

**UNITED STATES BANKRUPTCY COURT
Southern District of Texas Houston Division**

<u>In re</u>	)	
	)	Chapter 11
	)	
CJ Holding Co., et al.,	)	Case No 16-33590
	)	
Debtors.	)	(Jointly Administered)
	)	

STATEMENT OF FINANCIAL AFFAIRS FOR

ESP Completion Technologies LLC

Case No: 16-33602

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

ESP Completion Technologies LLC

Case Number: 16-33602

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

GENERAL

The Schedules of Assets and Liabilities (collectively with attachments, the "Schedules") and the Statements of Financial Affairs (collectively with attachments, the "Statements," and together with the Schedules, the "Schedules and Statements") filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"), were prepared pursuant to section 521 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtors, with the assistance of the Debtors' advisors, and are unaudited.

These Global Notes and Statement of Limitations, Methodologies, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") are incorporated by reference in, and comprise an integral part of, each Debtor's respective Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

While the Debtors' management has made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available at the time of preparation, inadvertent errors, inaccuracies, or omissions may have occurred or the Debtors may discover subsequent information that requires material changes to the Schedules and Statements. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that the Schedules and Statements are complete.

The Schedules and Statements have been signed by Mark Cashiola, Chief Financial Officer of the Debtors. Accordingly, in reviewing and signing the Schedules and Statements, Mr. Cashiola necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and advisors. Mr. Cashiola has not (and could not have) personally verified the accuracy of each such statement and representation, including, but not limited to, statements and representations concerning amounts owed to creditors, classification of such amounts, and respective creditor addresses.

The Global Notes supplement and are in addition to any specific notes contained in each Debtor's respective Schedules or Statements. Furthermore, the fact that the Debtors have prepared Global Notes or specific notes with respect to each of the individual Debtor's Schedules and Statements and not to those of another should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Notes or specific notes to any of the Debtors' other Schedules and Statements, as appropriate.

Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

1. Description of Cases. On July 21, 2016 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"). The Debtors' chapter 11 cases are jointly administered for procedural purposes only under the lead case caption *In re C&J Holding Co., et al.*, Case No. 16-33590 (DRJ) (Bankr. S.D. Tex.). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 2, 2016, the United States Trustee for the Southern District of Texas appointed a statutory committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 142].

2. "As Of" Information Date. To the best of the Debtors' knowledge, the asset information provided herein, except as expressly noted otherwise, represents the asset data of the Debtors as of June 30, 2016. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown," "disputed," "contingent," "unliquidated," or "undetermined," and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

3. General Reservation of Rights. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to any Claim ("Claim") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of (a) liability, or (b) amounts due or owed, if any, by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including issues involving Claims, substantive consolidation, defenses, equitable subordination, or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant nonbankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

4. Basis of Presentation. For financial reporting purposes, prior to the Petition Date, the Debtors prepared financial statements on a consolidated basis, which were audited annually. Combining the assets and liabilities set forth in the Schedules and Statements would result in amounts that could be substantially different from financial information that would be prepared on a consolidated basis under Generally Accepted Accounting Principles ("GAAP"). Therefore, the Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to reconcile fully with any consolidated financial statements prepared by the Debtors. Unlike the consolidated financial statements, the Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets, the ongoing valuation of unencumbered assets and the valuation

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and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time before the Petition Date.

5. Confidential or Sensitive Information. There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to the nature of an agreement between a Debtor and a third-party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. In addition, the very existence of certain agreements is (by the terms of such agreements) confidential. These agreements have been noted, however, as "Confidential" in the Schedules and Statements, where applicable. The alterations or redactions are limited only to what the Debtors believe is necessary to protect the Debtor or the applicable third-party.

6. Employee Information. Employee personally identifiable information has been removed from entries listed through the Schedules and Statements, where applicable.

7. Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements. The Debtors reserve all of their rights with respect to any Claims or causes of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, "Causes of Action") they may have, and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.

8. Recharacterization. The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the Claims, assets, executory contracts, unexpired leases, interests, and other items reported in the Schedules and Statements. Nevertheless, the Debtors may not have accurately characterized, classified, categorized, or designated certain items. The Debtors reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate.

9. Court Orders. Pursuant to certain orders of the Bankruptcy Court entered in these chapter 11 cases (the "First Day Orders"), the Debtors were authorized (but not directed) to pay, among other things, certain prepetition Claims of employees, potential lien holders and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and, therefore, generally are not listed in the Schedules and Statements. Regardless of whether such Claims are listed in the Schedules and Statements, to the extent such Claims are paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary or appropriate.

10. Liabilities. The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.

11. Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements and certain accrued expenses. The Debtors also have excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may be rejected (if any), to the extent such damage Claims exist. In addition, certain immaterial or de minimis assets and liabilities may have been excluded.

12. Property and Equipment. Unless otherwise indicated, owned property (including real property) and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect thereto.

13. Intercompany Payables and Receivables. Certain intercompany payables and receivables between the Debtors, as well as non-Debtor entities, are set forth on Schedule 77. The listing by the Debtors of any account between a Debtor and another entity is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

14. Estimates. To prepare and file the Schedules and Statements in accordance with the deadline established in these chapter 11 cases, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.

15. Fiscal Year. Each Debtor's fiscal year ends on December 31.

16. Currency. All amounts are reflected in U.S. dollars.

17. Executory Contracts. Although the Debtors have made diligent attempts to properly identify the Debtor counterparty(ies) to each executory contract on Schedule G, it is possible that more Debtor entities are a counterparty to certain executory contracts on Schedule G than listed herein.

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The Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In addition, although the Debtors have made diligent attempts to properly identify executory contracts and unexpired leases, the inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by the any counterparty to such contract or lease. Furthermore, while the Debtors have made diligent attempts to properly identify all executory contracts and unexpired leases, inadvertent errors, omissions, or over inclusion may have occurred.

In connection with the Debtors' March 24, 2105 merger with the completion and production services business of Nabors Industries Ltd. (more fully described in the Declaration of Mark Cashiola in Support of the Debtors' Chapter 11 Petitions and First Day Motions [Docket No. 20]) certain contracts, leases and other agreements executed by Nabors entities were assigned to post-merger C&J entities. In some cases, the books and records of counterparties were not updated to reflect the assignment to the Debtors although the Debtors may have assumed and continued to perform under such arrangements. Similarly, the Debtors contemporaneous records may not reflect the updated entity to whom such agreements have been assigned. Information included in these Schedules reflects the named counterparty in the Debtors' current records

18. Leases. The Debtors have not included the future obligations of any capital or operating leases in the Schedules and Statements. To the extent that there was an amount outstanding as of the Petition Date, the creditor has been included on Schedule E/F of the Schedules.

19. Insiders. The Debtors have attempted to include all payments made on or within 12 months before the Petition Date to any individual or entity deemed an "insider." As to each Debtor, an individual or entity is designated as an "insider" if such individual or entity, based on the totality of the circumstances, has at least a controlling interest in, or exercises sufficient authority over, the Debtor so as to unqualifiably dictate corporate policy and the disposition of corporate assets.

The following individuals are insiders who have received compensation from the Debtors within one year before the Petition Date: Don Gawick, Mark Cashiola, Danielle Hunter, Jim Prestidge, Larry Heidt, Ed Keppler, Mike Hobbs, Pat Bixenman. Additionally, the Debtors have included compensation within one year before the Petition Date for former insiders Josh Comstock, Randy McMullen and Ted Moore.

The listing of a party as an "insider" is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, Claim, right, or defense, and all such rights, Claims, and defenses are hereby expressly reserved. Furthermore, certain of the individuals identified above may not have been insiders for the entirety of the 12-month period, but the Debtors have included them herein out of an abundance of caution. The Debtors reserve all rights with respect thereto.

20. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts included in the Schedules and Statements. To the extent there are unknown, disputed, contingent, unliquidated, or otherwise undetermined amounts, the actual total may be different than the listed total.

21. Unliquidated Claim Amounts. Claim amounts that could not be quantified by the Debtors are scheduled as "unliquidated."

22. Undetermined Amounts. The description of an amount as "unknown," "disputed," "contingent," "unliquidated," or "undetermined" is not intended to reflect upon the materiality of such amount.

23. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their customers or vendors and setoffs or netting permitted under common obligations of a single joint operating agreement. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although the impact of such offsets and other similar rights may have been accounted for when certain net amounts were included in the Schedules, offsets are not independently accounted for, and as such, are not included separately in the Debtors' Schedules and Statements.

24. Credits and Adjustments. The claims of individual creditors for, among other things, goods, products or services are listed as amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights respecting such credits, allowances and other adjustments.

25. Payments. Prior to the Petition Date, the Debtors maintained a cash management and disbursement system in the ordinary course of their businesses (the "Cash Management System") (as more fully described in the Emergency Motion of CJ Holding Co., et al., for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System and Maintain Existing Bank Accounts and (B) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 16]). Although efforts have been made to attribute open payable amounts to the correct legal entity, the Debtors reserve the right to modify or amend their Schedules and Statements to attribute any payments to a different legal entity, if appropriate.

26. Guaranties and Other Secondary Liability Claims. The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims (collectively, the "Guaranties") in their executory contracts, unexpired leases, debt instruments, and other such agreements; however, a review of these agreements, specifically the Debtors' leases and contracts, is ongoing. Where such Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have reflected the Guaranty obligations for both the primary obligor and the guarantor with respect to their financings and debt instruments on Schedule G. The Debtors believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, other secured financing, debt instruments, and similar agreements may exist and, to the extent they do, will be identified upon further review. Therefore, the Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified.

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27. Consolidated Identification of Interests. As set forth above, the Schedules and Statements, in various instances, call for information that, if provided, would disclose the identities and personal contact information of certain individuals. The Debtors elected to present such sensitive information as consolidated line items of similar interests. The Debtors believe that producing information in this manner is necessary to both maintain valuable customer and vendor relationships and to protect the Debtors' propriety information.

28. Mechanics Liens. The property and equipment listed in the Schedules are presented without consideration of any mechanics', materialman's or other similar statutory liens. Such liens may apply, and the Debtors reserve their right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be perfected by a creditor.

29. Global Notes Control. In the event that the Schedules and Statements differ from the Global Notes, the Global Notes shall control.

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Part 1:**Income****1. Gross Revenue from business**☐ None

Identify the Beginning and Ending Dates of the Debtor's Fiscal Year, which may be a Calendar Year		Sources of Revenue (Check all that apply)	Gross Revenue (Before Deductions and Exclusions)
From the beginning of the fiscal year to filing date:	From <u>1/1/2016</u> to <u>6/30/2016</u> MM/DD/YYYY MM/DD/YYYY	☒ Operating a business ☒ Other <u>YTD 2016 Services Revenue</u>	<u>\$3,261,338.66</u>
For prior year:	From <u>1/1/2015</u> to <u>12/31/2015</u> MM/DD/YYYY MM/DD/YYYY	☒ Operating a business ☒ Other <u>FY 2015 Services Revenue</u>	<u>\$3,758,029.70</u>

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Part 1:**Income****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of Sources of Revenue

Gross Revenue
(Before Deductions and
Exclusions)

From _____ to _____
MM/DD/YYYY MM/DD/YYYY

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Part 2:**List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.1 ADP P.O. BOX 842875 BOSTON, MA 02284-2875		4/27/2016	\$82,654	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other
		4/28/2016	\$32,426	
		5/11/2016	\$97,061	
		5/12/2016	\$33,798	
		5/25/2016	\$85,870	
		5/26/2016	\$32,833	
		6/8/2016	\$86,648	
		6/9/2016	\$33,396	
		6/22/2016	\$85,161	
		6/23/2016	\$32,508	
		7/6/2016	\$80,779	
		7/7/2016	\$31,337	
		7/20/2016	\$83,965	
		7/20/2016	\$32,511	
TOTAL ADP			\$830,946	
3.2 AHOW TECHNOLOGIES .		4/22/2016	\$88,000	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other
		5/25/2016	\$20,000	
		6/29/2016	\$68,000	
TOTAL AHOW TECHNOLOGIES			\$176,000	
3.3 ALL SPEC FASTENERS INC. P.O. BOX 925975 HOUSTON, TX		6/13/2016	(\$5,040)	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other
		6/13/2016	\$5,040	
		6/13/2016	\$5,040	
		6/30/2016	\$2,520	
TOTAL ALL SPEC FASTENERS INC.			\$7,560	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.4 AT&T MOBILITY PO BOX 6463 CAROL STREAM, IL 60197-6463		4/29/2016	\$275	☐ Secured debt
		6/10/2016	\$341	☐ Unsecured loan repayment
		6/30/2016	\$520	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL AT&T MOBILITY			\$1,136	
3.5 BASS TOOL & SUPPLY, INC. 2300 FAIRWAY PARK DR HOUSTON, TX		5/12/2016	\$5,278	☐ Secured debt
		5/25/2016	\$11,826	☐ Unsecured loan repayment
		6/13/2016	\$4,644	☐ Suppliers or vendors
		6/30/2016	\$8,915	☐ Services
		7/19/2016	\$14,001	☐ Other _____
TOTAL BASS TOOL & SUPPLY, INC.			\$44,664	
3.6 C & H PIPE SERVICE INC .		6/13/2016	\$7,438	☐ Secured debt
				☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL C & H PIPE SERVICE INC			\$7,438	
3.7 CINTAS CORPORATION PO BOX 650838 DALLAS, TX 75265-0838		5/12/2016	\$411	☐ Secured debt
		6/13/2016	\$853	☐ Unsecured loan repayment
		6/30/2016	\$552	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL CINTAS CORPORATION			\$1,816	
3.8 COURT HARDWARE COMPANY INC. 2830 SOUTH MAIN STREET STAFFORD, TX		5/12/2016	\$1,151	☐ Secured debt
		5/27/2016	\$3,439	☐ Unsecured loan repayment
		6/30/2016	\$2,700	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL COURT HARDWARE COMPANY INC.			\$7,290	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.9	COWBOY SPOOLING LLC 3517 N 6TH ST ABILENE, TX	5/12/2016	\$19,507	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
TOTAL COWBOY SPOOLING LLC			<u>\$19,507</u>	
3.10	EARLE M. JORGENSEN COMPANY P.O. BOX 951253 DALLAS, TX	5/11/2016	\$6,408	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		5/12/2016	\$3,051	
		6/13/2016	\$9,074	
		6/30/2016	\$11,839	
		7/8/2016	\$8,979	
		7/19/2016	\$3,873	
TOTAL EARLE M. JORGENSEN COMPANY			<u>\$43,224</u>	
3.11	ESP CABLE SOLUTIONS CO .	4/21/2016	\$2,888	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		4/28/2016	\$4,157	
		5/19/2016	\$9,700	
		6/20/2016	\$6,738	
TOTAL ESP CABLE SOLUTIONS CO			<u>\$23,482</u>	
3.12	FASTENAL COMPANY PO BOX 1286 WINONA, MN 55987-1286	5/12/2016	\$446	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		5/27/2016	\$2,252	
		6/30/2016	\$326	
TOTAL FASTENAL COMPANY			<u>\$3,025</u>	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.13 FASTENER SOLUTIONS, INC. 20 CHESTNUT STREET GARFIELD, NJ		5/12/2016	\$7,945	☐ Secured debt
		6/13/2016	\$3,595	☐ Unsecured loan repayment
		6/30/2016	\$1,146	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL FASTENER SOLUTIONS, INC.			\$12,686	
3.14 FEDEX PO BOX 94515 PALATINE, IL 60094-4515		5/12/2016	\$17,520	☐ Secured debt
		5/25/2016	\$10,830	☐ Unsecured loan repayment
		6/13/2016	\$4,617	☐ Suppliers or vendors
		6/14/2016	(\$303)	☐ Services
		6/14/2016	\$303	☐ Other _____
		6/30/2016	\$4,666	
TOTAL FEDEX			\$37,634	
3.15 G. B. INDUSTRY CO., L.P. P.O. BOX 1622 FRIENDSWOOD, TX		7/19/2016	\$24,200	☐ Secured debt
				☐ Unsecured loan repayment
TOTAL G. B. INDUSTRY CO., L.P.			\$24,200	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
3.16 GMA GARNET GROUP 1800 HUGHES LANDING BLVD THE WOODLANDS, TX		4/21/2016	\$2,189	☐ Secured debt
		5/12/2016	\$5,224	☐ Unsecured loan repayment
		5/25/2016	\$2,189	☐ Suppliers or vendors
		6/13/2016	\$5,353	☐ Services
		6/14/2016	\$5,188	☐ Other _____
		6/14/2016	(\$5,353)	
		6/30/2016	\$4,396	
		7/19/2016	\$3,511	
TOTAL GMA GARNET GROUP			\$22,697	

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Part 2:**List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.17	GO ENGINEER 1787 EAST. FT. UNION BLVD #200 COTTONWOOD, UT 84121	6/13/2016	\$23,814	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		TOTAL GO ENGINEER	\$23,814	
3.18	GRAINGER DEPT. 862330347 PALATINE, IL 60038-0001	5/12/2016	\$1,155	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		6/13/2016	\$14	
		TOTAL GRAINGER	\$1,169	
3.19	HC4 HOLDINGS, LLC 10223 BROADWAY PEARLAND, TX	5/2/2016	\$13,047	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		6/1/2016	\$13,047	
		6/1/2016	\$13,047	
		6/1/2016	(\$13,047)	
		7/1/2016	\$13,047	
		TOTAL HC4 HOLDINGS, LLC	\$39,141	
3.20	HOUSTON PLATING & COATING P.O. BOX 418 SOUTH HOUSTON, TX	5/12/2016	\$7,250	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		5/25/2016	\$4,983	
		6/13/2016	\$2,906	
		6/30/2016	\$3,189	
		7/8/2016	\$2,459	
		7/19/2016	\$7,054	
		TOTAL HOUSTON PLATING & COATING	\$27,841	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.21 IND SIX LLC 11115 KILKERRAN CT LAS VEGAS, NV 89141		5/2/2016	\$6,500	☐ Secured debt
		6/2/2016	\$6,500	☐ Unsecured loan repayment
		7/1/2016	\$6,500	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL IND SIX LLC			\$19,500	
3.22 INTECH FUNDING CORP NW - 8178 MINNEAPOLIS, MN		4/29/2016	\$1,813	☐ Secured debt
		4/29/2016	\$1,837	☐ Unsecured loan repayment
		5/25/2016	\$3,650	☐ Suppliers or vendors
		6/30/2016	\$1,837	☐ Services
		6/30/2016	\$1,813	☐ Other _____
		7/19/2016	\$3,650	
TOTAL INTECH FUNDING CORP			\$14,600	
3.23 JOHN CRANE INC. 4001 FAIR DR. PASADENA, TX		6/13/2016	\$1,393	☐ Secured debt
		6/30/2016	\$12,539	☐ Unsecured loan repayment
		7/19/2016	\$66,180	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL JOHN CRANE INC.			\$80,112	
3.24 K.S.S. DESIGNS 2401 S GESSNER RD HARRISON, TX		7/19/2016	\$10,240	☐ Secured debt
				☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL K.S.S. DESIGNS			\$10,240	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.25	KINGSA INDUSTRIES USA INC 15110 NORTHWEST FREEWAY HOUSTON, TX	4/22/2016	\$41,967	☐ Secured debt
		5/16/2016	\$83,262	☐ Unsecured loan repayment
		5/17/2016	\$83,262	☐ Suppliers or vendors
		5/17/2016	(\$83,262)	☐ Services
		6/10/2016	\$24,284	☐ Other _____
		6/30/2016	\$13,761	
		7/7/2016	\$37,935	
		7/8/2016	\$9,212	
TOTAL KINGSA INDUSTRIES USA INC			<u>\$210,420</u>	
3.26	MASTERPIECE MANINE & MANUFACTU .	5/12/2016	\$1,527	☐ Secured debt
		6/13/2016	\$7,519	☐ Unsecured loan repayment
		6/30/2016	\$9,473	☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL MASTERPIECE MANINE & MANUFACTU			<u>\$18,519</u>	
3.27	MCMASTE-CARR SUPPLY COMPANY P.O. BOX 7690 CHICAGO, IL	5/12/2016	\$15,317	☐ Secured debt
		5/27/2016	\$9,854	☐ Unsecured loan repayment
		6/13/2016	\$3,239	☐ Suppliers or vendors
		6/30/2016	\$3,565	☐ Services
		7/19/2016	\$4,884	☐ Other _____
TOTAL MCMASTE-CARR SUPPLY COMPANY			<u>\$36,859</u>	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.28 MSO SEALS & GASKETS, INC. P.O BOX 5407 KATY, TX		5/12/2016	\$4,161	☐ Secured debt
		5/25/2016	\$2,132	☐ Unsecured loan repayment
		6/13/2016	\$3,104	☐ Suppliers or vendors
		6/30/2016	\$2,586	☐ Services
		7/8/2016	\$722	☐ Other _____
		7/19/2016	\$4,569	
TOTAL MSO SEALS & GASKETS, INC.			<u>\$17,274</u>	
3.29 OMAX CORPORATION P.O. BOX 200119 PITTSBURGH, PA		5/12/2016	\$1,418	☐ Secured debt
		5/25/2016	\$1,076	☐ Unsecured loan repayment
		6/13/2016	\$1,168	☐ Suppliers or vendors
		6/30/2016	\$1,198	☐ Services
		7/19/2016	\$4,729	☐ Other _____
TOTAL OMAX CORPORATION			<u>\$9,589</u>	
3.30 ORISUN CO. LTD .		5/16/2016	\$45,015	☐ Secured debt
		6/14/2016	\$18,194	☐ Unsecured loan repayment
		6/29/2016	\$6,789	☐ Suppliers or vendors
		7/7/2016	\$15,675	☐ Services
TOTAL ORISUN CO. LTD			<u>\$85,672</u>	☐ Other _____

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.31 OVERNIGHT SOLUTIONS, INC. 600 N. SHEPHERD DR SUITE 512 HOUSTON, TX		5/12/2016	\$3,487	☐ Secured debt
		5/25/2016	\$7,346	☐ Unsecured loan repayment
		6/13/2016	\$4,693	☐ Suppliers or vendors
		6/30/2016	\$8,984	☐ Services
		7/8/2016	\$7,798	☐ Other _____
		7/19/2016	\$10,354	
TOTAL OVERNIGHT SOLUTIONS, INC.			\$42,662	
3.32 PIKE ROAD-STAFFORD, L.P. 10510 WEST SAM HOUSTON PARKWAY HOUSTON, TX		5/2/2016	\$16,580	☐ Secured debt
		6/2/2016	\$16,580	☐ Unsecured loan repayment
		7/1/2016	\$16,580	☐ Suppliers or vendors
		7/19/2016	\$1,294	☐ Services
TOTAL PIKE ROAD-STAFFORD, L.P.			\$51,035	☐ Other _____
3.33 PILOT FREIGHT SERVICES P.O. BOX 654058 DALLAS, TX		5/12/2016	\$9,981	☐ Secured debt
		5/25/2016	\$5,765	☐ Unsecured loan repayment
		6/13/2016	\$5,300	☐ Suppliers or vendors
		6/30/2016	\$7,359	☐ Services
		7/8/2016	\$1,545	☐ Other _____
TOTAL PILOT FREIGHT SERVICES			\$29,952	
3.34 POLARIS LASER LAMINATIONS, LLC 2725 NORTON CREEK DRIVE WEST CHICAGO, IL		7/19/2016	\$22,150	☐ Secured debt
				☐ Unsecured loan repayment
TOTAL POLARIS LASER LAMINATIONS, LLC			\$22,150	☐ Suppliers or vendors
				☐ Services
				☐ Other _____

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.35 REX SUPPLY CO. P.O. BOX 670587 DETROIT, MI		5/12/2016	\$2,384	☐ Secured debt
		5/25/2016	\$2,500	☐ Unsecured loan repayment
		6/13/2016	\$4,242	☐ Suppliers or vendors
		6/30/2016	\$2,658	☐ Services
		7/8/2016	\$1,027	☐ Other _____
TOTAL REX SUPPLY CO.			<u>\$12,810</u>	
3.36 ROCIO PEDRAZA .		6/15/2016	\$12,438	☐ Secured debt
				☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL ROCIO PEDRAZA			<u>\$12,438</u>	
3.37 S&S PLATING COMPANY 5614 NUNN STREET HOUSTON, TX		5/12/2016	\$24,155	☐ Secured debt
		5/25/2016	\$12,906	☐ Unsecured loan repayment
		6/10/2016	\$7,635	☐ Suppliers or vendors
		7/8/2016	\$1,448	☐ Services
		7/19/2016	\$7,103	☐ Other _____
TOTAL S&S PLATING COMPANY			<u>\$53,247</u>	
3.38 S.U.N. ENGINEERING, INC 10031 EAST 52ND STREET TULSA, TX		4/22/2016	\$100,000	☐ Secured debt
		5/17/2016	\$84,479	☐ Unsecured loan repayment
		6/3/2016	\$217,140	☐ Suppliers or vendors
		6/20/2016	\$50,000	☐ Services
		6/29/2016	\$185,000	☐ Other _____
		7/7/2016	\$145,000	
		7/7/2016	\$19,930	
		7/8/2016	\$132,927	
TOTAL S.U.N. ENGINEERING, INC			<u>\$934,476</u>	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.39	SAFETY-KLEEN SYSTEMS INC 2600 NORTH CENTRAL EXPRESSWAY RICHARDSON, TX	6/30/2016	\$917	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		TOTAL SAFETY-KLEEN SYSTEMS INC	\$917	
3.40	SIMPLEX STEEL INDUSTRIES NO.5 2TH FLOOR KANJI MANSION 311 SVP ROAD OPP 7TH KHETWADI MUMBAI 400004 INDIA	4/28/2016	\$40,939	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		TOTAL SIMPLEX STEEL INDUSTRIES	\$40,939	
3.41	STARTEX POWER P.O. BOX 650827 DALLAS, TX	5/3/2016	\$4,619	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		6/2/2016	\$5,601	
		7/5/2016	\$6,162	
		TOTAL STARTEX POWER	\$16,382	
3.42	SUPERIOR THREADED PRODUCTS, LP 9405 E.SAM HOUSTON PARKWAY N. HOUSTON, TX 77044	5/12/2016	\$9,860	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		6/10/2016	\$129,031	
		6/30/2016	\$12,210	
		7/7/2016	\$8,200	
		7/19/2016	\$4,515	
	TOTAL SUPERIOR THREADED PRODUCTS, LP		\$163,816	
3.43	TADLOCK PIPE & RENTALS, INC P.O. BOX 16990 LAKE CHARLES, LA	5/12/2016	\$15,551	☐ Secured debt ☐ Unsecured loan repayment ☐ Suppliers or vendors ☐ Services ☐ Other _____
		5/25/2016	\$4,673	
		6/30/2016	\$10,610	
	TOTAL TADLOCK PIPE & RENTALS, INC		\$30,834	

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☐ None

Creditor's Name and Address		Dates	Total Amount or Value	Reasons for Payment or Transfer
3.44	TADLOCK PIPE & RENTALS, LLC .	7/8/2016	\$7,334	☐ Secured debt
		7/19/2016	\$14,630	☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL TADLOCK PIPE & RENTALS, LLC			<u>\$21,964</u>	
3.45	TEXAS MICROELECTRONICS CORPORA .	6/30/2016	\$2,200	☐ Secured debt
		7/19/2016	\$25,310	☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL TEXAS MICROELECTRONICS CORPORA			<u>\$27,510</u>	
3.46	TRILLIANT SYSTEMS LLC .	5/20/2016	\$7,809	☐ Secured debt
				☐ Unsecured loan repayment
				☐ Suppliers or vendors
				☐ Services
				☐ Other _____
TOTAL TRILLIANT SYSTEMS LLC			<u>\$7,809</u>	
3.47	ULINE 12575 ULINE DRIVE PLEASANT PRAIRIE, WI 53158	5/12/2016	\$536	☐ Secured debt
		5/25/2016	\$1,495	☐ Unsecured loan repayment
		6/13/2016	\$2,422	☐ Suppliers or vendors
		6/30/2016	\$4,746	☐ Services
				☐ Other _____
TOTAL ULINE			<u>\$9,199</u>	
3.48	VALVEWORKS USA 1650 SWAN LAKE ROAD BOSSIER CITY, LA 71107	5/17/2016	\$48,035	☐ Secured debt
		6/30/2016	\$63,130	☐ Unsecured loan repayment
		7/7/2016	\$58,788	☐ Suppliers or vendors
		7/8/2016	\$41,797	☐ Services
				☐ Other _____
TOTAL VALVEWORKS USA			<u>\$211,749</u>	

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☐ None

Creditor's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
3.49 WARRENT CAT	5/12/2016	\$11,422	☐ Secured debt
	6/13/2016	\$4,286	☐ Unsecured loan repayment
			☐ Suppliers or vendors
			☐ Services
			☐ Other _____
TOTAL WARRENT CAT		<u>\$15,708</u>	
TOTAL		<u>\$3,563,650</u>	

Specific Notes

Any values listed in this section are separate and not repeated in Statement 4 (payments or other transfers of property made within 1 year before filing this case that benefited any insider) or Statement 11 (payments related to bankruptcy within 1 year of filing). Please refer to those sections for payments related to those parties.

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Part 2:**List Certain Transfers Made Before Filing for Bankruptcy****4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

	Insider's Name and Address and Relationship to Debtor	Dates	Amount	Reason for Payment
4.1	C&J BERMUDA INTERCOMPANY 3990 ROGERDALE ROAD HOUSTON, TX 77042	5/5/2016	\$3,850	Intercompany Transaction
	TOTAL C&J BERMUDA		\$3,850	
4.2	C&J CORPORATE SERVICES (BERMUDA) INTERCOMPANY 3990 ROGERDALE ROAD HOUSTON, TX 77042	3/31/2016	\$3,850	Intercompany Transaction
	TOTAL C&J CORPORATE SERVICES (BERMUDA)		\$3,850	
4.3	ESP COMPLETION TECHNOLOGIES LLC INTERCOMPANY 3990 ROGERDALE ROAD HOUSTON, TX 77042	5/9/2016 6/3/2016	\$500 \$500	Intercompany Transaction Intercompany Transaction
	TOTAL ESP COMPLETION TECHNOLOGIES LLC		\$1,000	
	TOTAL		\$8,700	

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Part 2:**List Certain Transfers Made Before Filing for Bankruptcy****5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's Name and Address	Description of the Property	Date Action was Taken	Value of Property
5.1 NONE			\$0
TOTAL			<u>\$0</u>

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Part 2:**List Certain Transfers Made Before Filing for Bankruptcy****6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's Name and Address	Description of Action Creditor Took	Date Action Taken	Account Number	Amount
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6.1 NONE

\$0

TOTAL**\$0****Specific Notes**

In the ordinary course of operations, the Debtors and parties might apply credits against accounts to apply to future purchases. These are considered ordinary course and largely de minimis and are not listed.

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Part 3:**Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity - within 1 year before filing this case.

☒ None

Caption of Suit and Case Number	Nature of Proceeding	Court or Agency and Address	Status of Case
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7.1 NONE

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Part 3:

Legal Actions or Assignments

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's Name and Address	Court Name and Address	Case Title and Number	Date	Description of Property	Value
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8.1 NONE

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Part 4:**Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's Name and Address	Recipient's Relationship to Debtor	Description of the Gifts or Contributions	Dates Given	Value
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9.1 NONE

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Part 5:**Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

Description of Property	How Loss Occurred	Amount of Payments Received	Date of Loss	Property Value
<i>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).</i>				
10.1	NONE			\$0
TOTAL				\$0

Specific Notes

The Debtors have listed losses that rose to a level where some form of recovery was sought. Smaller losses that might have occurred at various worksites or other company locations are considered de minimis and are not tracked at the corporate level, nor considered material losses.

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Part 6:**Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was Paid or Who Received the Transfer? Address	Email / Website	Who Made the Payment, if not Debtor?	If not Money, Describe any Property Transferred	Dates	Total Amount or Value
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11.1	NONE				\$0
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Part 6:**Certain Payments or Transfers****12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of Trust or Device	Trustee	Describe any Property Transferred	Dates Transfers were Made	Total Amount / Value
12.1 NONE				\$0

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Part 6:**Certain Payments or Transfers****13. Transfers not already listed on this statement**

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

Name and Address of Transferee, Relationship to Debtor	Description of Property	Date Transfer was Made	Total Amount or Value
13.1 NONE	NONE		\$0

TOTAL**\$0****Specific Notes**

Any values listed in the description of the property transferred are estimates and included for illustrative purposes only, as many transactions include adjustments to the purchase price post-closing. Further, the value of each transfer reflects an allocation of value across all of the associated Debtor entities.

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Part 7:**Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address		Dates of Occupancy	
14.1	13207 STAFFORD RD, MISSOURI CITY, TX 77489	From: <u>12/1/2011</u>	To: <u>9/24/2013</u>
14.2	13215 STAFFORD RD, MISSOURI CITY, TX 77489	From: <u>12/1/2012</u>	To: <u>9/24/2013</u>
14.3	16250 W. FOUNTAIN RD, TONKAWA, OK 74653	From: <u>3/15/2015</u>	To: <u>6/19/2016</u>
14.4	RA08GH5, DUBAI, UAE, UKRAINE	From: <u>5/26/2015</u>	To: <u>5/25/2016</u>

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Part 8:**Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility Name and Address	Nature of the Business Operation, Including Type of Services the Debtor Provides	Location Where Patient Records are Maintained (if Different from Facility Address). If Electronic, Identify any Service Provider.	If Debtor Provides Meals and Housing, Number of Patients in Debtor's Care	How are Records Kept?
15.1 NONE				☐ Electronic ☐ Paper

ESP Completion Technologies LLC

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Part 9:

Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☐ No.

☒ Yes. State the nature of the information collected and retained. Customer Name, address, telephone, e-mail address, phone number

Does the debtor have a privacy policy about that information?

☐ No

☒ Yes

ESP Completion Technologies LLC

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Part 9:**Personally Identifiable Information**

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

☐ No. Go to Part 10.

☒ Yes. Fill in below:

Describe: CJES 401(k) Plan - Fidelity Investments

EIN: 87-0750712

Has the plan been terminated?

☐ No

☒ Yes

☐ No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

☐ No. Go to Part 10.

☒ Yes. Fill in below:

Describe: Insperity 401(k) Plan

EIN: 76-0178498

Has the plan been terminated?

☒ No

☐ Yes

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Part 10:**Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution Name and Address	Last 4 Digits of Acct Number	Type of Account	Date of Closing	Last Balance
18.1 NONE				\$0

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Part 10:**Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository Institution Name and Address	Names of Anyone with Access to it and Address	Description of the Contents	Does Debtor still have it?
19.1 NONE			☐ No ☐ Yes

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Part 10:**Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility Name and Address	Names of Anyone with Access to it	Address	Description of the Contents	Does Debtor still have it?

20. 1 NONE

☐ No
☐ Yes

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Part 11:**Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's Name and Address	Location of the Property	Description of the Property	Value
21.1 BP AMERICA PRODUCTION CO. 501 WESTLAKE BLVD. HOUSTON, TX 77079		ARTIFICIAL LIFT EQUIPMENT – LOW VOLUME PUMP (LVP) AND CABLE DEPLOYED ELECTRICAL SUBMERSIBLE PUMP (CDESP)	\$4,796,730.18
21.2 SUN ENGINEERING 10031 EAST 52ND STREET TULSA, OK 74146		WINTERHAWK PRODUCTS	\$43,802.00
21.3 SUN ENGINEERING 10031 EAST 52ND STREET TULSA, OK 74146		WINTERHAWK PRODUCTS	\$122,870.00
21.4 SUN ENGINEERING 10031 EAST 52ND STREET TULSA, OK 74146		WINTERHAWK PRODUCTS	\$16,794.00
21.5 SUN ENGINEERING 10031 EAST 52ND STREET TULSA, OK 74146		WINTERHAWK PRODUCTS	\$508,508.00
21.6 SUN ENGINEERING 10031 EAST 52ND STREET TULSA, OK 74146		WINTERHAWK PRODUCTS	\$30,864.00

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Part 12:**Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similiary harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No
- ☐ Yes. Provide details below.

Case Title and Case Number	Court or Agency Name and Address	Nature of Proceeding	Status
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22. 1 NONE

ESP Completion Technologies LLC

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16-33602

Part 12:**Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
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23. 1 NONE

ESP Completion Technologies LLC

Case Number:

16-33602

Part 12:**Details About Environmental Information**

For the purpose of Part 12, the followig definitions apply:

- Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material means anything than an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similiary harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

24. Has the debtor notified any governmental unit of any release of hazardous material?

☐ No

☒ Yes. Provide details below.

Site Name and Address	Governmental Unit Name and Address	Environmental Law, if Known	Date of Notice
24.1 NONE	NONE		

Specific Notes

The Debtors have devoted substantial internal and external resources to identifying and providing the requested information. At some locations, the Debtors no longer have any operations and may no longer have relevant records, or the records may no longer be complete or reasonably accessible or reviewable. Some individuals who once possessed responsive information are no longer employed by the Debtors. When some requested categories of information were not reasonably available, the Debtors' response gives as much information as was reasonably available.

To the extent reasonably possible, however, the Debtors have listed all agency reportable releases from the Debtors' facilities and operations and/or other environmental events self-reported by the Debtors and for which the regulatory agency provided notice that a Debtor was the responsible party. Except to the extent the status for an item indicates it remains open or pending, each of these releases and/or events is considered closed and no further action is expected to be taken by the regulatory agency.

For Statement 24, corporate records tracking environmental issues are kept going back to January 1, 2012 and all information kept has been provided. Environmental records are all kept with CJ Holding Co., regardless of the entity related to the environmental record. Please refer to Statements the Debtor CJ Holding Co. (Case No. 16-33590) for responses to Statement 24.

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Part 13:**Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case.

Include this information even if already listed in the Schedules.

☐ None

Business Name and Address	Describe the Nature of the Business	Employer Identification Number	Dates Business Existed
<i>Do not include SSN or ITIN</i>			
25.1 ASESORES PETROLEROS INCORPORADOS A.P.I. LA INDUSTRIAL OE8-178 Y EUCALIPTOS QUITO , PICHINCHA ECUADOR	OIL & GAS SERVICE COMPANY - COMPLETIONS AND ARTIFICIAL LIFT; ESPCTLLC OWNED 100% OF COMPANY PRIOR TO ACQUISITION	1791995104001	6/9/2005 - 3/20/2015
25.2 BLACK GOLD OIFIELD SERVICES LA INDUSTRIAL OE8-178 Y EUCALIPTOS QUITO , PICHINCHA ECUADOR	OIL & GAS SERVICE COMPANY - COMPLETIONS AND ARTIFICIAL LIFT; ESPCTLLC OWNED 100% OF COMPANY PRIOR TO ACQUISITION	1791782690001	3/22/2001 -
25.3 ESP COMPLETION TECHNOLOGIES, S.A. LA INDUSTRIAL OE8-178 Y EUCALIPTOS QUITO , PICHINCHA ECUADOR	OIL & GAS SERVICE COMPANY - COMPLETIONS AND ARTIFICIAL LIFT; ESPCTLLC OWNED 100% OF COMPANY PRIOR TO ACQUISITION	1792079608001	4/2/2007 -
25.4 OLYMPIA STARS INC. LA INDUSTRIAL OE8-178 Y EUCALIPTOS QUITO , PICHINCHA ECUADOR	OIL & GAS SERVICE COMPANY - COMPLETIONS AND ARTIFICIAL LIFT; ESPCTLLC OWNED 100% OF COMPANY PRIOR TO ACQUISITION	1791810996001	12/14/2001 - 7/31/2015

Specific Notes

In the ordinary course of business the Debtors enter into joint operating agreements, unitization agreements, joint development or exploration agreements or similar agreements that may legally create a joint venture relationship; however, the Debtors have generally not listed these interests in Statement 25 where the interest in whatever entity could be listed is captured in the reserve report provided in Schedule A/B 15.

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business****26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and Address		Dates of Service	
26a.1	MARK CASHIOLA 3990 ROGERDALE ROAD HOUSTON, TX 77042	From: 6/13/2016	To:
26a.2	RANDY MCMULLEN 3990 ROGERDALE ROAD HOUSTON, TX 77042	From: 7/20/2014	To: 6/13/2016

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business****26. Books, records, and financial statements**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None**Name and Address****Dates of Service**

26b.1 KPMG, LLP
811 MAIN STREET
HOUSTON, TX 77002

From: 7/20/2014 To: 7/20/2016

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Part 13:**Details About the Debtor's Business or Connections to Any Business****26. Books, records, and financial statements**

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and Address****If any Books of Account and Records are Unavailable, Explain Why**

26c.1 MARK CASHIOLA
3990 ROGERDALE ROAD
HOUSTON, TX 77042

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business****26. Books, records, and financial statements**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None**Name and Address**

26d.1 NONE

Specific Notes

Pursuant to the requirements of the Securities Exchange Act of 1934, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, C&J Energy Services, Inc. prepares and files with the SEC Form 10-Q Quarterly Reports, Form 10-K Annual Reports, and Form 8K Special Reports (collectively, the "SEC Filings"). The SEC Filings contain consolidated financial information relating to the Debtor and its affiliates. Additionally, the Debtors have historically provided information such as annual reports on their website. Because the SEC Filings and other reports are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtor or other sources.

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No☒ Yes. Give the details about the two most recent inventories.

Name of the Person who Supervised the Taking of the Inventory	Name and Address of the Person who has Possession of Inventory Records	Date of Inventory	Dollar Amount	Basis
27. 1 Mark Cashiola	RYAN CRAWFORD 3000 SOUTH COUNTY RD 1255 MIDLAND, TX 79706	5/1/2016	\$94,147.00	Cost
27. 2 Mark Cashiola	JASON JIANG 14043 S GESSNER RD MISSOURI CITY, TX 77489	6/1/2016	\$125,901.00	Cost
27. 3 Mark Cashiola	JASON JIANG 14043 S GESSNER RD MISSOURI CITY, TX 77489	5/1/2016	\$62,131.00	Cost
27. 4 Mark Cashiola	JAIME MENDIETA GATE 7, ROUNDABOUT 8, LIGHT INDUSTRIAL UNIT FH05 PO BOX 128626 JEBEL ALI	6/1/2016	\$177,415.00	Cost
27. 5 Mark Cashiola	JAIME MENDIETA GATE 7, ROUNDABOUT 8, LIGHT INDUSTRIAL UNIT FH05 PO BOX 128626 JEBEL ALI	5/1/2016	\$193,314.00	Cost
27. 6 Mark Cashiola	ANTHONY TRAN 201 E JENSEN RD. EL RENO, OK 73036	6/1/2016	\$4,002.00	Cost
27. 7 Mark Cashiola	ANTHONY TRAN 201 E JENSEN RD. EL RENO, OK 73036	5/1/2016	\$14,630.00	Cost
27. 8 Mark Cashiola	RYAN MCALISTER 13568 58TH ST NW WILLISTON, ND 58801	6/1/2016	\$6,091.00	Cost
27. 9 Mark Cashiola	RYAN MCALISTER 13568 58TH ST NW WILLISTON, ND 58801	5/1/2016	\$11,999.00	Cost
27. 10 Mark Cashiola	RYAN CRAWFORD 3000 SOUTH COUNTY RD 1255 MIDLAND, TX 79706	6/1/2016	\$93,060.00	Cost
27. 11 Mark Cashiola	LARRY LERMA/ERICA MAJANO 13219 STAFFORD RD. SUITE A MISSOURI CITY, TX 77489		\$2,411,106.00	Cost
27. 12 Mark Cashiola	LARRY LERMA/ERICA MAJANO 13219 STAFFORD RD. SUITE A MISSOURI CITY, TX 77489		\$2,135,341.00	Cost

ESP Completion Technologies LLC

Case Number:

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Part 13:**Details About the Debtor's Business or Connections to Any Business****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No☒ Yes. Give the details about the two most recent inventories.

Name of the Person who Supervised the Taking of the Inventory	Name and Address of the Person who has Possession of Inventory Records	Date of Inventory	Dollar Amount	Basis
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ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business**

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name and Address	Position and Nature of any Interest	Percent of Interest, if any
28. 1	C&J SPEC-RENT SERVICES, INC. 3990 ROGERDALE ROAD HOUSTON, TX 77042	SOLE MEMBER	100.00%
28. 2	DANIELLE HUNTER 3990 ROGERDALE ROAD HOUSTON, TX 77042	EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL	
28. 3	DEAN CASTLEBERRY 3990 ROGERDALE ROAD HOUSTON, TX 77042	TREASURER	
28. 4	DON GAWICK 3990 ROGERDALE ROAD HOUSTON, TX 77042	CHIEF EXECUTIVE OFFICER	
28. 5	LANCE FIELDER 3990 ROGERDALE ROAD HOUSTON, TX 77042	EXECUTIVE VICE PRESIDENT	
28. 6	MARK C. CASHIOLA 3990 ROGERDALE ROAD HOUSTON, TX 77042	CHIEF FINANCIAL OFFICER	
28. 7	PATRICK BIXENMAN 3990 ROGERDALE ROAD HOUSTON, TX 77042	CHIEF OPERATING OFFICER	
28. 8	ROBERT FIELDER 3990 ROGERDALE ROAD HOUSTON, TX 77042	PRESIDENT	
28. 9	SCOTT MADDUX 3990 ROGERDALE ROAD HOUSTON, TX 77042	CORPORATE SECRETARY AND DEPUTY GENERAL COUNSEL	

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business**

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☒ Yes. Identify below.

Name and Address	Position and Nature of Interest	Period During Which Position Was Held
29. 1 DANIELLE HUNTER 3990 ROGERDALE ROAD HOUSTON, TX 77042	CORPORATE SECRETARY	From: <u>5/18/2015</u> To: <u>6/21/2016</u>
29. 2 MARK CASHIOLA 3990 ROGERDALE ROAD HOUSTON, TX 77042	VP, CONTROLLER AND CHIEF ACCOUNTING OFFICER	From: <u>5/18/2015</u> To: <u>6/21/2016</u>
29. 3 RANDALL C. MCMULLEN, JR. 3990 ROGERDALE ROAD HOUSTON, TX 77042	CHIEF FINANCIAL OFFICER	From: <u>5/18/2015</u> To: <u>6/13/2016</u>
29. 4 THEODORE R. MOORE 3990 ROGERDALE ROAD HOUSTON, TX 77042	EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL	From: <u>5/18/2015</u> To: <u>6/13/2016</u>

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Part 13:**Details About the Debtor's Business or Connections to Any Business****30. Payments, Distributions, or Withdrawals Credited or Given to Insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and Address of Recipient and Relationship to Debtor	Amount	Dates	Reason for Providing the Value
--	--------	-------	--------------------------------

30.1 NONE

TOTAL	<u>\$0</u>
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TOTAL	<u>\$0</u>
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Specific Notes

Please refer to Statement 4 regarding all payments to Insiders.

ESP Completion Technologies LLC

Case Number:

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Part 13:**Details About the Debtor's Business or Connections to Any Business****31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

No



Yes. Identify below.

Name of Parent Corporation

Employer Identification Number of the Parent Corporation

31. 1 NONE

EIN:

ESP Completion Technologies LLC

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Part 13:**Details About the Debtor's Business or Connections to Any Business**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.**Name of Pension Fund****Employer Identification Number of the Pension Fund**

32.1 NONE

EIN:

ESP Completion Technologies LLC

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Part 14:

Signature and Declaration

Warning -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this Statement of Financial Affairs and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: August 31, 2016

Signature: /s/ Mark Cashiola

Mark Cashiola, CFO

Name and Title

Are additional pages to the Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207) attached?

☐ No

☒ Yes