

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

In re:	§	Chapter 11
	§	
HII TECHNOLOGIES, INC., et al.¹	§	15-60070 (DRJ)
Debtors	§	(Jointly Administered)

**ORDER APPROVING DEBTORS' EXPEDITED MOTION TO EMPLOY AUCTIONEERS
AND HOLD AUCTION UNDER 11 U.S.C. §§ 327, 328 and 363**

On consideration of the Debtors' *Expedited Motion to Employ Auctioneers and Hold Auction Under 11 U.S.C. §§ 327, 328, and 363* (the "Motion," Docket #76), the Court finds that Hilco² is a disinterested person under the meaning of 11 U.S.C. § 101(14) and that its engagement is beneficial to the estate and necessary. Moreover, the Court finds that sale of the assets listed on Exhibit A to the Motion (as amended, from time to time, to add additional assets) free and clear of all liens, claims and encumbrances, with any liens attaching to the proceeds of the assets, without further Court approval, is in the best interest of the Debtors as well as the creditors. The Motion is GRANTED and it is therefore:

ORDERED that the Debtors are authorized to enter into the Asset Marketing Agreement attached to the Motion as Exhibit B; and it is further

ORDERED that Hilco is to be compensated for its services as follows, as set forth in the Asset Marketing Agreement attached to the Motion as Exhibit B:

A. Notwithstanding anything in Exhibit B to the contrary, Hilco shall be responsible for, at Hilco's sole cost and expense, any out-of-pocket expenses incurred by Hilco in connection with Hilco's performance of its services hereunder associated specifically with advertising, inventory, cataloging, inspection, promotion and sales costs, lodging, travel, and labor associated with project management (the "Hilco Expenses").

B. Notwithstanding anything in Exhibit B to the contrary, actual expenses incurred in Asset marshaling (moving Assets to the yard(s) and around the yard(s), including, for example, rental equipment costs for forklifts, cranes and other equipment necessary to move and/or stage the Assets), Asset repair and replacement parts (including, for example, ignitions, keys, tires and batteries), Asset refurbishment and cleaning (including, for example, equipment and or contractors to power wash,

¹ 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).

² All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

clean or otherwise refurbish the Assets) and on-site security and removal (cost of security and personnel to secure and monitor the removal of the Assets from the Locations), if authorized by the Debtors in advance, are “Company Expenses”, not “Hilco Expenses” and Company Expenses may be withheld from any Gross Proceeds of the sale of any Assets. For the avoidance of doubt, Hilco shall not be reimbursed for Company Expenses unless such expenses are authorized by the Debtors in advance; provided, further, that Hilco shall be under no obligation to undertake or incur any proposed Company Expenses in connection with the sale that are not authorized by the Debtors.

C. In consideration of its services hereunder, Hilco shall be entitled to charge and retain for its own account an industry standard buyer’s premium of eighteen percent (18%) of the Gross Proceeds for Assets that are sold. For purposes of clarification, the buyer’s premium is a fee charged in addition to the sale price of the Assets and is paid for by the buyer. All commission and buyer’s premiums shall be withheld by Hilco upon collection of proceeds from applicable buyer(s).

And it is further

ORDERED that while the Hilco Expenses are not reimbursable, the Company Expenses will be administrative expenses; and it is further

ORDERED that Hilco is authorized to auction the assets listed on Exhibit A to the Motion (as amended, from time to time, to add additional assets); and it is further

ORDERED that the sale of the assets listed on Exhibit A to the Motion (as amended, from time to time, to add additional assets) shall be free and clear of all liens, claims and encumbrances, with any liens attaching to the proceeds of the assets, and without the need for further Court approval; and it is further

ORDERED that after completion of the auction, in accordance with Federal Rule of Bankruptcy Procedure 6004(f)(1), the Debtors will provide to the Court an itemized statement of the property sold, the name of each purchaser, and the price for each item or lot or for the property as a whole if sold in bulk.

SIGNED: _____, 2015.

UNITED STATES BANKRUPTCY JUDGE