



ENTERED  
10/06/2015

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

In re:	§	
HII TECHNOLOGIES, INC.	§	Chapter 11
Debtor	§	Case No. 15-60070 (DRJ)
	§	(Jointly Administered)

**SECOND INTERIM ORDER AUTHORIZING  
POSTPETITION FINANCING; USE OF CASH COLLATERAL;  
AND GRANTING ADEQUATE PROTECTION**

On the motion of HII Technologies, Inc. (“HII”) and its subsidiaries (collectively, the “Debtors”)<sup>1</sup> for postpetition financing and use of cash collateral (Docket #7, the “Motion”),<sup>2</sup> in the above-captioned jointly administered bankruptcy cases (the “Cases”), the Court entered an Order approving postpetition financing on an interim basis on September 23, 2015 (Docket #42, the “First Interim Order”).

The First Interim Order set a hearing date for final approval of the Motion on October 5, 2015, which is continued until October 14, 2015 at 9:00 A.m. in Courtroom 400, 515 Rusk, Houston, Texas (the “Final Hearing”).

Based on the foregoing, and for the reasons stated on the record, all findings and stipulations of the Interim Order remain in place, except as modified below by agreement with the DIP Lenders and any other necessary parties, and good and sufficient cause appearing therefor, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

<sup>2</sup> Capitalized terms shall have the meanings ascribed to them in the Interim Order.

1) Extensions of Additional Cash. The Debtors' use of Cash Collateral and draws upon the DIP Facility shall continue as provided for under the First Interim Order, subject to and in accordance with the Budget, pending the Final Hearing.

2) Texas Comptroller Protection. Notwithstanding anything herein to the contrary, the relief granted under this Second Interim Order is without prejudice to any rights of the Texas Comptroller of Public Accounts (the "Comptroller") to funds collected by Debtors that are not property of the estate and that qualify as the state of Texas' trust funds under Texas Tax Code §111.016. The Comptroller is not precluded from pursuing such funds, if any, by this Second Interim Order, nor is any party in interest precluded from contesting any action of the Comptroller to recover such funds under 11 U.S.C. § 106. The liens or claims granted to the DIP Lenders under the First Interim Order or this Second Interim Order do not encumber any funds that qualify as the Texas Comptroller's trust funds as shall be determined by an order of this Court, subject to adequate notice to the DIP Lenders. Any Texas sales taxes in the possession of the Debtors shall be turned over to the Comptroller within two (2) business days of entry of this Second Interim Order.

3) Magna Protection. The Debtors, Magna Equities II, LLC ("Magna"), the Prepetition Agent, and MCP entered into two Modification and Forbearance Agreements (the "Fourth Modification" and "Fifth Modification"). Under the Fourth Modification, Magna advanced funds, on a secured basis, in the amount of \$77,961.00 to the Debtors. Under the Fifth Modification, Magna advanced funds, on a secured basis, in the amount of \$30,368.60 to the Debtors (for a total of \$108,329.60—a percentage of the total borrowed by the Debtors under the Fourth Modification and Fifth Modification). Under the Fourth Modification and Fifth Modification, the Debtors pledged, assigned and granted to Prepetition Agent, for the benefit of

the Prepetition Lenders and Magna, a security interest in all of the Debtors' right, title, and interest in and to all Accounts (defined in the Fourth Modification and Fifth Modification) arising on or after July 23, 2015 to secure the prompt and complete payment and performance of the Term Loan 2 (defined in the Fifth Modification). If the Debtors or DIP Lenders collect these Accounts arising on or after July 23, 2015, the Debtors and DIP Lenders shall remit to Magna its *pro rata* share of the proceeds of those Accounts (until Magna is repaid under the Fourth Modification and Fifth Modification).

SIGNED 10-5-2015

  
UNITED STATES BANKRUPTCY JUDGE