

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION

In re:	§	Chapter 11
	§	
HII TECHNOLOGIES, INC., <i>et al.</i> <sup>1</sup>	§	15-60070 (DRJ)
Debtors	§	(Jointly Administered)

**DEBTORS' EMERGENCY MOTION FOR AUTHORITY TO  
IMPLEMENT NOTICE PROCEDURES FOR EQUITY OWNERS  
UNDER BANKRUPTCY RULES 2002 AND 9007**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS\*\* OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING. REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY. \*\*EMERGENCY RELIEF IS REQUESTED AND YOU MUST RESPOND AT OR BEFORE THE HEARING.

**A HEARING WILL BE CONDUCTED ON THIS MOTION ON FEBRUARY 16, 2016 AT 2:30 PM IN COURTROOM 400, 515 RUSK, HOUSTON, TEXAS.**

**The Honorable David R. Jones,  
United States Bankruptcy Judge:**

HII Technologies, Inc. ("HII") and its subsidiaries, as debtors and debtors-in-possession in these chapter 11 cases (collectively, the "Debtors"), file this Emergency Motion for Authority

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

to Implement Notice Procedures for Equity Owners Under Bankruptcy Rules 2002 and 9007 “Motion”). In support of this Motion, the Debtors respectfully states as follows:

**Summary and Basis for Emergency Relief**

1. The Debtors will file a motion to approve disclosure statement and revised disclosure statement on or before February 19, but service upon the beneficial holders could cost over \$20,000 for the motion to approve disclosure statement (and a comparable amount for plan confirmation). With respect to approval of the disclosure statement, the Debtors propose to mail equity security holders a notice substantially in the form of **Exhibit A** (the “DS Notice”) alerting them of deadlines and a website to obtain the documents (instead of mailing a complete paper copy). The Debtors also propose to use this process for notice of the confirmation hearing, confirmation deadlines and plan because the equity holders are deemed to reject and do not vote. The Debtors need to file a disclosure statement soon to avoid defaulting under the DIP loan, so emergency consideration is needed.

**Cost to the Estate of Serving Entire Plan and Disclosure Statement**

2. The Debtors anticipate filing with the Court a motion to approve the disclosure statement on or before February 19, 2016. The motion (which will include a copy of the revised disclosure statement and plan) will be approximately 100 to 150 pages. Assuming (as a hypothetical estimate and not a precise determination of cost) \$3.18 in postage, 5¢ per page for copies (at 150 pages), and 15¢ per envelope, the cost for each package would be \$10.83 without any other fees.

3. The stock of the debtor Hii Technologies, Inc. is publicly traded. The stock is held by “street names” that report to beneficial owners.<sup>2</sup> There may be as many as 2,000 beneficial owners. Serving a complete copy of the motion on each beneficial owner (equity security holder) could cost the Debtors’ estates \$21,660 for approval of the disclosure statement and another comparable amount for the plan/confirmation hearing notice.

### **Proposed Notice Procedures**

4. The Debtors propose that the following procedures (the “Notice Procedures”) are sufficient to provide the required notice to equity security holders, while at the same time saving the Debtors’ estates from the significant financial burden of serving full copies of the upcoming motions on each equity security holder.

5. The Debtors propose to serve notices to the equity holders that reference the internet address (maintained by the noticing agent) from which a plan and disclosure statement can be easily downloaded. As equity owners are deemed to reject the plan, no ballot is needed.

6. The first notice (the “DS Notice”) will advise recipients: (i) that the disclosure statement has been filed; (ii) that a motion to approve the disclosure statement has been filed; (iii) of the date by (and manner in) which objections to the motion to approve the disclosure statement must be filed; and, (iv) of the scheduled hearing date for the motion to approve the disclosure statement.

7. If a confirmation hearing is set, the equity holders will then receive a second notice notifying them of the confirmation hearing date, deadline to object to confirmation, and the internet address to download the proposed plan and any plan supplements or revisions.

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<sup>2</sup> Beneficial owners’ names and addresses are not public information. The Debtors’ noticing agent contracts with a company known as Broadridge who can provide information to the beneficial owners. This further reinforces the need for a simple, cheap, notice procedure.



Fax: 713-485-7344

*Counsel for the Debtors-in-Possession*

**CERTIFICATE OF SERVICE**

The undersigned certifies that on February 11, 2016 a true and correct copy of this motion was served via the ECF system to the parties on the ECF service list, including the United States Trustee, and the pleading is being delivered to the Noticing Agent for service upon the parties on the Master Service List.

*/s/ Benjamin W. Hugon*

\_\_\_\_\_  
Benjamin W. Hugon

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION

In re: § Chapter 11  
§  
HII TECHNOLOGIES, INC., et al.<sup>1</sup> § 15-60070 (DRJ)  
Debtors § (Jointly Administered)

NOTICE OF DISCLOSURE STATEMENT HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On or about \_\_\_\_\_, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Joint Disclosure Statement of the Debtors and the Debtors in Possession* (as it may be amended or modified, the “Disclosure Statement”), under section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On or about \_\_\_\_\_, the Debtors filed the *Motion for an Order Approving Disclosure Statement* (the “Motion”) seeking approval of the Disclosure Statement.

3. A hearing to consider approval of the Disclosure Statement (the “Disclosure Statement Hearing”) will be held before the Honorable David R. Jones, United States Bankruptcy Judge of the United States Bankruptcy Court for Southern District of Texas (the “Bankruptcy Court”), 515 Rusk Street, Houston, Texas 77002 on \_\_\_\_\_.

4. Objections to approval of the Disclosure Statement, or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification and provide the specific language of any proposed modification, where possible; and, (d) be filed with the Bankruptcy Court and served in accordance with Rule 3017 by \_\_\_\_\_ (which is one week before the scheduled hearing date).

5. In accordance with Bankruptcy Rule 3017(a), requests for copies of the Disclosure Statement by parties in interest may be made in writing to HII Technologies, Inc. Case Administration c/o GCG, P.O. Box 10236, Dublin, OH 43017-5736 or by email at [HIICaseInfo@gardencitygroup.com](mailto:HIICaseInfo@gardencitygroup.com). Copies of the Disclosure Statement and all relevant pleadings are available for review, without charge, via the internet at [www.gardencitygroup.com/cases/HII](http://www.gardencitygroup.com/cases/HII).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).



6. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

7. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: \_\_\_\_\_

**McKool Smith, P.C.**

By: /s/ Benjamin W. Hugon  
Hugh M. Ray, III  
State Bar No. 24004246  
Christopher D. Johnson  
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***Counsel for the Debtors-in-Possession***

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>HII TECHNOLOGIES, INC., et al.<sup>1</sup></b>	§	<b>15-60070 (DRJ)</b>
<b>Debtors</b>	§	<b>(Jointly Administered)</b>

**ORDER ESTABLISHING NOTICE PROCEDURES**

Upon consideration of the Debtors’ Emergency Motion for Authority to Implement Notice Procedures for Equity Owners Under Bankruptcy Rules 2002 and 9007 (the “Motion”)<sup>2</sup>; and after finding that good and sufficient notice of the Motion having been given and no other notice is necessary; and having determined that the relief sought in the Motion is appropriate in these cases and in the best interest of the Debtors, their creditors and all parties-in-interest; and after due deliberation and finding of sufficient cause therefore, the Court hereby GRANTS the Motion in its entirety for the reasons set forth therein; it is THEREFORE

ORDERED that the Motion is granted; and it is further

ORDERED that the Notice Procedures set forth in the Motion and this Order shall govern notice to equity security holders of “the time fixed for filing objections to and the hearing to consider approval of a disclosure statement” and “the time fixed for filing objections to and the hearing to consider confirmation of a plan” per Bankruptcy Rule 2002(d)(5)–(6); and it is further

ORDERED that, to the extent the Notice Procedures set forth in the Motion and this Order conflict with the Bankruptcy Code, any applicable federal or Local Rules, or orders entered by this Court, the Notice Procedures shall supersede such rules or orders;

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



ORDERED that this Order shall be immediately effective upon entry; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

SIGNED: \_\_\_\_\_, 2016.

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UNITED STATES BANKRUPTCY JUDGE