

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name Apex Tool Ultimate Holdings, LLC		2 Issuer's employer identification number (EIN) 38-3895930	
3 Name of contact for additional information Rob Resler		4 Telephone No. of contact 410-773-7800	
5 Email address of contact Rob.Resler@apextoolgroup.com		6 Number and street (or P.O. box if mail is not delivered to street address) of contact 910 Ridgebrook Rd, Suite 200	
7 City, town, or post office, state, and ZIP code of contact Sparks, MD 21152		8 Date of action 11/6/25	
9 Classification and description See attachment.		10 CUSIP number See attachment.	
11 Serial number(s)		12 Ticker symbol	
13 Account number(s)			

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment.](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attachment.](#)

18 Can any resulting loss be recognized? ► See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See attachment.](#)

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► 

Date ► Dec 19, 2025

Print your name ► Maggie Drozd

Title▶ SVP, General Counsel

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.

Apex Tool Ultimate Holdings, LLC
EIN: 38-3895930

ATTACHMENT TO FORM 8937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended. The information in this document does not constitute tax advice and should not be construed to take into account any shareholder's specific circumstances. Holders and nominees should consult their own tax advisors regarding the particular tax consequences of the organizational action (as described in this document) to them, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws.

Lines 9 and 10. Classification, Description and CUSIP Number

Old Loans	
Description	CUSIP Numbers
Delayed Draw Term Loan	03759DAQ1
Tranche A Term Loan	03759DAN8
Tranche B Term Loan	03759DAP3
First Lien Term Loan	03759DAK4

New Loans	
Description	CUSIP Numbers
New Super Priority Term Loan	03760SAB8
Tranche A-1 Term Loan	03760SAC6
Tranche B-1 Term Loan	03760SAE2
Tranche B-2 Term Loan	03760SAH5

In addition to the New Loans, warrants to purchase membership interests representing 35% of the deemed outstanding membership interests in Apex Tool Ultimate Holdings, LLC were issued in the Tranche B Exchanges (described below).

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured from the action.

On November 6, 2025 (the “**Effective Date**”), Apex Tool Ultimate Holdings, LLC (f/k/a BCMH, Inc.), which is treated as a corporation for U.S. federal income tax purposes, and its subsidiaries (“**Apex**”) entered into a debt restructuring agreement (the “**Omnibus Contribution and Exchange Agreement**”) with certain of its creditors (the “**Participating Lenders**”) pursuant to which the Participating Lenders agreed to exchange the Old Loans (described below) for New Loans (described below) issued by Apex Tool Ultimate Holdings, LLC. These creditors were holders of the following (comprising the Old Loans): (i) delayed draw term loan entered into on February 20, 2024 (the “**DDTL**” and the participating creditors, the “**DDTL Participating Lenders**”), (ii) the Tranche A Term Loan entered into on February 20, 2024 (the participating creditors, the “**Tranche A Participating Lenders**”), (iii) the Tranche B Term Loan entered into on February 20, 2024 (the participating creditors, the “**Tranche B Participating Lenders**”), and (iv) the First Lien Term Loan entered into on February 8, 2022 (the participating

creditors, the “**First Lien Participating Lenders**”). The Old Loans were issued by Apex Tool Group, LLC, an indirect corporate subsidiary of Apex Tool Ultimate Holdings, LLC.

Pursuant to the Omnibus Contribution and Exchange Agreement, each DDTL Participating Lender exchanged its rights, title, and interest in the DDTL for a new term loan (the “**Exchanged New Super Priority Term Loan**”) at par (the “**DDTL Exchange**”). In addition, certain of the DDTL Participating Lenders and Tranche A Participating Lenders agreed to provide a new loan (the “**New Money New Super Priority Term Loan**” and together with the Exchanged New Super Priority Term Loan, the “**New Super Priority Term Loans**”) to the Issuer in an aggregate amount of \$30 million, net of fees and expenses.

Pursuant to the Omnibus Contribution and Exchange Agreement, each Tranche A Participating Lender exchanged its rights, title, and interest in the Tranche A Term Loan for a new term loan (the “**Tranche A-1 Term Loan**”) at par (the “**Tranche A Exchange**”). The significant majority of the outstanding Tranche A-1 Term Loan was originally issued on October 28, 2025 (the “**Original Tranche A-1 Term Loan Issuance**”) as part of a debt-for-debt exchange.

Pursuant to the Omnibus Contribution and Exchange Agreement, each funding Tranche B Participating Lender exchanged its rights, title, and interest in the Tranche B Term Loan for (i) a new term loan (the “**Tranche B-1 Term Loan**”) at par and (ii) its pro rata share of warrants to purchase membership interests representing 35% of the deemed outstanding membership interests in Apex Tool Ultimate Holdings, LLC (the “**Funding Tranche B Exchange**”).

Pursuant to the Omnibus Contribution and Exchange Agreement, each non-funding Tranche B Participating Lender exchanged its rights, title, and interest in the Tranche B Term Loan for (i) a new term loan (the “**Tranche B-2 Term Loan**”) at par and (ii) its pro rata share of warrants to purchase membership interests representing 35% of the deemed outstanding membership interests in Apex Tool Ultimate Holdings, LLC (the “**Non-Funding Tranche B Exchange**”, and collectively with the Funding Tranche B Exchange, the “**Tranche B Exchanges**”).

Pursuant to the Omnibus Contribution and Exchange Agreement, each First Lien Participating Lender exchanged its rights, title and interest in the First Lien Term Loan at a discount for a new Tranche A-1 Term Loan. In addition, certain First Lien Participating Lenders also received Tranche B-1 Term Loans or Tranche B-2 Term Loans (the “**First Lien Exchanges**”).

The New Super Priority Term Loan, Tranche A-1 Term Loan, Tranche B-1 Term Loan, and Tranche B-2 Term Loan are collectively referred to as the New Loans.

All accrued and unpaid interest on the Old Term Loans was paid to Participating Lenders in cash on the Effective Date.

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

DDTL Exchange and Tranche A Exchange: The DDTL Exchange and the Tranche A Exchange are expected to result in separate debt-for-debt exchanges of each of the DDTL and the Tranche A Term Loan pursuant to section 1001. Gain or loss may be realized by the Participating Lenders if the exchanges result in a “significant modification” of the DDTL and the Tranche A Term Loan. Apex intends to take the position that the exchanges gave rise to a “significant modification” pursuant to section 1001 and Treas. Reg. Section 1.1001-3.

Each DDTL Participating Lender is expected to recognize gain or loss equal to the difference between (i) the issue price of the New Super Priority Term Loan and (ii) the adjusted tax basis in the DDTL. Each Tranche A Participating Lender is expected to recognize gain or loss equal to the difference between (i) the issue price of the Tranche A-1 Term Loan and (ii) the adjusted tax basis in the Tranche A Term Loan.

Tranche B Exchanges: Apex intends to treat each of the Tranche B-1 Term Loan, the Tranche B-2 Term Loan, and the warrants as equity for U.S. federal and applicable state and local income tax purposes, and each of the Tranche B Exchanges are expected result in taxable exchanges pursuant to section 1001.

Each Tranche B Participating Lender is expected to recognize gain or loss equal to the difference between (i) the sum of (a) the fair market value of the Tranche B-1 Term Loan or Tranche B-2 Term Loan (as applicable) and (b) the fair market value of the issued warrants, and (ii) the adjusted tax basis in the Tranche B Term Loan.

First Lien Exchanges: The First Lien Exchanges are expected to result in a taxable exchange pursuant to section 1001. As noted above, Apex intends to treat the Tranche B-1 Term Loan and Tranche B-2 Term Loan as equity for U.S. federal and applicable state and local income tax purposes.

Each First Lien Participating Lender is expected to recognize gain or loss equal to the difference between (i) the issue price of the Tranche A-1 Term Loan plus the fair market value of the Tranche B-1 Term Loan or Tranche B-2 Term Loan (as applicable) and (ii) the adjusted tax basis in the First Lien Term Loan. See also the response to Line 16 regarding the potential application of the “investment unit” rules.

Each Participating Lender’s tax basis in the property received will equal the amount taken into account in determining gain or losses. Participating Lenders should consult their own tax advisors to determine the tax consequences to them of the Exchanges, including the impact of any U.S. state, local or non-U.S. tax laws, as applicable.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

We have determined that (a) the issue price of the New Super Priority Term Loans should be determined by the reference to the issue price of the New Money New Super Priority Term Loans pursuant to Treas. Reg. Section 1.1273-2(a)(1), and (b) the Tranche A-1 Term Loans were traded on an “established market” within the meaning of Treas. Reg. Section 1.1273-2(f) and have an issue price equal to their fair market value. The Tranche A-1 Term Loan issued in the Tranche A Exchanges and the First Lien Exchanges should be treated as part of the same issue as the Original Tranche A-1 Term Loan Issuance and therefore have the same issue price.

Pursuant to Treas. Reg. Section 1.1273-2(f)(9), the Issuer has determined and intends to take the position that the New Loans have the following issue prices.

<u>Instrument</u>	<u>Issue Price</u> (per \$1,000 stated principal)
New Super Priority Term Loan	\$980.00
Tranche A-1 Term Loan	\$887.50

The fair market value of the Tranche B-1 Term Loan and Tranche B-2 Term Loan will be determined by a third-party valuation firm and will be reported separately by Apex. As already noted, Apex intends to

treat each of the Tranche B-1 Term Loan, the Tranche B-2 Term Loan, and warrants, as equity for U.S. federal and applicable state and local income tax purposes.

Each Participating Lender's tax basis in the property received will equal the amount taken into account in determining gain or loss.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 1001, 1012, 1273, and 1275.

Line 18. Can any resulting loss be recognized?

See response to Line 15 above for circumstances that may result in a loss to a Participating Lender.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Effective Date was November 6, 2025. For a taxpayer whose taxable year is the calendar year, the reportable tax year is 2025.