A****Nature and Amount of Disclosable Economic Interest<sup>1</sup>**

| <b>Name</b>                                                                                                                  | <b>Address</b>                                                      | <b>Principal Amount of Term Loans</b> | <b>Other Disclosable Economic Interests</b>                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| HG Vora Capital Management, LLC, on behalf of funds and accounts managed or advised by it or its affiliates                  | 330 Madison Avenue<br>21st Floor<br>New York, NY 10017              | \$68,923,107                          |                                                                                                                                                          |
| PGIM, Inc., on behalf of funds or accounts managed or advised by it                                                          | 655 Broad Street<br>Newark, NJ 07102                                | \$61,205,425                          |                                                                                                                                                          |
| Angelo Gordon & Co., L.P., solely on behalf of funds or accounts managed by it or its affiliates                             | c/o TPG Angelo Gordon<br>245 Park Avenue<br>New York, NY 10167      | \$60,745,269                          | Claims under the <i>Master Lease</i> with certain of the Debtors dated September 3, 2021 (as amended, restated, or otherwise modified from time to time) |
| BlackRock Financial Management Inc., on behalf of funds and accounts managed or advised by it or its affiliates <sup>2</sup> | 50 Hudson Yards<br>New York, NY 10001                               | \$25,613,376                          |                                                                                                                                                          |
| Blair Funding, LLC, on behalf of funds and accounts managed or advised by it or its affiliates                               | c/o FS Investments<br>201 Rouse Boulevard<br>Philadelphia, PA 19112 | \$19,418,844                          |                                                                                                                                                          |

<sup>1</sup> To the best of Counsel's knowledge, the information included herein is accurate as of close of business on July 14, 2025. The amounts set forth herein (i) include only the outstanding principal amounts of the applicable debt and do not include accrued and unpaid interest, fees, or other amounts that may be owing under the applicable debt documents, and (ii) assume that any unsettled trades have in fact settled. Each entity on this **Exhibit A** is listed either in its principal capacity or in its capacity as agent, investment advisor, or investment manager for certain investment funds or accounts or their respective subsidiaries that hold disclosable economic interests in relation to the Debtors.

<sup>2</sup> Certain other funds and accounts managed or advised by affiliates of BlackRock Financial Management, Inc. may hold equity or debt in the Debtors. Any such funds and accounts are not members of the Ad Hoc Group represented by Ropes and Gray.

| Name                                                                                                               | Address                                             | Principal Amount of Term Loans | Other Disclosable Economic Interests |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------|--------------------------------------|
| Rockford Tower Capital Management, LLC, on behalf of funds and accounts managed or advised by it or its affiliates | 299 Park Avenue<br>40th Floor<br>New York, NY 10171 | \$13,692,789                   |                                      |
| <b>TOTAL</b>                                                                                                       |                                                     | \$249,589,810                  |                                      |