

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

In re Aqua Handling of Texas, LLC

Case No. 15-60071

Debtor

**AMENDED  
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>7H Oil Field Services, LLC</b> <b>Attn: Amy Hughes</b> <b>8605 CR 528</b> <b>Burleson, TX 76028</b>		-				<b>1,500.00</b>
Account No.  <b>Alaniz &amp; Perez Tire Pros</b> <b>711 St Marys Street</b> <b>Beeville, TX 78102</b>		-				<b>871.59</b>
Account No.  <b>Apache Energy Services, LLC</b> <b>dba AES Water Solutions</b> <b>dba AES Safety Services</b> <b>8588 Katy Freeway Ste 430</b> <b>Houston, TX 77024-1872</b>		-				<b>See Attachment F</b>
Account No.  <b>Barrels Per Minute Supply</b> <b>P O Box 851597</b> <b>Mesquite, TX 75185-1597</b>		-				<b>24,553.00</b>
<b>Subtotal</b> (Total of this page)						<b>26,924.59</b>

6 continuation sheets attached

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 (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>Beasley Tire Service, Inc.</b> <b>P O Box 11556</b> <b>Houston, TX 77293</b>			<b>Trade debt</b>				<b>558.74</b>	
Account No.  <b>Bluewater Equipment, Inc.</b> <b>1406-1/2 W Parkwood</b> <b>Friendswood, TX 77546</b>			<b>Trade debt</b>				<b>31,211.56</b>	
Account No.  <b>Branden Brewer</b> <b>PO Box 424</b> <b>Quitman, AR 72131</b>			<b>Trade debt</b>				<b>4,010.00</b>	
Account No.  <b>Cavazos Welding</b> <b>SB Factoring LLC</b> <b>Assignee for Cavazos Welding</b> <b>P O Box 3130</b> <b>Alice, TX 78333</b>			<b>Trade debt</b>				<b>17,475.00</b>	
Account No.  <b>Cecil Atkission Motors, Inc.</b> <b>2630 East Main Street</b> <b>Uvalde, TX 78801</b>			<b>Trade debt</b>				<b>320.00</b>	
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>53,575.30</b>

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 (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.  City of North Richland Hills Photo Enforcement Program Payment Center P O Box 76870 Cleveland, OH 44101	-					100.00
Account No.  Clean Blast Services Dept #41575 P O Box 650823 Dallas, TX 75265	-	Trade debt				12,681.44
Account No.  Draco Oil Field Services P O Box 60 Alice, TX 78333	-	Trade debt				30,445.00
Account No.  Enterprise FM Trust Enterprise Fleet Management P O Box 800089 Kansas City, MO 64180	-	Trade debt				64,732.88
Account No.  GSS Construction & Oilfield Supply 4809 Hazel Jones Road Bossier City, LA 71111	-	Trade debt				64,415.75
Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>172,375.07</b>

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 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B 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>Hertz Equipment Rental</b> <b>P O Box 650280</b> <b>Dallas, TX 75265-0280</b>		-	Trade debt				<b>133,252.23</b>
Account No.  <b>K&amp;B Services of Ark</b> <b>P O Box 424</b> <b>Quitman, AR 72131</b>		-	Trade debt				<b>10,500.00</b>
Account No.  <b>Midwest Hose &amp; Speciality, Inc.</b> <b>P O Box 96558</b> <b>Oklahoma City, OK 73143</b>		-	Trade debt				<b>6,656.99</b>
Account No.  <b>Odessa Pump &amp; Equipment</b> <b>P O Box 60429</b> <b>Midland, TX 79711-0429</b>		-	Trade debt				<b>48,216.63</b>
Account No.  <b>OTG Services LLC</b> <b>P O Box 209</b> <b>Fort Stockton, TX 79735</b>		-	Trade debt				<b>9,140.09</b>
Sheet no. <u>3</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>207,765.94</b>

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**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>Power Reserve Corp</b> <b>13310 Hempstead Hwy</b> <b>Houston, TX 77040</b>		-	Trade debt				<b>350,000.00</b>	
Account No.  <b>RDG Equipment Leasing</b> <b>P O Box 2012</b> <b>Burleson, TX 76097</b>		-	Trade debt				<b>15,300.00</b>	
Account No.  <b>Rocking K Consulting</b> <b>P O Box 808</b> <b>Helotes, TX 78023</b>		-	Trade debt				<b>24,495.30</b>	
Account No.  <b>Sage Power Solutions, Inc.</b> <b>fka KMHVC, Inc. dba South Texas Power</b> <b>8588 Katy Freeway Ste 430</b> <b>Houston, TX 77024-1872</b>		-	<u>Intercompany transfer</u>				<b>See Attachment F</b>	
Account No.  <b>Self Radio, Inc.</b> <b>P O Box 76</b> <b>Montague, TX 76251</b>		-	Trade debt				<b>3,324.20</b>	
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>393,119.50</b>

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 (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>Sendero Sales &amp; Rental Inc.</b> <b>122 County Road 3341</b> <b>Paradise, TX 76073</b>			<b>Trade debt</b>				<b>47,784.00</b>
Account No.  <b>Shirley Staples</b> <b>PO Box 85</b> <b>Tuleta, TX 78162</b>			<b>Rent Payable</b>				<b>8,750.00</b>
Account No.  <b>Simons Petroleum, LLC</b> <b>777 Main Street Ste 2000</b> <b>Fort Worth, TX 76102</b>			<b>Trade debt</b>				<b>10,078.01</b>
Account No.  <b>Sunstream Services Co.</b> <b>P O Box 514</b> <b>Grandview, TX 76050</b>			<b>Trade debt</b>				<b>103,953.00</b>
Account No.  <b>Tommy White Supply Co.</b> <b>PO Box 1709</b> <b>Midland, TX 79702-1709</b>			<b>Trade debt</b>				<b>1,809.41</b>
Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>172,374.42</b>

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 (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>TxTag</b> <b>P O Box 650749</b> <b>Dallas, TX 75265-0749</b>		-	Trade debt				17.41	
Account No.  <b>TXU Energy</b> <b>PO Box 650638</b> <b>Dallas, TX 75265-0638</b>		-	Trade debt				1,536.18	
Account No.  <b>United Rentals Pump Solutions</b> <b>United Rentals (North America)&lt; inc.</b> <b>P O Box 840514</b> <b>Dallas, TX 75284-0514</b>		-	Trade debt				119,481.17	
Account No.  <b>US Chaparrel Water Systems, Inc.</b> <b>P O Box 80249</b> <b>Midland, TX 79708</b>		-	Trade debt				25.00	
Account No.								
Sheet no. <u>6</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>121,059.76</b>
							Total (Report on Summary of Schedules)	<b>1,147,194.58</b>

**Attachment F**

**NOTICE - Intercompany Claims.** Receivables and payables among the Debtors in these Chapter 11 Cases are reported on Schedule B16 and Schedule F, respectively, at book value. The Debtors have a centralized cash management system that uses various bank accounts for the collection of operating revenues and payment of various disbursements and other operating expenses. The Debtor HII Technologies typically sweeps funds from the individual accounts into the master account to pay expenses, debt service, and for other business purposes. Generally, as reflected herein, an account held by HII Technologies operates as the master account. Beyond transfers to and from the master accounts, in the ordinary course of business there are receivables and payables created between and among the various Debtors.

Intercompany receivables and payables on Schedule B16 and Schedule F are as of September 18, 2015 and are at book value. Unless otherwise noted in the Schedules and Statements, the Debtors record the resulting net balances of these transactions in their books and records as equalized entries that have been entered into in the ordinary course of business. The listing of any amounts with respect to such receivables and payables is not and shall not be construed as an admission of the characterization of such balances, as debt, equity or otherwise. Furthermore, the listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or claim status of any intercompany liability account. The Debtors reserve all rights to later change the characterization, classification, categorization or designation of intercompany accounts reported in the Schedules and Statements.

Intercompany receivables may or may not result in allowed or enforceable amounts due to a given Debtor, and listing these receivables is not an admission on the part of the Debtors that the intercompany receivables are enforceable or collectible. The intercompany receivables also may be subject to set-off, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.



HII Technologies, Inc.  
 Intercompany Balances  
 09.18.15

	<b>HIG</b>	<b>AquaTex</b>	<b>AES</b>	<b>KMHVC</b>	<b>Safety</b>	<b>HIIT</b>
HIIT	(6,058,965.82)	6,184,830.18	(27,804,309.90)	(3,072,800.04)	7,741,402.91	-
AES Water	1,334,013.02	(6,893,703.34)	-	(3,935,200.88)	(6,799,730.47)	27,804,309.90
KMHVC (STP / Sage)	-	57,863.94	3,935,200.88	-	(32,666.50)	3,072,800.04
AquaTex	166,206.96	-	6,893,703.34	(57,863.94)	(20,279.81)	(6,184,830.18)
AES Safety	50,000.00	20,279.81	6,799,730.47	32,666.50	-	(7,741,402.91)
Hamilton	-	(166,206.96)	(1,334,013.02)	-	(50,000.00)	6,058,965.82