

B6 Summary (Official Form 6 - Summary) (12/14)

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

In re **Sage Power Solutions, Inc.**

Debtor

Case No. **15-60073**Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>3</b>	<b>787,094.91</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>2</b>		<b>13,867,297.25</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>3</b>		<b>139,280.59</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>11</b>		<b>1,987,283.51</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>22</b>			
		Total Assets	<b>787,094.91</b>		
		Total Liabilities		<b>15,993,861.35</b>	

B6A (Official Form 6A) (12/07)

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	<b>0.00</b>	(Total of this page)
Total >	<b>0.00</b>	

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Sage Power Solutions, Inc.Case No. 15-60073

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Cash - Heartland	-	0.00
		Cash - Chase	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Lease Security Deposit	-	33,500.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	33,500.00
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Sage Power Solutions, Inc.Case No. 15-60073

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Net Trade Accounts Receivable</b>	-	<b>749,998.25</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Prepaid Lease Expense</b>	-	<b>3,596.66</b>
		<b>The Debtor believes it has viable claims against the Debtor's insiders, former insiders, and former employees.</b>	-	<b>Unknown</b>
			Sub-Total >	<b>753,594.91</b>
			(Total of this page)	

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Sage Power Solutions, Inc.**Case No. **15-60073**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		<b>See Hll Technologies, Inc. (15-60070) Schedule B #29</b>	-	<b>Unknown</b>
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>787,094.91</b>

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

B6D (Official Form 6D) (12/07)

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.  <b>BCL-Equipment Leasing, LLC</b> <b>450 Skokie Blvd, Bldg 600</b> <b>Northbrook, IL 60062</b>	-					X X		
		<b>Capital Lease Agreement - 15.875 miles of 10-inch lay-flat hose; 13 miles of 12 inch lay-flat hose</b>						
		Value \$ <b>Unknown</b>					<b>1,691,820.52</b>	<b>Unknown</b>
Account No.  <b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way, Suite 300</b> <b>Little Rock, AR 72202</b>	-							
		<b>3-year term loan - all assets</b>						
		Value \$ <b>Unknown</b>					<b>9,200,000.00</b>	<b>Unknown</b>
Account No.  <b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way, Suite 300</b> <b>Little Rock, AR 72202</b>	-							
		<b>Account Purchase Agreement - accounts</b>						
		Value \$ <b>Unknown</b>					<b>1,300,000.00</b>	<b>Unknown</b>
Account No.  <b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way Ste 300</b> <b>Little Rock, AR 72202</b>	-							
		<b>Accrued Interest on Term Loan - all assets</b>						
		Value \$ <b>Unknown</b>					<b>107,781.09</b>	<b>Unknown</b>
Subtotal								
(Total of this page)							<b>12,299,601.61</b>	<b>0.00</b>

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Sage Power Solutions, Inc.  
Debtor

Case No. 15-60073

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No.								
<b>McLarty Capital Partners SBIC, LP c/o Arent Fox LLP Attn: Mark Joachim 1717 K Street NW Washington, DC 20006-5344</b>								
							Unknown	Unknown
Account No.								
<b>Nations Fund I, LLC 101 Merritt Seven, 5th Floor Norwalk, CT 06851</b>					X	X		
							1,567,695.64	Unknown
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							<b>1,567,695.64</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>13,867,297.25</b>	<b>0.00</b>

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

Subtotal  
(Total of this page)  
Total  
(Report on Summary of Schedules)

**1,567,695.64**  
**0.00**  
**13,867,297.25**  
**0.00**

In re Sage Power Solutions, Inc.Case No. 15-60073Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* 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.



B6E (Official Form 6E) (4/13) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>Benevides, Audelio</b> <b>2604 Kitty hawk Rd</b> <b>Beeville, TX 78102</b>		-					<b>1,040.00</b>	<b>0.00</b>
								<b>1,040.00</b>
Account No. <b>Nichols, Gina</b> <b>410 Manley</b> <b>Navasota, TX 77868</b>		-					<b>440.00</b>	<b>0.00</b>
								<b>440.00</b>
Account No.								
Account No.								
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>1,480.00</b>	<b>1,480.00</b>

Sheet **1** of **2** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Texas State Comptroller Comptroller of Public Accounts PO Box 149359 Austin, TX 78714-9359</b>		-					<b>137,800.59</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								
Account No.								

Sheet **2** of **2** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

**137,800.59**      **0.00**  
**137,800.59**

Total  
(Report on Summary of Schedules)

**139,280.59**      **0.00**  
**139,280.59**

B6F (Official Form 6F) (12/07)

In re Sage Power Solutions, Inc. Case No. 15-60073  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>2J Lease Service LLC</b> <b>P O Box 746</b> <b>Tuleta, TX 78162</b>		-				<b>3,136.50</b>
Account No.  <b>A and A Auto Parts</b> <b>119 S Commerce Street</b> <b>Dilley, TX 78017</b>		-				<b>2,846.68</b>
Account No.  <b>A-line Auto Parts</b> <b>104 N Lavaca Drive</b> <b>Moulton, TX 77975</b>		-				<b>224.02</b>
Account No.  <b>Absolute Waste</b> <b>P O Box 260898</b> <b>Corpus Christi, TX 78426</b>		-				<b>306.28</b>
Subtotal (Total of this page)						<b>6,513.48</b>

10 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Alaniz &amp; Perez Tire Pros</b> <b>711 St Marys Street</b> <b>Beeville, TX 78102</b>		-	Trade debt			<b>1,332.40</b>
Account No.  <b>Art's Welding &amp; Fabrication</b> <b>2547 Lehman Drive</b> <b>Beeville, TX 78102</b>		-	Trade debt			<b>10,440.00</b>
Account No.  <b>ATI Advantage, LLC</b> <b>39397 FM 529</b> <b>Brookshire, TX 77423</b>		-	Trade debt			<b>6,470.61</b>
Account No.  <b>Axis Capital, Inc.</b> <b>308 North Locust Street</b> <b>Grand Island, NE 68801</b>		-	Trade debt			<b>50,669.49</b>
Account No.  <b>Bartlett Petroleum, Inc.</b> <b>P O Box 1367</b> <b>George West, TX 78022</b>		-	Trade debt			<b>28,654.52</b>
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>97,567.02</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Bee Auto Specialty</b> <b>630 N Washington</b> <b>Beeville, TX 78102</b>		-	Trade debt				1,467.71	
Account No.  <b>Buck's Engines</b> <b>P O Box 731595</b> <b>Dallas, TX 75373</b>		-	Trade debt				44,326.50	
Account No.  <b>Cactus Tools, LLC</b> <b>207 FM 1203</b> <b>Beeville, TX 78102</b>		-	Trade debt				1,067.50	
Account No.  <b>CC Battery Company, Inc.</b> <b>3513 Agness Street</b> <b>P O Box 2823</b> <b>Corpus Christi, TX 78403-2823</b>		-	Trade debt				1,969.11	
Account No.  <b>Coastal Diesel Injection</b> <b>5809 Leopard Street</b> <b>Corpus Christi, TX 78408</b>		-	Trade debt				2,614.50	
Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>51,445.32</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Corpus Christi Electric Co., Inc.</b> <b>P O Box 2884</b> <b>Corpus Christi, TX 78403</b>			<b>Trade debt</b>				<b>11,047.94</b>	
Account No.  <b>Enterprise FM Trust</b> <b>Enterprise Fleet Management</b> <b>P O Box 800089</b> <b>Kansas City, MO 64180</b>			<b>Trade debt</b>				<b>36,572.03</b>	
Account No.  <b>Fastenal Company</b> <b>P O Box 978</b> <b>Winona, MN 55987-0978</b>			<b>Trade debt</b>				<b>3,840.34</b>	
Account No.  <b>Ferezco Power Systems</b> <b>P O Box 365</b> <b>Poteet, TX 78065</b>			<b>Trade debt</b>				<b>5,683.16</b>	
Account No.  <b>Flow-Zone</b> <b>Dept 248</b> <b>P O Box 4346</b> <b>Houston, TX 77210-4346</b>			<b>Trade debt</b>				<b>11,848.94</b>	
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>68,992.41</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Gilman &amp; Gilman</b> <b>710 N Post Oak Road, Suite 400</b> <b>Houston, TX 77024</b>		-	Trade debt			<b>146.45</b>
Account No.  <b>HCTRA</b> <b>Violations Dept 1</b> <b>P O Box 4440</b> <b>Houston, TX 77210-4440</b>		-	Trade debt			<b>76.00</b>
Account No.  <b>Health Care Services Corporation</b> <b>PO Box 731428</b> <b>Dallas, TX 75373-1428</b>		-	Trade debt			<b>4,621.60</b>
Account No.  <b>Hertz Equipment Rental</b> <b>Service Pump and Compressor</b> <b>Division</b> <b>P O Box 650280</b> <b>Dallas, TX 75265-0280</b>		-	Trade debt			<b>96,826.79</b>
Account No.  <b>Holt CAT Power Systems</b> <b>P O Box 911975</b> <b>Dallas, TX 75391-1975</b>		-	Trade debt			<b>303,578.37</b>
Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>405,249.21</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Hose of South Texas</b> <b>P O Box 9576</b> <b>Corpus Christi, TX 78469-9576</b>		-	Trade debt				971.50	
Account No.  <b>Husky Trailer &amp; Parts Co.</b> <b>5202 Ayers</b> <b>Corpus Christi, TX 78415</b>		-	Trade debt				1,168.05	
Account No.  <b>Lone Star Country Store</b> <b>14342 Northwest Blvd</b> <b>Corpus Christi, TX 78410</b>		-	Trade debt				3,914.52	
Account No.  <b>LT Energy Services</b> <b>88269 Expedite Way</b> <b>Chicago, IL 60295-0001</b>		-	Trade debt				7,509.38	
Account No.  <b>MBL Metals LLC</b> <b>dba AMC Solutions</b> <b>P O Box 3742</b> <b>Lafayette, LA 70502</b>		-	Trade debt				3,778.46	
Sheet no. <u>5</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>17,341.91</b>



B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>McMahan Welding Service, LTD</b> <b>269 US Hwy 183 South</b> <b>Cuero, TX 77954</b>		-	Trade debt				55.04	
Account No.  <b>Micro-Design, Inc.</b> <b>P O Box 59449</b> <b>Dallas, TX 75229</b>		-	Trade debt				315.00	
Account No.  <b>Omnimetrix</b> <b>4295 Hamilton Mill Rd Ste 100</b> <b>Buford, GA 30518</b>		-	Trade debt				420.00	
Account No.  <b>Paychex</b> <b>8605 Freeport Pkwy</b> <b>Irving, TX 75063</b>		-	Trade debt				57,709.60	
Account No.  <b>Power Reserve Corp</b> <b>13310 Hempstead Hwy</b> <b>Houston, TX 77040</b>		-	Trade debt				509,709.30	
Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>568,208.94</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Power Solutions International</b> <b>P O Box 204425</b> <b>Dallas, TX 75320</b>		-	Trade debt				696.27	
Account No.  <b>Power Solutions International</b> <b>201 Mittel Drive</b> <b>Wood Dale, IL 60191</b>		-	Trade debt				303,843.00	
Account No.  <b>Powerhouse Energy Rentals</b> <b>137 Legacy View</b> <b>La Vernia, TX 78121</b>		-	Trade debt				26,814.28	
Account No.  <b>Rush Logistics, Inc.</b> <b>3418 Hwy 6 South Ste B #350</b> <b>Houston, TX 77082</b>		-	Trade debt				12,350.00	
Account No.  <b>Startex Gasoline &amp; Oil</b> <b>5412 Leopard</b> <b>Corpus Christi, TX 78415</b>		-	Trade debt				7,768.84	
Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>351,472.39</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Sage Power Solutions, Inc.

Case No. 15-60073

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Sunbelt Rentals Oil &amp; Gas Services</b> <b>P O Box 409211</b> <b>Atlanta, GA 30384</b>		-	Trade debt				3,308.33	
Account No.  <b>Taylor Power Systems</b> <b>P O Box 29</b> <b>Louisville, MS 39339</b>		-	Trade debt				33,300.23	
Account No.  <b>Texas Fueling Services, Inc.</b> <b>4220 Laura Koppe</b> <b>Houston, TX 77016</b>		-	Trade debt				37,698.58	
Account No.  <b>The Petruzzi Law Firm</b> <b>4900 Woodway, Suite 745</b> <b>Houston, TX 77056</b>		-	Legal fees				1,613.00	
Account No.  <b>Timekeepers, Inc.</b> <b>41109 Interstate 10 West #C</b> <b>Boerne, TX 78006</b>		-	Trade debt				111,193.36	
Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>187,113.50</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Tio Tire</b> <b>708 East Houston Street</b> <b>Beeville, TX 78102</b>		-	Trade debt				<b>1,059.18</b>	
Account No.  <b>Total Graphics</b> <b>612 N Washington Street</b> <b>Beeville, TX 78102</b>		-	Trade debt				<b>1,526.87</b>	
Account No.  <b>Vcorp Services</b> <b>25 Robert Pitt Drive Ste 204</b> <b>Monsey, NY 10952</b>		-	Trade debt				<b>350.00</b>	
Account No.  <b>Velvin Oil Co.</b> <b>P O Box 993</b> <b>Henderson, TX 75653</b>		-	Trade debt				<b>23,397.69</b>	
Account No.  <b>Villarreal Production Service</b> <b>P O Box 947</b> <b>641 FM 496</b> <b>Zapata, TX 78076</b>		-	Trade debt				<b>3,235.00</b>	
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>29,568.74</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Water Transfer LLC Rental Division 619 W Texas Ste 111 Midland, TX 79701</b>		-	Trade debt			<b>88,159.03</b>	
Account No.  <b>WorldWide Power Products 5711 Brittmoore Houston, TX 77041</b>		-	Trade debt	X	X	X	<b>115,651.56</b>
Account No.							
Account No.							
Account No.							
Sheet no. <b>10</b> of <b>10</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>203,810.59</b>
						Total (Report on Summary of Schedules)	<b>1,987,283.51</b>

B6G (Official Form 6G) (12/07)

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Axis Capital, Inc. 308 North Locust Street Grand Island, NE 68801</b>	<b>Equipment Leases</b>
<b>BCL-Equipment Leasing, LLC 450 Skokie Blvd, Bldg 600 Northbrook, IL 60062</b>	<b>Equipment Leases</b>
<b>Entrprise FM Trust PO Box 800089 Kansas City, MO 64180</b>	<b>Equipment Leases</b>
<b>Nations Fund I, LLC 101 Merritt Seven, 5th Floor Norwalk, CT 06851</b>	<b>Equipment Leases</b>
<b>Power Reserve Corp 13310 Hempstead Hwy Houston, TX 77040</b>	<b>Equipment Leases</b>

B6H (Official Form 6H) (12/07)

In re **Sage Power Solutions, Inc.**

Case No. **15-60073**

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Apache Energy Services, LLC</b> <b>dba AES Water Solutions</b> <b>dba AES Safety Services</b> <b>793 Charco Street</b> <b>Goliad, TX 77963</b>	<b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way Ste 300</b> <b>Little Rock, AR 72202</b>
<b>Aqua Handling of Texas, LLC</b> <b>1551 Damron Street</b> <b>Beeville, TX 78102</b>	<b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way Ste 300</b> <b>Little Rock, AR 72202</b>
<b>Hamilton Investment Group, Inc.</b> <b>dba Hamilton Water Transfer</b> <b>210 N Buffalo Ave</b> <b>Guthrie, OK 73044</b>	<b>Heartland Bank</b> <b>as Administrating Agent for Bank Group</b> <b>1 Information Way Ste 300</b> <b>Little Rock, AR 72202</b>
<b>HII Technologies, Inc.</b> <b>8588 Katy Freeway, Suite 430</b> <b>Houston, TX 77024</b>	<b>Heartland Bank</b> <b>1 Information Way, Suite 300</b> <b>Little Rock, AR 72202</b>

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continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

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

In re **Sage Power Solutions, Inc.**

Debtor(s)

Case No. **15-60073**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **24** sheets, 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**

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