

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

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

**DEBTORS' APPLICATION TO EMPLOY COUNSEL**

HII Technologies, Inc. ("HII") and its subsidiaries (collectively, the "Debtors"), hereby move to employ McKool Smith, P.C. ("McKool") as Counsel pursuant to 11 U.S.C. §§ 327 and 330, deemed contemporaneous with the Petition Date under BLR 2014-1. The Debtors submit and incorporate the Declaration of Hugh M. Ray, III in Support of its Application (the "Ray Declaration"), attached hereto as **Exhibit A**. The Debtors respectfully represents as follows:

**JURISDICTION**

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding under 28 U.S.C. §157(b) because it arises under the Bankruptcy Code, specifically 11 U.S.C. §§ 327 and 330. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The Court has authority to enter final orders on this application.

**BACKGROUND**

2. On September 18, 2015 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

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<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).

3. The Debtors selected McKool because its attorneys have substantial experience and knowledge in the field of debtors' and creditors' rights, and because its attorneys have handled numerous bankruptcy cases. Accordingly, the Debtors believe that McKool is well qualified to represent them in these proceedings.

**RELIEF REQUESTED**

4. By submission of this Application, the Debtors request that the Court enter an order authorizing them to employ and retain McKool in accordance with the terms and conditions set forth herein.

5. Under Bankruptcy Local Rule 2014-1, this Application is deemed contemporaneous with the petition. McKool commenced service in these chapter 11 cases on the Petition Date.

6. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

7. Section 101 of the Bankruptcy Code defines "disinterested person" as a person that:

...is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and...does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14)(A)-(C).

8. Prior to the commencement of the chapter 11 cases, the Debtors sought services of McKool, with respect to, among other things, advice regarding and preparation for the commencement of the chapter 11 cases. The Debtors employed and retained McKool as their bankruptcy attorneys in connection with the filing and, subject to the entry of an order approving the retention of McKool, the prosecution of the chapter 11 cases.

9. Pursuant to Bankruptcy Local Rule 2014-1, this relief is sought within 30 days of the Petition Date and is deemed contemporaneous. McKool's retention should be authorized effective as of the Petition Date, when services commenced.

**A. McKool's Qualifications and Scope of the Engagement.**

10. The Debtors seek to retain McKool based on the firm's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. McKool has expertise, experience, and knowledge practicing before bankruptcy courts in this and other districts throughout the country. McKool is a full-service law firm with experience and expertise in all other legal areas that may arise during the chapter 11 cases, including corporate, qui-tam, criminal defense, intellectual property, insurance, tax, and litigation. Additionally, McKool has significant experience representing oil and gas companies in bankruptcy proceedings and restructurings.

11. McKool's appearance before this Court for the matters in the chapter 11 cases will be efficient and cost effective for the Debtors' estates as they will apply their experience to reduce costs when possible. McKool has agreed to focus its attorneys with special bankruptcy expertise to minimize costs. McKool does not charge the estates for routine overhead such as long distance, secretarial, overtime air, office meals, scanning, faxing, and similar charges.

12. Before the Petition Date, the Debtors hired McKool as counsel and McKool became familiar with the Debtors' business and affairs, as well as many of the potential legal issues that may arise during the pendency of these chapter 11 cases. In that retention, the Debtors were able to negotiate a substantial discount off of the customary fees charged. The engagement post-bankruptcy will continue those discounted rates.

13. Accordingly, the Debtors believe the retention of McKool as their post-petition bankruptcy counsel is in the best interest of the Debtors' estates because such retention will further the efficient and economic administration of these chapter 11 cases.

14. After due consideration and deliberation, the Debtors have concluded that their interests and the interests of their creditors and other parties-in-interest will be best served by the retention of McKool as their bankruptcy counsel to render such legal services as are necessary and appropriate in connection with the matters set forth herein.

15. The Debtors contemplate that McKool will render specialized legal services to the Debtors as needed throughout these cases. Generally, the legal services that McKool will render may be summarized, in part, as follows:

- a. Advising the Debtors of their rights, powers, and duties as debtors-in-possession under the Bankruptcy Code;
- b. Performing all legal services for and on behalf of the Debtors that may be necessary or appropriate in the administration of the chapter 11 cases and the Debtors' business;
- c. Advising the Debtors concerning, and assisting in, the negotiation and documentation of financing agreements and debt restructurings;
- d. Reviewing the nature and validity of agreements relating to the Debtors' interests in real and personal property and advising the Debtors of their corresponding rights and obligations;
- e. Advising the Debtors concerning preference, avoidance, recovery, or other actions that they may take to collect and to recover property for the benefit of the estates

and their creditors, whether or not arising under chapter 5 of the Bankruptcy Code;

- f. Preparing on behalf of the Debtors all necessary and appropriate applications, motions, pleadings, draft orders, notices, schedules, and other documents and reviewing all financial and other reports to be filed in the chapter 11 cases;
- g. Advising the Debtors concerning, and preparing responses to, applications, motions, complaints, pleadings, notices, and other papers that may be filed and served in the chapter 11 cases;
- h. Assisting the Debtors with the negotiation, bid process, auction and closing of a sale of all or substantially all of their assets pursuant to section 363 of the Bankruptcy Code;
- i. Counseling the Debtors in connection with the formulation, negotiation, and promulgation of a plan of reorganization or liquidation and related documents;
- j. Working with and coordinating efforts among other professionals to attempt to preclude any duplication of effort among those professionals and to guide their efforts in the overall framework of the Debtors' reorganization or liquidation;
- k. Working with professionals retained by other parties-in-interest in the chapter 11 cases to attempt to structure a consensual plan of reorganization or other resolution for the Debtors; and
- l. Performing such additional legal services as may be required by the Debtors.

16. The nonexclusive services described above are essential to the Debtors' successful reorganization.

**B. Compensation.**

17. Subject to this Court's approval, McKool will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges upon McKool's filing of appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and Orders of this Court (including any interim compensation orders). The Debtors request that McKool be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs.

18. The primary attorneys within McKool who will represent the Debtors and their hourly rates for representing the Debtors are set forth below:

<b>Name</b>	<b>Position</b>	<b>Hourly Rate</b>
Hugh M. Ray, III	Principal	\$595.00
Christopher Johnson	Senior Counsel	\$495.00
Benjamin Hugon	Associate	\$395.00
H. Justin Pace	Associate	\$325.00
Veronica Manning	Associate (pending)	\$300.00

19. The hourly rates for the attorneys set forth above are set at a level designed to compensate McKool fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. The hourly rates set forth above are at or below the Firm's standard hourly rates for work of this nature.

20. Consistent with historical firm practice, the hourly rates set forth above are subject to adjustments on January 1st of each year (beginning January 1, 2016) to reflect economic and other conditions (subject to client approval and Court approval, if necessary). From time to time, other attorneys and paralegals from McKool may serve the Debtors in connection with the matters for which McKool will be retained.

21. It is McKool's policy, in all areas of practice, to charge its clients for all additional expenses incurred in connection with the client's case that are not routine overhead. McKool will charge the Debtors for expenses in a manner, and at rates consistent with, charges made generally to McKool's other clients and consistent with applicable U.S. Trustee guidelines.

22. Pursuant to Bankruptcy Rule 2016(b), McKool has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with McKool, or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors do not owe McKool any amounts for legal services rendered before the Petition Date.

23. McKool has been paid \$114,585.00 through the day prior to the Petition Date as compensation for services rendered and costs incurred for the one-year period prior to the Petition Date (exclusive of the Retainer as defined below).

24. Prior to the Petition Date, McKool was paid \$45,000 as a retainer (the “Retainer”) by the Debtors for work to be performed in connection with preparing to file the chapter 11 cases. McKool applied the Retainer against its unpaid prepetition invoices prior to the Petition Date, leaving a balance of \$0.00.

**C. Bankruptcy Rule 2014 Disclosures and Section 329 Disclosure.**

25. McKool has no connection with the Debtors’ creditors, parties-in-interest, or affiliates, the U.S. Trustee, or any person employed in the Office of the United States Trustee, except as may be set forth in the Ray Declaration, which is filed contemporaneously with this Application. Hugh Ray, III is the McKool partner with overall responsibility for these cases.

26. As disclosed in the Ray Declaration, (a) McKool is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) McKool has no connection to the Debtors, their creditors, or their related parties except as disclosed in the Ray Declaration.

27. McKool will review its files periodically during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If McKool discovers any new relevant facts or relationships, McKool will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

28. Finally, if current clients of McKool become creditors or parties-in-interest in these cases (none are currently), then McKool will screen those clients and assist them in engaging other counsel for that litigation. Therefore, if any concurrent representation arises that causes a concern of conflict it would not be a disqualifying conflict.

29. For the reasons set forth above, the Debtors submit that McKool's retention and employment is necessary and in the best interests of the Debtors and their estates.

30. McKool's compliance with the requirements of sections 327, 329, 330, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, as well as the Bankruptcy Local Rules, is set forth in detail in the Ray Declaration.

### **NOTICE**

31. In compliance with Bankruptcy Local Rule 9003, this Application need only be served on the United States Trustee. Nevertheless, notice of this Application will be served on the Master Service List. The Debtors submit that no further notice is necessary.

WHEREFORE, PREMISES CONSIDERED, the Debtors respectfully request that this Court enter an order (i) pursuant to section 327 of the Bankruptcy Code authorizing the Debtors' retention of McKool as counsel on the terms set forth herein, effective on the Petition Date, and (ii) granting such other and further relief as may be deemed just and proper.

Dated: October 8, 2015.

**McKool Smith, P.C.**

By: /s/ Hugh M. Ray, III  
Hugh M. Ray, III  
State Bar No. 24004246  
600 Travis, Suite 7000  
Houston, Texas 77002  
Tel: 713-485-7300  
Fax: 713-485-7344

***Proposed Counsel for Debtors-in-Possession***

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

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

**DECLARATION OF HUGH M. RAY, III IN SUPPORT OF  
COMMITTEE APPLICATION UNDER 11 U.S.C. §§ 327 AND 330 AND FED.  
R. BANKR. P. 2014, FOR ORDER AUTHORIZING *NUNC PRO TUNC*  
RETENTION AND EMPLOYMENT OF MCKOOL SMITH P.C. AS COUNSEL**

Hugh M. Ray, III hereby declares, under penalty of perjury:

1. I am a principal of the firm of McKool Smith P.C. (“McKool Smith”), a law firm with offices at 600 Travis, Suite 7000, Houston, Texas 77002, and other offices in Dallas, Austin, Marshall, New York City, Washington D.C., Los Angeles, and the Silicon Valley area.

2. I submit this declaration in connection with the Debtors’ application (the “Application”) to retain and employ McKool Smith as counsel in the above-captioned cases, pursuant to sections 327 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. I will supplement this Declaration if additional information becomes available during the pendency of these cases.

**MCKOOL SMITH’S RELATIONSHIP WITH THE DEBTOR**

3. I am not, nor is McKool Smith, an insider of any of the Debtors. Neither McKool Smith nor I hold directly any claim, debt, or other interest in any of the Debtors.

<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).

4. No member of McKool Smith has been, within two years of the Petition Date (September 18, 2015), a director, officer, or employee of the Debtors as specified in subparagraph (C) of 11 U.S.C. § 101(14).

5. McKool Smith does not have an interest materially adverse to the interests of the Debtors' estate or of any class of creditors or equity security holders of the Debtors, by reason of any direct or in direct relationship to, connection with, or interest in, the Debtors.

#### **MCKOOL SMITH'S DISCLOSURE PROCEDURES**

6. McKool Smith, which employs over 160 attorneys, has a large and diversified litigation practice that has encompassed the representation of numerous parties in complex chapter 11 cases, as disclosed in more detail on the website of [www.mckoolsmith.com](http://www.mckoolsmith.com) and other publications such as *Chambers USA*.

7. In preparing this Declaration, I personally searched McKool Smith's databases in an effort to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules") regarding the retention of professionals by debtors under the Bankruptcy Code. I personally performed the following actions to identify the parties relevant to this Declaration and to ascertain McKool Smith's connection to such parties:

(a) Based on the Debtors' Schedules and other information of which I am aware, McKool Smith compiled a list of (i) the Debtors; (ii) the Debtors' professionals; (iii) each of the Debtors' twenty (20) largest unsecured creditors; (iv) the pre-petition and proposed post-petition secured lenders; (v) the Debtors' officers and directors; (vi) the Debtors' utility/governmental entity creditors; and (vii) other potentially material adverse

parties as of the Petition Date (the “Potential Party List”). A copy of the Potential Party List is attached hereto as **Schedule 1**.

(b) McKool Smith maintains a conflict checking database, into which the Potential Party List was input. Other entities have connections as adverse parties, as disclosed on **Schedule 2**.

(c) McKool Smith maintains a document control database consisting of substantially all work product performed by the firm. In addition to the traditional conflict checking database, the names of the 20 largest unsecured and all listed secured creditors were searched using the document control database for any connections in any work product. I compared the names included in the Potential Party List to the information in the document control database to determine what other connections could exist.

(d) Using information in these databases and by making specific inquiries of McKool Smith personnel, I verified that McKool Smith did not and does not represent any entity in connection with the Committee, Debtors, or these chapter 11 cases except to the extent disclosed herein.

**MCKOOL SMITH’S CONNECTIONS WITH PARTIES IN INTEREST  
IN MATTERS UNRELATED TO THIS CHAPTER 11 CASE**

8. McKool Smith is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code in that McKool Smith, its principals, counsel, and associates: (a) are not creditors, equity security holders, or insiders of the Debtors; (b) are not and were not, within two years of the Petition Date, a director, officer, or employee of the Debtors; and (c) do not have an interest materially adverse to the Debtors’ estates or to any class of creditors by

reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason, except as otherwise stated herein.

9. After reviewing all of the documents in the various McKool Smith databases in which names of a creditor or other party in interest appeared, as well as a traditional conflicts check, it was determined that in respect of each connection between McKool Smith and such parties, McKool Smith does not hold or represent an interest that is adverse to the Debtors' estates.

10. The only connections with parties to this case that merit discussion are:

(a) McKool Smith and I have participated in numerous chapter 11 bankruptcies and invariably those cases involved governmental entities and taxing authorities such as the State of Texas and the United States, who may be parties in these cases. The firm is regularly adverse to the State of Texas and United States in non-bankruptcy taxation and white-collar defense matters and has numerous connections with both, but none. McKool Smith maintains a *Qui Tam* practice that represents relators for the United States, but does not represent the United States. None of those matters involves this case.

(b) McKool Smith maintains a robust intellectual property practice and has represented parties with patent disputes with telecommunications companies like AT&T and Verizon, some of whose retail divisions are regularly listed as creditors or utility providers. None of these representations has anything to do with the Debtors or the bankruptcy cases.

(c) As a firm that represents debtors, creditors, trustees and committee, McKool Smith is often connected to other counsel and firms and has had contact on a

professional level with Judge David R. Jones, Elizabeth Freeman (law clerk), counsel for the Official Committee, counsel for the Ad-Hoc Committee, counsel for the United States Trustee and counsel for the DIP Lenders. Over 14 years ago, David R. Jones and I were in the same law firm. Since then, David R. Jones was, as a practicing bankruptcy counsel, adverse to me and Christopher D. Johnson in several cases.

(d) Concomitantly, as a frequent participant in bankruptcy cases, McKool Smith is often adverse to *ad valorem* taxing authorities that are creditors in this and other bankruptcy cases such as Harris County.

(e) In the document control database search, certain common names appear in contexts that are unrelated to this case. The firm has had contact with witnesses, creditors, or parties in cases who were not current or former clients or adversaries. Specifically, David A. Fields, Hertz Equipment Rental, and Townes Pressler appear to have been either witnesses or parties in positions unrelated to this case. Paychex was adverse to the firm's client in a case unrelated to this one. Years ago, the firm once deposed an expert witness named Shannon P. Pratt on an unrelated intellectual property case.

(f) Over its history, McKool Smith has had dealings with many law firms, some of whom are creditors in this case, specifically Strasburger & Price, LLP and Sutherland Asbill & Brennan. None of those contacts have any connection to this matter.

11. In addition to the foregoing, McKool Smith, from time to time, may work with, engage, and receive referrals from several of the attorneys and financial advisors or consultants retained by the Committee, the prepetition secured lenders, or expected to be retained by the Committee or Ad Hoc Committee. However, I have discovered no connections with these cases.

12. Because distressed debt is traded in commercial markets, McKool Smith may be unaware of the actual holder of such debt at any given moment. McKool Smith represents numerous entities that may buy and/or sell distressed debt of chapter 11 debtors. Such representations are transactional in nature and such representations will not involve the representation of the holder of such claim(s) in these cases.

13. McKool Smith does not and will not represent any entity, or any respective affiliates or subsidiaries thereof, in matters related to the Debtors or their chapter 11 cases. McKool Smith may in the future represent entities that are claimants of, or interest holders in, the Debtors in matters unrelated to the Debtors.

14. McKool Smith has no connections with the United States Trustee or the attorneys for the United States Trustee in these cases. McKool Smith's only connection with the Debtors' taxing authorities is in the normal context of representing entities who may owe taxes.

15. As set forth above, McKool Smith may be currently adverse to entities asserting claims against the Debtors in matters unrelated to the Debtors or these cases. However, McKool Smith has searched its databases and determined that it is not presently adverse to the Debtors.

16. As a matter of retention and disclosure policy, I will continue to review McKool Smith's databases for connections periodically as additional information concerning entities having a connection to the Debtors is developed and will file appropriately supplemental disclosures with this Court, as necessary.

#### **McKOOL SMITH'S RATES AND BILLING PRACTICES**

17. If the Application is granted, subject to Court approval, compensation would be payable to McKool Smith on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by McKool Smith. As is the case with respect to work for all of its

clients, McKool Smith's rates are subject to periodic adjustments to reflect economic and other market conditions. Currently, hourly rates of principals for McKool Smith range from \$540 to \$1145. Other attorney hourly rates, including counsel positions, range from \$355 to \$695. The hourly rates charged for McKool Smith's legal assistants range from \$95 to \$340.

18. However, for these bankruptcy cases, the rates for counsel used in the cases will be substantially discounted:

- Hugh Ray, III: \$595
- Christopher Johnson: \$495
- Benjamin Hugon: \$395
- H. Justin Pace: \$325
- Veronica Manning (pending): \$300

19. McKool Smith's disbursement policies pass through all non-overhead out-of-pocket expenses at actual cost (or at estimated cost when the actual cost is difficult to determine). Non-chargeable overhead expenses include facsimiles, toll calls, overtime meals and air conditioning, secretarial and similar overtime expenses. The out-of-pocket expenses that will be charged are not overhead and particular to the case, such as document couriers, airfare, hotel, court costs, transcript fees, travel, clerk/filing fees, and similar non-overhead expenses. In unusual circumstances, *Lexis/Nexis* expenses may be charged when, for example, *Lexis* is used to obtain primary documents or credit information that is not legal research).

20. McKool Smith was paid a retainer of \$45,000, and has, prior to the bankruptcy, drawn down on the retainer to leave a zero balance. McKool Smith's prepetition invoice was satisfied on the day before the Petition Date by drawing down on the retainer. Any other

amounts owed on the Petition Date or otherwise chargeable prepetition have been waived. As a result, McKool Smith has no claims against the Debtors.

21. As required by 11 U.S.C. §329, I certify that McKool Smith received \$114,585.00 before the Petition Date in connection with the representation of the Debtors.

22. No promises have been received by McKool Smith, or any member, counsel, or associate thereof, as to payment or compensation in connection with these bankruptcy cases other than in accordance with the provisions of the Bankruptcy Code. McKool Smith has no agreement with any other entity to share any compensation received by McKool Smith or by any such entity.

23. The Application requests approval of the retention of McKool Smith as Debtors' counsel on rates, terms, and conditions consistent with what McKool Smith charges in non-bankruptcy matters, namely, prompt payment of its hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, and consistent with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, order of the Court, and the U.S. Trustee guidelines, McKool Smith intends to apply for compensation for professional services rendered in these cases at its customary hourly rates and for reimbursement of expenses incurred in connection therewith.

24. The foregoing constitutes the statement of McKool Smith pursuant to Bankruptcy Rule 2014 and 11 U.S.C. §329 as required by local rule 2014-1.

October 8, 2015.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the above facts are true and correct.



Hugh M. Ray, III

## **SCHEDULE 1: POTENTIAL PARTY-IN-INTEREST LIST**

### **Debtors**

Apache Energy Services, LLC  
HII Technologies, Inc.  
Aqua Handling of Texas, LLC  
Hamilton Investment Group, Inc.  
Sage Power Solutions, Inc.

### **Other Debtor Names**

AES Water Solutions  
AES Safety Services  
Shumate Industries, Inc.  
Hemiwedge Industries, Inc.  
AquaTex  
Hamilton Water Transfer  
KMHVC, Inc.  
South Texas Power  
STP

### **Judge and U.S. Trustee**

David R. Jones  
Hector Duran, Assistant US Trustee

### **Secured Lenders and Banks**

BCL-Equipment Leasing, LLC  
Heartland Bank  
Nations Fund I, LLC

### **Professionals**

Stout Risius Ross, Inc.  
Garden City Group  
Hilco Industrial, LLC  
Indeglia & Carney LLP

### **20 Largest Unsecured Creditors (each Debtor)**

AJAX Integrated, LLC  
Axis Capital, Inc.  
Barrels Per Minute Supply  
Bartlett Petroleum, Inc.  
Betty Ann Purdie  
Black Gold Energy, LLC  
Bluewater Equipment, Inc.  
Bold Production Services  
BTG Investments  
Buck's Engines

Cavazos Welding SB Factoring LLC  
Clean Blast Services  
Corpus Christi Electric Co., Inc.  
David A. Fields  
Draco Oil Field Services  
Eagle Propane & Fuels  
Enterprise FM Trust  
Fischer Bush Equipment Rentals  
Flow-Zone  
Francis Jungers  
Frank Marshik  
George Gilman  
GSS Construction & Oilfield Supply  
Hertz Equipment Rental  
Holt CAT Power Systems  
Howard Supply Company  
Hydro-Flo Dynamics, LLC  
Indeglia & Carney LLP  
Jai Alai Insurance, Inc.  
K&B Services of Ark  
LHB Energy Consultants, LLC  
Magna Equities II, LLC  
Mitchell Lukin  
Monica Wehby MD  
MZHCI, LLC  
Nations Fund I, LLC  
Nitro-Lift Technologies, LLC  
Odessa Pump & Equipment  
OTG Services LLC  
Paychex  
Power Reserve Corp  
Power Solutions  
Powerhouse Energy Rentals  
Precision Frac, LLC  
Production Equipment Sales & Service  
RDG Equipment Leasing  
Reserve Financial Corp  
Rocking K Consulting  
Rush Logistics, Inc.  
Sendero Sales & Rental Inc.  
Shannon P. Pratt  
Shirley Staples  
Simons Petroleum, LLC  
Southern Oilfield Services, LLC  
Strasburger & Price, LLP  
Sunbelt Rentals Oil & Gas Services

Sunstream Services Co.  
Sutherland Asbill & Brennan, P.C.  
Taylor Power Systems  
Texas Fueling Services, Inc.  
Texas State Comptroller  
Timekeepers, Inc.  
Timur Silikhbayev  
Titan Test Pumps  
Townes Pressler  
United Rentals Pump Solutions  
Velvin Oil Co.  
Water Transfer LLC  
Worldwide Power Products

**Other Potential Parties**

Internal Revenue Service  
Texas Comptroller of Public Accounts  
Texas Workforce Commission  
Department of Justice – US Attorney  
Department of Justice – Attorney General  
Securities and Exchange Commission  
Brent Mulliniks  
Billy Cox  
Calen Baucom

**Utilities and County Authorities**

Corpus Christi Electric Co., Inc.  
Logan County, Oklahoma  
Bee County, Texas  
Goliad County, Texas  
Harris County, Texas

**SCHEDULE 2**

<b>Party</b>	<b>Status</b>
Stout Risius Ross, Inc.	Friendly
Garden City Group	Friendly
Heartland Bank	Adverse
Paychex	Adverse
Internal Revenue Service	Adverse
Securities and Exchange Commission	Adverse
Harris County, Texas	Adverse

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<b>HII TECHNOLOGIES, INC., <i>et al.</i><sup>1</sup></b>	§	<b>15-60070 (DRJ)</b>
<b>Debtors</b>	§	<b>(Jointly Administered)</b>

**ORDER AUTHORIZING EMPLOYMENT OF  
MCKOOL SMITH P.C. AS DEBTORS' COUNSEL**  
(Refers to Docket No. \_\_\_\_\_)

On the Application for Authority to Employ McKool Smith P.C. (“Application”)<sup>2</sup> filed by HII Technologies, Inc. and its subsidiaries (collectively, the “Debtors”), the Court finds the relief is in the best interest of the Debtors’ estates; that McKool Smith, P.C. (“McKool”) represents no interest adverse to the Debtors in the matters upon which it is to be engaged and is a disinterested person within the definition of 11 U.S.C. § 101(14); and that the application should be approved. Accordingly, it is therefore

**ORDERED THAT:**

1. McKool be employed, to provide all necessary legal services to the Debtors in the cases captioned above effective as of September 18, 2015, the filing of these cases;
2. Subject to further approval by this Court and sections 327, 330 and 331 of the Bankruptcy Code, McKool shall be compensated in accordance with its normal billing practices and reimbursed for its necessary expenses incurred in representing the Debtors in these cases as set forth in the Application;

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<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 used but not otherwise defined herein have the meanings ascribed to them in the Motion.

3. All allowed fees and expenses of McKool shall constitute administrative expenses; and

4. Hugh M. Ray, III is designated as attorney-in-charge for the representation by McKool of the Debtors in these cases.

5. As set forth in Bankruptcy Local Rule 2014-1 the authorization of employment for McKool is deemed contemporaneous with the filing of the Petition.

SIGNED: \_\_\_\_\_

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UNITED STATES BANKRUPTCY JUDGE