

B7 (Official Form 7) (04/13)

**United States Bankruptcy Court
Southern District of Texas**

In re Hamilton Investment Group, Inc.

Debtor(s)

Case No. 15-60072Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
-\$2,439,012.53	2015 YTD: 2015 YTD Business Operations
-\$1,674,676.00	2014: 2014 YTD Business Operations

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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2**3. Payments to creditors**None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attachment 3b		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Attachment 3c		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Case No. 2015-42553: Worldwide Power Products, LLC v. HII Technologies, Inc., Hamilton Investment Group, Inc., et. al.	Collection	129th District Court, Harris County, TX	Pending
Case No. 2015-44263: Heartland Bank as Administrative Agent v. HII Technologies, Inc., Hamilton Investment Group, Inc., et. al.	Civil	129th District Court, Harris County, TX	Dismissed
Case No. CJ-2015-142: S&M Assets, LLC, Mark Hamilton, and Sharon Hamilton v. Hamilton Investment Group, Inc., and HII Technologies, Inc.	Civil	District Court of Logan County, OK	Dismissed

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
HII Technologies, Inc.	June 26, 2015	See attached Exhibit 4b -- Logan County TRO and list of property

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Chase Bank	checking, ending #1494	Closed
F&M	checking, ending #0911	Closed
F&M	checking, ending #1937	Closed

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Mark Milliner 11846 Riverview Dr. Houston, TX 77077	August 2014 - July 2015
Meggen Rhodes 5603 Pine Arbor Drive Houston, TX 77066	August 2014 - Present
Darija Bajraktarevic 12911 Newberry St Sugar Land, TX 77478	August 2014 - Present
Anna Phan 1006 Duke Cove Pflugerville, TX 78660	August 2014 - July 2015
Horalia Worrell 9338 Vanwood Street Houston, TX 77040	August 2014 - August 2015

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NAME AND ADDRESS

**Imperial Accounting & Cost Control
5550 N Braeswood, Suite 67
Houston, TX 77096**

DATES SERVICES RENDERED

August 2014 - December 2014

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

MaloneBailey, LLP

ADDRESS

**9801 Westheimer Rd,
Suite 1100
Houston, TX 77042**

DATES SERVICES RENDERED

2014 - Present

Ham, Langston & Brezina, LLP

**11550 Fuqua,
Suite 475
Houston, TX 77034**

2014

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

**Heartland Bank
1 Information Way,
Suite 300
Little Rock, AR 72202**

DATE ISSUED

3/31/2015

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

June 9, 2015

INVENTORY SUPERVISOR

Hilco Valuation Services

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

**See HII Technologies, Inc. SOFA,
Schedule 20, Inventories**

None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

June 9, 2015

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**Hilco Valuation Services
5 Revere Drive Ste 206
Northbrook, IL 60062**

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Matthew Flemming 8614 Westview Dr Houston, TX 77055	Director	N/A

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
William Mark Hamilton	President	approx. 06/01/2015

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
Hll Technologies, Inc.	03-0453686

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 2, 2015

Signature /s/ Loretta R. Cross
Loretta R. Cross
Chief Restructuring Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Hamilton Investment Group
Payments
07.18.15 - 09.30.15

	<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Split</u>	<u>Amount</u>
Heartland (Checking)						
	Check	07/31/2015	BankFee	Heartland Bank	Bank Service Charges	-25.00
Total Heartland (Checking)						-25.00
TOTAL						-25.00

Hamilton Investment Group
Payments to Insiders
09.01.14 - 09.30.15

	<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Split</u>	<u>Amount</u>
Heartland (Checking)	Check	02/05/2015	30118	Hamilton, Sharon K.	-SPLIT-	-4,821.70
CHASE BANKING (Checking)	Check	04/07/2015	2236	Hamilton, Sharon K.	-SPLIT-	-1,246.56
F & M Bank (checking)	Check	09/05/2014	20211	Hamilton, Sharon K.	-SPLIT-	-769.04
F & M Bank (checking)	Check	10/27/2014	20324	Hamilton, Sharon K.	-SPLIT-	-69,118.99
F & M Bank (checking)	Check	02/12/2015	20393	Hamilton, Sharon K.	-SPLIT-	-26,087.72

DISTRICT COURT OF LOGAN COUNTY
STATE OF OKLAHOMA

S & M ASSETS, LLC,)
MARK HAMILTON, individually, and)
SHARON HAMILTON, individually,)
)
Plaintiffs,)
)
v.)
)
HAMILTON INVESTMENT GROUP,)
INC., and HII TECHNOLOGIES, INC.,)
)
Defendants.)

Case No. CJ-2015-142

TEMPORARY RESTRAINING ORDER

On this the 26th day of June, 2015, upon consideration of the Petition and Motion for Order of Attachment and Temporary Restraining Order, and having determined that:

1. Unless the Defendants are restrained immediately from taking the actions described in the Petition and Motion, Plaintiff will suffer immediate and irreparable injury before a hearing on the request for Order of Attachment is held.
2. Notice of the Motion for Temporary Restraining Order was not given to Defendants because Plaintiffs will suffer immediate and irreparable injury before a hearing on the Motion for Order of Attachment is held.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the Defendants are temporarily enjoined from removing from the current location in Logan County, Oklahoma, the property set out on Exhibit "E" to the Motion, and further copy attached hereto, until the Court issues its Order on the request for Order of Attachment.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Temporary Restraining Order shall be effective upon notice to the Defendants and shall remain in effect until further Order of this Court.

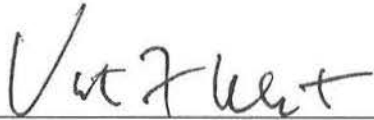
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that a hearing on the Motion for Order of Attachment is set for hearing at 1:30 P.m. on the 21 day of July, 2015, before the Honorable, Andy.

THIS TEMPORARY RESTRAINING ORDER IS ISSUED at 4:10 p.m.
on **June 26, 2015.**



JUDGE OF THE DISTRICT COURT

APPROVED:

A handwritten signature in black ink, appearing to read "Victor F. Albert". The signature is written in a cursive style with a horizontal line underneath it.

VICTOR F. ALBERT, OBA# 12069
CONNER & WINTERS, L.L.P.
One Leadership Square, Suite 1700
211 North Robinson
Oklahoma City, OK 73102-7101
Telephone: (405) 272-5747
Facsimile: (405) 232-2695

ATTORNEY FOR PLAINTIFFS

HAMILTON INVESTMENT GROUP, INC.

DESCRIPTION	SERIAL NUMBER
GODWIN PUMP	1060542-05
WARREN CAT LIGHT PLANT	C07-12-02905
GODWIN PUMP	0957815-02
HERTZ 6X8 PUMP	614-85-7003
HERTZ 6X8 PUMP	614-85-7004
WARREN CAT LIGHT PLANT	C08-12-03696
WARREN CAT LIGHT PLANT	68M02945
SKYTRACK 6036	9831
WARREN CAT LIGHT PLANT	C90-03-03818
GODWIN PUMP	1090542-02
GODWIN PUMP	0957815-5
WARREN CAT LIGHT PLANT	C07-11-02867
HORSECREEK TRAILER	5BSCA2427BC025382
CASE TRACK LOADER	JAF00440N8M483168
HORSECREEK TRAILER	5BSBA4026AC024185
KOMATSU TRACKHOE	3233
MIDLAND SPOOL TRAILER	1S9ES19269E464010
HORSECREEK MANIFOLD TRAILER	5BSBA3226BC025166
HORSECREEK TRAILER	5BSCA2429BC025383
HORSCREEK TRAILER	5BSBA3421BC025380
GREEN HEAVY BILT TRAILER	
SUREPULL TRAILER	1J9DG3225AJ143006
HORSECREEK TRAILER	5BSBA3425BC025379
SUREPULL TRAILER	1J9DG3227AJ143007
GODWIN PUMP	1060542-04
MIDLAND SPOOL TRAILER	1S9ES19250E464003
WARREN CAT LIGHT PLANT	C11-03-04671
WARREN CAT LIGHT PLANT	C11-02-04584
GODWIN PUMP	10645203
SUREPULL TRAILER	1J9DG3229AJ143008
KOMATSE DOZER	69911

SKYTRACK 8042	160028172
GODWIN PUMP	0957815-03
16' FLATBED TRAILER	41MAU12281W01117
MIDLAND SPOOL TRAILER	1S9ES19230E464002
MIDLAND SPOOL TRAILER	1S9ES19290E464005
HORSECREEK TRAILER	5BSBA3421BC025377
HORSECREEK TRAILER	5BSBA3423BC025378
HORSECREEK TRAILER	5BSBA3423BC025381
WARREN CAT LIGHT PLANT	C08-02-03005
WARREN CAT LIGHT PLANT	C08-05-03251
WARREN CAT LIGHT PLANT	C07-04-2434
WARREN CAT LIGHT PLANT	C08-07-03393
WARREN CAT LIGHT PLANT	C08-10-03576
HERTZ 6X8 PUMP	9071
WARREN CAT LIGHT PLANT	C08-07-03379
GODWIN PUMP	1060542-06
TRASH TRAILER	46UFU1829A1125172
TRASH TRAILER	46UFU1825A1125170
STOCK TRAILER	
BESTBILT UTILITY TRAILER	5YHBU1623BM602873
MAXEY TRAILER	5GXSL16208M008769
POLARIS RANGER	4Xahr76A7C4715735
RED UTILITY TRAILER	1CABC20225T030203
GODWIN PUMP	1060542-01
PIPE TAMER TRAILER	1RCFBCY2091000816
BESTBILT UTILITY TRAILER	5YHBU1623BM502806
WARREN CAT GENERATOR	7109704
TRASH TRAILER	46UFU1827A1125171
BESTBILT UTILITY TRAILER	5YHBU162XAM902007
CASE TRACK LOADER	JATV380CBM441072
IRONWORK FLATBED TRAILER	1Z9CS20257W276817
WARREN CAT GENERATOR	7205409
MIDLAND SPOOL TRAILER	1S9ES19200E464006
BESTBILT UTILITY TRAILER	5YHBU162XBM002112
CASE TRACK LOADER	NCM450897
OVERBILT TRAILER	1Z9HD4127C0058458
HORSECREEK TRAILER	5BSBA3429DC028238

HORSECREEK TRAILER	5BSBA3429DC028239
HORSECREEK TRAILER	5BSBA3424DC028292
HORSECREEK TRAILER	5BSBA3426DC028293
HORSECREEK TRAILER	5BSBA3428DC028294
HORSECREEK TRAILER	5BSBA342XDC028295
HORSECREEK MANIFOLD TRAILER	5BSBA4027DC028296
HORSECREEK MANIFOLD TRAILER	5BSBA4029DC028297
TEXMEX UTILITY TRAILER/GENERATOR	41MAU162DW042433/7343710
TEXMEX UTILITY TRAILER/GENERATOR	41MAU162DW042404/7342916
TEXMEX UTILITY TRAILER/GENERATOR	41MAU162XDW042405/7343709
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1621DW042406/7328852
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1623DW042407/7342901
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1625DW042408/7342912
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1622DW042429/7342904
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1629DW042430/7342790
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1620DW042431/7342903
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1622DW042432/7343699
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1621DW042244/7343721
TEXMEX UTILITY TRAILER/GENERATOR	41MAU1628AW038834/7204389
JD MOTOR GRADER	DW670BX555011
PETERBILT TRUCK	1XPWD4EXX8D762914
PETERBILT TRUCK WATER RIG	2NPNPZOX74M815280
TRAIL KING TRAILER	1THJ051378M072241
MACK TRUCK WATER DRILLING	1M2AX09C8DM017359
INTERNATIONAL TRUCK	1HTSDAAN85SH651557
FREIGHTLINER TRUCK	1FVHF0CV27LX00592
DODGE 1-TON	3C7WRTCL0DG591927
DODGE 1-TON	3C7WDTCLXCG249916
DODGE 1-TON	3C7WRTCL7DG540893
DODGE 1-TON	3C7WRTCL4EG105511
DODGE 3/4 TON	3C6UR5CLXDG590680
DODGE 3 /4 TON	3C6UR5CL3DG590679
DODGE 1-TON	3C7WRTCL4EG236101
DODGE UTILITY 1-TON	3C63RRGLXDG607233
DODGE 1-TON	3C7WRTCL6EG105512
DODGE 1-TON	3C63DRGL7CG255726
DODGE WELL TRUCK	3DWU7CL4BG501902

DODGE 1-TON	3C63DRGL6CG305094
DODGE 1-TON	3C63DRGL1CG290049
DODGE 1-TON	3C63RRGL2DG568525
JD GATOR	1M0825GSABN021953
SUZUKI ATV	5SAAM46A1D7100706
DODGE 1-TON	3C63DRGL6CG347989
DODGE 1-TON	3C7WRTCL2EG105510
DODGE 1-TON	3C7WRTCL2DG590343
DODGE 1-TON	3C7WRTCL0DG590339
DODGE 1-TON	3C7WRTCL3EG113440
SUZUKI ATV	5SAAM46A5D7101437
DODGE 1-TON	3C63RRDL2DG568332
DODGE 1-TON	3C63RRGL9DG568330
LONE STAR TRAILER/8X10 PUMP	5VYBL2Q28DH004475/16191
LONE STAR TRAILER/8X10 PUMP	5VYBL2025DH004479/16586
LONE STAR TRAILER/8X10 PUMP	5VYBL2023DH004478/16051
LONE STAR TRAILER/8X10 PUMP	5VYBL202XDH004476/16046
LONE STAR TRAILER/8X10 PUMP	5VYBL2026DH004474/16547
LONE STAR TRAILER/8X10 PUMP	5VYBL2021DH004477/16063
LONE STAR TRAILER/8X10 PUMP	5VYBL2021DH004480/16546
IRONWORK SPOOL TRAILER	1Z9CS1220CW276154
WHITE FLATBED TRAILER	122633707A
BIG TEX TRAILER	16VAX1016C2A40209
STAGECOACH TRAILER	5NYBU1223BN5C5223
IRONWORK SPOOL TRAILER	1Z9CS1229CW276153
BESTBILT UTILITY TRAILER /GENERATOR	5YHBU1627BMD02342/7109338
IRON WORK FLATBED TRAILER	129CS20287W276126
FLOAT TRAILER	ARKAVTL0550369442
GODWIN PUMP	0957815-04
WARREN CAT GENERATOR	7205387
WARREN CAT GENERATOR	7204777
WARREN CAT GENERATOR	7204797
WARREN CAT GENERATOR	7109919
WARREN CAT GENERATOR	7205056
SULLAIR AIR COMPRESSOR	2.01109E+11
WARREN CAT GENERATOR	7109994
KOMATSU TRACKHOE	C06960

GODWIN PUMP	0332154/9
HERTZ 8X10 PUMP	7862
STARLITE DOVETAIL TRAILER	13YFS2026CC117391
CONTIN TRAILER/PRESSURE WASHER	5NHUCCV25CY016508
UTILITY TRAILER	5YHBU1629AM701862
DIAMOND CIRCLE TRAILER	46UFU2028D1147671
IRONWORK FUEL TANK TRAILER	1Z9CS2023AW276722
TRASH TRAILER	464UFU1829A1125169
BESTBILT TRAILER	5YHBU162XAM902103
CAVALIER TRAVEL TRAILER	1NL1GTR2261053138
CAVALIER TRAVEL TRAILER	1NL1VTR2361085148

FLATBED TRAILER	5YHBU1629AM801919
WARREN CAT GENERATOR	7205051
MCELROY TRACSTAR RAINMAKER	
DITCHER ATTACHMENT	
FORK ATTACHMENT	
1/2 TANK	
BUCKET ATTACHMENT	

60 Single Road Crossings
3 Double Road Crossings
4 Layflay Road Crossings
5 Turtle Shell Road Crossings

27 miles 10" Aluminum Pipe
7 miles 10" Layflat Hose
3 miles 2" Polypipe
52 miles 3" Polypipe

SCHEDULE 3.16

(b) Patents, Registrations, etc.

None

(c) Contracts Licenses Relating to Royalty Payments

None