

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

IN RE:	§	
	§	
HII TECHNOLOGIES, INC., <i>et al.</i>	§	CASE NO. 15-60070
	§	(CHAPTER 11)
Debtors.	§	

**SUPPLEMENT TO THE HAMILTON CREDITORS' COMBINED OBJECTIONS
TO DEBTORS' THIRD AMENDED JOINT PLAN OF REORGANIZATION**

William Mark Hamilton ("Mark Hamilton"), Sharon K. Hamilton ("Sharon Hamilton"), S & M Assets, LLC ("S & M Assets"), William Craig Hamilton ("Craig Hamilton"), and H2 Services, LLC ("H2 Services") (collectively, the "Hamilton Creditors") hereby submit this Supplement to their Combined Objections to Debtors' Third Amended Joint Plan of Reorganization. The Hamilton Creditors agree with and hereby adopt, as if fully set out herein, the statements and arguments by the Ad Hoc Committee of Creditors of Apache Energy Services, Inc. (the "Ad Hoc Committee") in paragraphs 1 through 5, inclusive, in its Supplement to Limited Objection to Confirmation of Debtors' Third Amended Joint Plan (Dkt. No. 462).

The Hamilton Creditors do not adopt or assert the position by the Ad Hoc Committee in paragraph 6 of that document, but rather ask the Court to reject the Debtors' Third Amended Joint Plan of Reorganization, and convert this matter to a Chapter 7 liquidation proceeding.

Dated: April 13, 2016.

Respectfully submitted,

/s/ Victor F. Albert

Victor F. Albert
Pro Hac Vice/Attorney in Charge
OBA No. 12069
Matthew L. Warren
Pro Hac Vice
OBA No. 31260
CONNER & WINTERS, LLP
211 N. Robinson Ave., Ste. 1700
Oklahoma City, Oklahoma 73102
Telephone: (405) 272-5711
Facsimile: (405) 232-2695
valbert@cwlaw.com
mwarren@cwlaw.com

and

Ashley L. Selwyn
State Bar No. 24088390
S.D. TX No. 2276925
CONNER & WINTERS, LLP
1001 McKinney Street, Suite 550
Houston, Texas 77002
Telephone: (713) 650-3850
Facsimile: (713) 650-3851
aselwyn@cwlaw.com

CERTIFICATE OF SERVICE

I hereby certify that on April 13, 2016, the foregoing was filed electronically with the Clerk of the Court to be served by operation of the Court's electronic filing system upon the parties eligible to receive service through the Clerk's Office ECF facilities by electronic mail, and mailed to those recipients who are not eligible to receive service through such means.

Master Service List, as of April 5, 2016:

DEBTORS:

HII Technologies, Inc., *et al.*
Attn: Loretta Cross, CRO
945 McKinney Suite 235
Houston, TX 77002

DEBTORS' MANAGEMENT:

Stout, Risius, Ross
Attn: Loretta Cross
815 Walker Ste 1140
Houston, TX 77002

DEBTORS' COUNSEL:

McKool Smith PC
Attn: Hugh M. Ray, III
600 Travis Ste 7000
Houston, TX 77002

CREDITORS COMMITTEE:

Power Reserve Corp.
13310 Hempstead Hwy
Houston, TX 77040
Attn: Keith Paul
adm@powerreservecorp.com

Bold Production Services, LLC
10880 Alcott Drive
Houston, TX 77043
Attn: Austin Traweek
Austin@bps-llc.com

Office of the Attorney General
Main Justice Bldg Rm 5111
10th & Constitution Ave NW
Washington, DC 20530

Worldwide Power Products, LLC
5711 Brittmoore Road
Houston, TX 77041
Attn: Chuck Matthews
cmatthews@wppowerproducts.com

CREDITORS COMMITTEE COUNSEL:

Locke Lord LLP
600 Travis Suite 2800
Houston, TX 77002
Attn: W. Steven Bryant
sbryant@lockelord.com
Attn: Elizabeth M. Guffy
eguffy@lockelord.com

U.S. TRUSTEE:

Office of the US Trustee
515 Rusk Ave Ste 3516
Houston, TX 77002
Attn: Hector Duran
Hector.duran.jr@usdoj.gov

GOVERNMENTAL ENTITIES:

Securities and Exchange Commission
Fort Worth Regional Office
801 Cherry Street Ste 1900, Unit 18
Fort Worth, TX 76102

Internal Revenue Service
Centralized Insolvency Operation
PO Box 7346
Philadelphia, PA 19101-7346

20 LARGEST CONSOLIDATED:

Bold Production Services
10880 Alcott Drive
Houston, TX 77040

Courtney J. Hull
Assistant Attorney General
Rachel R. Obaldo
Assistant Attorney General
Bankruptcy & Collections Division MC 008
P O Box 12548
Austin, TX 78711-2548
Courtney.hull@texasattorneygeneral.gov

Texas Workforce Commission
Bankruptcy Section
P O Box 149080
Austin, TX 78714-9080

Texas Comptroller of Public Accounts
Revenue Accounting Division
Bankruptcy Section
P O Box 13528
Austin, TX 78711-3528

Oklahoma Attorney General's Office
313 NE 21st Street
Oklahoma City, OK 73105

Oklahoma Tax Commission
2501 North Lincoln Boulevard
Oklahoma City, OK 73194

SECURED CREDITORS:
BCL-Equipment Leasing, LLC
450 Skokie Blvd Bldg 600
Northbrook, IL 60062

Heartland Bank
as Administrating Agent for Bank Group
1 Information Way Ste 300
Little Rock AR 72202

Nations Fund I, LLC
101 Merritt Seven 5th Floor
Norwalk, CT 06851

SJ Water Solutions, LLC
813 Leach Street
Kilgore, TX 75662

Enterprise FM Trust
Enterprise Fleet Management
P O Box 800089
Kansas City, MO 64180

Hertz Equipment Rental
Service Pump & Compressor Division
P O Box 650280
Dallas, TX 75265-0280

Holt CAT Power Systems
P O Box 911975
Dallas, TX 75391-1975

Nitro-Lift Technologies, LLC
P O Box 678456
Dallas, TX 75267-8456

Odessa Pump & Equipment
P O Box 60429
Midland, TX 79711-0429

Paychex
8605 Freeport Pkwy
Irving, TX 75063

Power Reserve Corp
13310 Hempstead Hwy
Houston, TX 77040

Power Solutions International
201 Mittel Drive
Wood Dale, IL 60191

Precision Frac, LLC
407 Walker
Midland, TX 79701

DIP LENDER:
Heartland Bank
as Administrating Agent for Bank Group
1 Information Way Ste 300
Little Rock AR 72202

Southern Oilfield Services, LLC
c/o Universal Funding Corp
P O Box 13115
Spokane, WA 99213-3115

Sunbelt Rentals Oil & Gas Services
P O Box 409211
Atlanta, GA 30384

Sunstream Services Co.
P O Box 514
Grandview, TX 76050

Sutherland Asbill & Brennan LLP
1001 Fannin Street Suite 3700
Houston, TX 77002-6760

Texas State Comptroller
Comptroller of Public Accounts
P O Box 149359
Austin, TX 78711-4935

Timekeepers, Inc.
41109 Interstate 10 West #C
Boerne, TX 78006

Titan Test Pumps
P O Box 1419
El Campo, TX 77437

United Rentals Pump Solutions
United Rentals (North America) Inc.
P O Box 840514
Dallas, TX 75284-0514

Worldwide Power Products
5711 Brittmoore Road
Houston, TX 77041

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: Michael Adelstein
madelstein@kelleydrye.com
*Counsel for Purchasers Under Series B
Purchase Agreement*

SHAREHOLDERS OVER 5%:

Mitchell Lukin
910 Louisiana Street
Houston, Texas 77002

William M. Hamilton
P.O. Box 1137
Guthrie, OK 73044

Sharon K. Hamilton
P.O. Box 1137
Guthrie, OK 73044

Brent Mulliniks
201 River Creek Lane
Aledo, TX 76008

Billy Cox
5373 FM 1726
Goliad, TX 77963

Reserve Financial Corp.
13310 Hempstead Highway
Houston, Texas 77040

Kenton Chickering III
10302 Lynbrook Hollow
Houston, TX 77042

**OTHERS REQUESTING
SERVICE:**

Robinson Brog Leinwand Greene
Genovese & Gluck P.C.
Attn: Steven B. Eichel
875 Third Avenue
New York, NY 10022
Counsel for Magna Management LLC

Pulman, Cappuccio, Pullen, Benson & Jones
300 Burnett Street Ste 150
Fort Worth, TX 76102
Attn: Lance "Luke" Beshara
lbeshara@pulmanlaw.com
Counsel for Christopher George

Arent Fox LLP
1717 K Street NW
Washington, DC 20006-5344
Attn: Mark Joachim
Mark.joachim@arentfox.com
*Counsel for Heartland Bank and McLarty
Capital Partners SBIC, L.P.*

Munsch Hardt Kopf & Harr PC
700 Milam Ste 2700
Houston, TX 77002-2806
Attn: E. Lee Morris
lmorris@munsch.com
*Local Counsel for Heartland Bank and
McLarty Capital Partners SBIC, L.P.*

Levenfeld Pearlstein, LLC
400 Skokie Blvd Ste 700
Northbrook, IL 60062
Attn: William S. Schwartz
wschwartz@lplegal.com
Counsel for BCL-Equipment Leasing, LLC

Vedder Price P.C.
222 North LaSalle Street
Chicago, IL 60601
Attn: Arlene Gelman
agelman@vedderprice.com
Attn: Stephanie Hor-Chen
schen@vedderprice.com
Counsel for Axis Capital, Inc.

Chaffe McCall, LLP
801 Travis Ste 1910
Houston, TX 77002
Attn: Kevin Walters
walters@chaffe.com
Local Counsel for Axis Capital, Inc.

Linebarger Goggan Blair & Sampson LLP
P O Box 3064
Houston, TX 77253-3064
Attn: Tara Grundemeier
Houston_bankruptcy@publicans.com
Counsel for Harris County

Conner & Winters, LLP
211 North Robinson Ste 1700
Oklahoma City, OK 73102-7101
Attn: Victor Albert
valbert@cwlaw.com
Attn: Matthew Warren
mwarren@cwlaw.com
*Counsel for Craig Hamilton, William Mark
Hamilton, Sharon Hamilton, S&M Assets,
L.L.C. and H2Services, LLC*

Conner & Winters, LLP
1001 McKinney Ste 550
Houston, TX 77002
Attn: Ashley Selwyn
aselwyn@cwlaw.com
*Local Counsel for Craig Hamilton, William
Mark Hamilton, Sharon Hamilton, S&M
Assets, L.L.C. and H2Services, LLC*

The Kennedy Law Firm
4221 Avondale Ave
Dallas, TX 75219
Attn: Kirk Kennedy
kkennedy@bticclaims.com
*Counsel for Brent Mulliniks and Ad Hoc
Committee of Unsecured Creditors*

Pendergraft & Simon
2777 Allen Parkway Ste 800
Houston, TX 77019
Attn: Leonard Simon
lsimon@pendergrachtsimon.com
*Counsel for Ad Hoc Committee of Creditors
for Apache Energy Services, LLC*

Chapoton Sanders Scarborough LLP
Two Riverway Ste 1500
Houston, TX 77056
Attn: Jeremy Sanders
jsanders@css-firm.com
Attn: Gwyneth Campbell
gcampbell@css-firm.com
Counsel for Worldwide Power Products, LLC

Johnson DeLuca Kurisky & Gould PC
1221 Lamar, Suite 1000
Houston, TX 77010
Attn: George Kurisky, Jr.
gkurisky@jdkglaw.com
*Counsel for High Pressure Rental and Supply,
LLC and TSI Flow Products, Inc.*

Mediant Communications Inc.
200 Regency Forest Drive Suite 110
Cary, NC 27518
Attn: Michael Jones II
mjones@mediantonline.com
*Investor Communication Firm for COR
Clearing*

Cole Schotz PC
301 Commerce Street Ste 1700
Fort Worth, TX 76102
Attn: Michael Warner
mwarner@coleschotz.com
Attn: Kenneth Baum
kbaum@coleschotz.com
Counsel for Nations Fund I, LLC

Alex Newton
13707 Cricket Hollow Dr
Houston, TX 77069

Paychex, Inc.
225 Kenneth Drive Ste 100
Rochester, NY 14623
Attn: Jon V. Volpe, Bankruptcy Clerk
jvolpe@paychex.com

Orlando & Orlando LLP
440 Louisiana Suite 1110
Houston, TX 77002
Attn: Monica Schulz Orlando
monicaorlando@orlandollp.com
Counsel for Sunbelt Rentals, Inc.

Burleson LLP
700 Milam Ste 1100
Houston, TX 77002
Attn: Trent Rosenthal
trosenthal@burlesonllp.com
*Counsel for Occidental Permian Ltd and OXY
USA WTP LP*

Magna Management LLC
40 Wall Street
New York, NY 10005
Attn: Justin Harris
Justin.harris@mag.na

Barton, East & Caldwell, PLLC
700 North St. Mary's Street Ste 1825
San Antonio, TX 78205
Attn: Zachary Fanucchi
zfanucchi@beclaw.com
G. Wade Caldwell
gcaldwell@beclaw.com
*Counsel for Holt Texas, Ltd dba Holt Cat and
dba Holt Rental Services*

Johnson DeLuca Kurisky & Gould PC
1221 Lamar Suite 1000
Houston, TX 77010
Attn: George Kurisky, Jr.
gkurisky@jdkglaw.com
Counsel for Enterprise FM Trust

Chancellor PLLC
P O Box 13510
Odessa, TX 79768
Attn: Camden Chancellor
camdenchancellor@chancellorfirm.com

512 Legal PLLC
2028 E Ben White Blvd #240-1492
Austin, TX 78741
Attn: Arnaldo Pereira
arnaldo@512legal.com
Counsel for Eagle Propane & Fuels

Gray Reed & McGraw, PC
1601 Elm Street Suite 4600
Dallas, TX 75201
Attn: Jason Brookner
jbrookner@grayreed.com
Counsel for Enservco Corporation

Markus Williams Young & Zimmerman
1700 Lincoln Street Suite 4550
Denver, CO 80203
Attn: Donald Allen
dallen@markuswilliams.com
Counsel for Enservco Corporation

Hoover Slovacek LLP
Galleria Tower II
5051 Westheimer Ste 1200
Houston, TX 77056
Attn: Edward Rothberg
Rothberg@hooverslovacek.com
Counsel for BCL-Equipment Leasing LLC

Snow Spence Green LLP
2929 Allen Parkway Ste 2800
Houston, TX 77019
Attn: Carolyn Carollo
carolyncarollo@snowspencelaw.com
*Counsel for K&B Services of Arkansas and
Branden Brewer, individually*

Vorys, Sater, Seymour and Pease LLP
700 Louisiana Street Suite 4100
Houston, TX 77002
Attn: John Sparacino
jjsparacino@vorys.com
Counsel for Matthew Flemming

U.S. Securities & Exchange Commission
Attn: Sonia Chae
175 W Jackson Blvd Suite 900
Chicago, IL 60604
Counsel for the SEC

Don J. Knabeschuh
5090 Richmond Ave #472
Houston, TX 77056-7402
Dknab52@gmail.com
Counsel for Flow Zone LLC

/s/ Victor F. Albert

Victor F. Albert