

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

In re Hamilton Investment Group, Inc.

Case No. 15-60072

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				
Account No. <u>Apache Energy Services, LLC</u> <u>dba AES Water Solutions</u> <u>dba AES Safety Services</u> <u>8588 Katy Freeway Ste 430</u> <u>Houston, TX 77024-1872</u>	-	<u>Intercompany transfer</u>					See Attachment F
Account No. <u>Aqua Handling of Texas, LLC</u> <u>8588 Katy Freeway Ste 430</u> <u>Houston, TX 77024-1872</u>	-	<u>Intercompany transfer</u>					See Attachment F
Account No. <u>AT&T Mobility</u> <u>P O Box 6463</u> <u>Carol Stream, IL 60197-6463</u>	-	<u>Trade debt</u>					1,082.39
Account No. <u>BakerCorp</u> <u>P O Box 843596</u> <u>Los Angeles, CA 90084-3596</u>	-	<u>Trade debt</u>					167.08
Subtotal (Total of this page)							1,249.47

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. Central Oklahoma Dodge Chrysler Jeep P O Box 98 Chandler, OK 74843		-	Trade debt				6,328.17	
Account No. Cintas Corporation 064 P O Box 88005 Chicago, IL 60680-1005		-	Trade debt				2,551.41	
Account No. DISA, Inc. Dept 890314 P O Box 120314 Dallas, TX 75312-0314		-	Trade debt				129.50	
Account No. Earl-Le Dozer Service, LLC P O Box 351 Drumright, OK 74030		-	Trade debt				5,613.56	
Account No. Earnheart Oil, Inc. 12740 West Hwy 51 Marshall, OK 73056		-	Trade debt				54,660.49	
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	69,283.13

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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. Enterprise FM Trust Enterprise Fleet Management P O Box 800089 Kansas City, MO 64180		-	Trade debt				4,074.15	
Account No. Fleetmatics USA, LLC P O Box 347472 Pittsburgh, PA 15251-4472		-	Trade debt				298.68	
Account No. Franks Diesel Service, Inc. P O Box 430 Perkins, OK 74059		-	Trade debt				12,906.38	
Account No. Gas & Supply Industrial Welding & Tool 125 Thruway Park Broussard, LA 70518		-	Trade debt				21.81	
Account No. GCR Tire Centers P O Box 910530 Denver, CO 80291-0530		-	Trade debt				5,344.93	
Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	22,645.95

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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. Goals Real Estate P O Box 31140 Edmond, OK 73003		-	Trade debt			700.00
Account No. H2 Services, LLC P O Box 1310 Guthrie, OK 73044		-	Trade debt			10,200.00
Account No. Hertz Equipment Rental Service Pump and Compressor Division P O Box 650280 Dallas, TX 75265-0280		-	Trade debt			7,176.72
Account No. ISN Software Corporation P O Box 841808 Dallas, TX 75284-1808		-	Trade debt			2,430.00
Account No. John W. Chain CPA 13916 Quail Pointe Dr Oklahoma City, OK 73134		-	Accounting			710.58
Sheet no. <u>3</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	21,217.30

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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. Kirby Smith Machinery, Inc. KSM Exchange LLC P O Box 270360 Oklahoma City, OK 73137	-	Trade debt				215.17
Account No. Mark & Sharon Hamilton 1601 W Logan Guthrie, OK 73044	-	Working Capital Adjustment Payable Subject to setoff.	X	X	X	2,428,871.46
Account No. NAPA Auto Parts & Machine 301 N Wentz Guthrie, OK 73044	-	Trade debt				8,296.66
Account No. OCT Equipment P O Box 270060 Oklahoma City, OK 73137-0060	-	Trade debt				7,042.71
Account No. R&R Oilfield Rentals Services, LLC P O Box 253 Ringwood, OK 73768	-	Trade debt				1,140.00
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,445,566.00

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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.						
Ryan Whaley Coldiron Jantzen Peters & Webber PLLC 119 N Robinson Ave Ste 900 Oklahoma City, OK 73102		-	Legal fees			10,228.56
Account No.						
SJ Water Solutions, LLC 813 Leach Street Kilgore, TX 75662		-	Trade debt			98,175.00
Account No.						
Tytan Poly Services, LLC 1108 West 1st Street Prague, OK 74864		-	Trade debt			43,460.00
Account No.						
United Rentals (North America), Inc. P O Box 840514 Dallas, TX 75284-0514		-	Trade debt			191,249.16
Account No.						
Utility Safety Services, LLC P O Box 634 Mustang, OK 73064		-	Trade debt			72.86
Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	343,185.58

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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.						
Walker Tire Co. 315 S Division Guthrie, OK 73044						1,527.49
Account No.						
Wilcoxson Oil & Services P O Box 534 Hominy, OK 74035-2235						5,985.13
Account No.						
Account No.						
Account No.						

Sheet no. 6 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

7,512.62

Total
(Report on Summary of Schedules)

2,910,660.05

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

	HIG	AquaTex	AES	KMHVC	Safety	HIIT
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