



ENTERED
10/08/2015

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION

IN RE:	§
	§ CASE NO. 15-60070 (DRJ)
HII TECHNOLOGIES, INC., <i>et al.</i> ¹	§ (Jointly Administered)
	§
	§ CHAPTER 11
Debtors.	§
	§

STIPULATION BETWEEN THE DEBTORS AND NATIONS FUND I, LLC
REGARDING THE DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 365
TO REJECT CERTAIN EXECUTORY CONTRACTS, EFFECTIVE *NUNC PRO TUNC*
(Docket No. 14)

HII Technologies, Inc. ("**HII**") and its above-captioned affiliated debtors (together, the "**Debtors**") having filed the *Motion Pursuant to 11 U.S.C. § 365 to Reject Certain Executory Contracts, Effective Nunc Pro Tunc* [Dkt. No. 14] (the "**Rejection Motion**");² and the Debtors seeking, through the Rejection Motion, to reject the Master Lease Agreement between Nations

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. f/k/a KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

² Unless otherwise noted, the capitalized terms herein shall have the definitions ascribed to them in the Rejection Motion.

Fund I, LLC (“**Nations**”) and HII dated as of July 10, 2014, as amended and supplemented from time to time (the “**Master Lease Agreement**”), and other related relief; and the Debtors having acknowledged that they have not used the equipment that is the subject of the Master Lease Agreement (the “**Nations Equipment**”)³ since September 18, 2015 (the “**Petition Date**”), and that they have no further use for the Equipment; and the Debtors having further acknowledged that they are unaware of the current location of all of the Nations Equipment; and it appearing that immediate rejection of the Master Lease Agreement is in the best interest of the Debtors’ estate and necessary to prevent harm to Nations; it is therefore

ORDERED that the Master Lease Agreement is hereby rejected, *nunc pro tunc* to the Petition Date, pursuant to Section 365(a) of the Bankruptcy Code; and it is further

ORDERED that pursuant to Section 365(p)(1) of the Bankruptcy Code, the Debtors and their estates have no interest in the Nations Equipment and the stay under Section 362(a)(1) of the Bankruptcy Code is automatically terminated; and it is further

ORDERED that except as otherwise provided for herein, Nations is entitled to immediate, unfettered, sole physical possession of the Nations Equipment, regardless of whether in the control of the Debtors or any third-party; and it is further

ORDERED that Nations may utilize any and all necessary equipment and service providers to ensure, *inter alia*, the proper dismantling, de-installation, disconnection and safe return of the Nations Equipment; and it is further

³ A list of the Nations Equipment is attached hereto as Exhibit A.

ORDERED that the Debtors and all third parties are required to use their best efforts to immediately turn over to Nations the following items specific to each piece of the Nations Equipment, including all originals and duplicates, to the extent the same exist:

- (i) all keys, including any spare or skeleton keys;
- (ii) all inspection stickers and/or certificates demonstrating compliance with applicable regulations, statutes, state and local ordinances and other requirements;
- (iii) all licenses and operating certificates required for operation of the Nations Equipment;
- (iv) all written records of scheduled and non-scheduled maintenance and repair or service work performed on the Nations Equipment, including invoices;
- (v) all history or logs reflecting all service, maintenance and repairs performed to the extent not otherwise included in (iv), above, including invoices;
- (vi) all license plates;
- (vii) all registration certificates and/or other similar documentation; and;
- (viii) all maintenance records, maintenance record jackets and repair jackets, and invoices, for any work performed by, on behalf of, or commissioned by the Debtors.⁴; and it is further

ORDERED that the Debtors shall be in compliance with this Order by providing full access to the Nations Equipment, without further obligation; and it is further

ORDERED that Nations shall have the right to request that this Court issue an order to, *inter alia*, compel the immediate return of any piece of the Nations Equipment and/or to *show*

⁴ To the extent that the Debtors performed, in house and/or by the Debtors' own employees, any maintenance and/or repair on the Nations Equipment, then such records shall include all internal documentation of such maintenance and/or repair, and all invoices pursuant to which the Debtors purchased parts used in such maintenance and/or repair.

cause for the immediate return of any such piece of the Nations Equipment that Nations is not provided unfettered access to take possession of; and it is further

ORDERED that the Debtors, Nations, or any person, party or entity affected by this Order may request hearings before the Court, on 24-hours' notice, which may be conducted telephonically, regarding the enforcement, interpretation and implementation of this Order; and it is further

ORDERED that the Court shall retain sole and exclusive jurisdiction to, *inter alia*, enforce, interpret and implement this Order; and it is further

ORDERED that this Order, and the Court's retention of jurisdiction pursuant to the preceding paragraph, shall expressly survive the conversion or dismissal of the Debtors' chapter 11 cases, and no plan of reorganization or liquidation, or order of confirmation of the same, for the Debtors, shall modify, alter or affect, in any fashion, this Order; and it is further

ORDERED that Nations may deliver a copy of this Order to any person, party or entity that it believes is affected by this Order, and/or has possession, dominion, custody or control (collectively, "**Control**") of any piece or component of the Nations Equipment or to any person, party or entity that has Control over property, land or a facility where any piece of the Nations Equipment may be located, and the delivery of this Order shall constitute sufficient notice and an obligation to comply with the terms of this Order; and it is further

ORDERED that the relief granted hereunder is without prejudice to and not a waiver of Nations' rights and remedies under the Master Lease Agreement, at law or in equity.

Signed: October 08, 2015.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

AGREED AS TO FORM AND SUBSTANCE AND SUBMITTED BY:

McKOOL SMITH, P.C.

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COLE SCHOTZ P.C.

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Dated: October 8, 2015

Dated: October 8, 2015

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Submitted by:

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EXHIBIT A

ORIGINAL

NATIONS FUND I, LLC

SCHEDULE OF EQUIPMENT

Lessee: HII TECHNOLOGIES, INC.,

Approved by _____

(Signature)

Page No: 1 of 2

Attached to Amended and Restated
Equipment Schedule No. HTECH-0002Equipment located at (or the location of the principal
garage of the Equipment, if the Equipment is mobile)1551 Damron
Tuleta, TX 78162

Manufacturer and/or Vendor Name & Invoice No.	Description (including VIN or S/N)
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1622F1069291 Model Year:2015 VIN: TP 26790
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1626F1073098 Model Year:2014 VIN: TP 26776
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1628F1073099 Model Year:2015 VIN: TP 26778
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1620F1073100 Model Year:2015 VIN: TP 26780
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1622F1073101 Model Year:2015 VIN: TP 26777
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1621F1069282 Model Year:2015 VIN: TP 26782


Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1625F1069284 Model Year:2015 VIN: TP 26783
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1620F1069290 Model Year:2015 VIN: TP 26784
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1627F1069285 Model Year:2015 VIN: TP 26785
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1623F1069283 Model Year:2015 VIN: TP 26779
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1621F1069279 Model Year:2015 VIN: TP 26786
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC162XF1069281 Model Year:2015 VIN: TP 26787
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1624F1069289 Model Year:2015 VIN: TP 26788
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1628F1069280 Model Year:2015 VIN: TP 26789
Taylor	Taylor TR100 Generator Mounted on Utility Trailer, VIN 4ZEGC1620F1069287 Model Year:2015 VIN: TP 26781
Utility	Utility Trailer with Taylor TR175 Generator, S/N TP26964 attached. Model Year: 2015 VIN: 4ZEGC1624F1073102
Taylor	Taylor TR250 Generator Mounted on Load Trail Trailer, VIN 4ZEGC1629F1075346 Model Year: 2015 VIN: TP 27870

ORIGINAL

NATIONS FUND I, LLC

SCHEDULE OF EQUIPMENT

Lessee: HII TECHNOLOGIES, INC.,

Approved by: 

(Signature)

Page No: 1 of ³/₄ 

Attached to Equipment Schedule No. HTECH-0001

Equipment located at (or the location of the principal garage of the Equipment, if the Equipment is mobile):

1551 Damron
Tuleta, TX 78162

Manufacturer and/or Vendor Name & Invoice No.	Description (including VIN or S/N)
HOWARD	High Pressure Flow Back System #4, 10x30 3 Phase 1440 PSI Gas Separator SN#14439-101 VIN# 5NYGU2024ENSC7503 4"30' Trailer Mounted Flare Stack VIN # 5NYBU3016ENSC7459 20" 5,800 PSI Sand Shark W/"L" Skid SN# 0214- TSI131, with 2" 9 Valve Manifold SN# 64636-03 PV SN#'s P675-42 thru 50 Model Year:2014 S/N:14439-101
HOWARD	High Pressure Flow Back System #2, 10x30 3 Phase 1440 PSI Gas Separator SN#13612-1058 VIN # 5NYGU2021ENSC7104 4" 30' Trailer Mounted Flare Stack VIN # 5NYBU3013DNSC7045 20" 5,800 psi Sand Shark W/"L" Skid SN# 0913-TSI 1-1, with 2" 9 Valve Manifold SN# 131008Y2 PV SN#'s 4525, 4517, 4519, 4158, 4531, 4523, 4526, 4535, 4536 Model Year:2014 S/N:13612-1058
HOWARD	High Pressure Flow Back System #3, 10x30 3 Phase 1440 PSI Gas Separator SN#13612-106 VIN# 5NYGU2026ENSC7194 4"30' Trailer Mounted Flare Stack VIN # 5NYBU3017ENSC7101 20" 5,800 PSI Sand Shark W/"L" Skid SN# 0913-TSI11 1-2, with 2" 9 Valve Manifold SN#131008Y1 PV SN#'s 4533, 4530, 4543, 4137, 4529, 4532, 4539, 4538, 4540 Model Year:2014 S/N:13612-106

Initials 

TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1623E1057195 Model Year:2014 S/N:TP 26770
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1621E1057194 Model Year:2014 S/N:TP 26769
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC162XE1057193 Model Year:2014 S/N:TP26768
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1628E1057192 Model Year:2014 S/N:TP 26767
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1626E1057191 Model Year:2014 S/N:TP 26766
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1629E1059419 Model Year:2014 S/N:TP 26771
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1625E1059420 Model Year:2014 S/N:TP 26772
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1627E1059421 Model Year:2014 S/N:TP 26773

Initials



TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1629E1059422 Model Year:2014 S/N:TP 26774
TAYLOR	Taylor TR100 Generator Mounted on Load Trail Heavy Duty 16 foot Gooseneck Trailer, VIN # 4ZEGC1620E1059423 Model Year:2014 S/N:TP 26775
TAYLOR	TAYLOR TR175 GENERATOR Model Year:2014 S/N:TP 26964
Resource West	One Barracuda Pump Package Serial # RW17, one Weather Station Unit, one Deluxe Y-Strainer 14 Mesh, Control Box to Fan 3 12" Galv Spike 2" x 30' MXF Assy Texcel Hose 2" x 50' MXF Cam Assy Foot Valve 2" PVC Float 2 24" Cable Ties Model Year:2014 S/N:5APUF08147L004368
Resource West	1 Landshark Evaporator Serial # on three (3) Wheel Cart Unit, one Pump Package, 100 Control Box to Fan, and ten Landshark Nozzles Model Year:2014 S/N:206
Resource West	1 Barracuda 1 Pump Package 1 Weather Station Unit 1 Deluxe Y-Strainer 14 Mesh 100 Power Cable: Control Panel to on Site Power Model Year:2014 S/N:5APUF08127L004546
Resource West	1 Landshark Trailer Mounted Evaporator, Serial #204, one Pump Package 2x2, one Weather Station Unit, one Y-Strainer Assembly 14 Mesh and Power Cable Model Year:2014 S/N:5APUF08137L004409

Initials

