

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

In re:	§ § § § § § §	Chapter 11
SHALE SUPPORT GLOBAL HOLDINGS, LLC, <i>et al.</i> , ¹	§ § § § § § §	Case No. 19-33884 (DRJ)
Debtors.	§ § § § § § §	(Jointly Administered)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Shale Support Global Holdings, LLC (“SSGH”) and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors' Schedules 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.

Charles Caswell has signed each set of the Schedules and Statements. Mr. Caswell serves as the Chief Financial Officer for SSGH and he is an authorized signatory for each of the Debtors in these chapter 11 cases. In reviewing and signing the Schedules and Statements, Mr. Caswell has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and their legal and financial advisors. Mr. Caswell has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Shale Support Global Holdings, LLC (5328); Shale Support Holdings, LLC (7814); Stanton Rail Yard, LLC (5976); Southton Rail Yard, LLC (8704); Drying Facility Assets Holding, LLC (6424); Shale Energy Support, LLC (8523); Mine Assets Holding, LLC (4401); and Wet Mine Assets Holding, LLC (2879). The service address for Debtor Stanton Rail Yard, LLC is 32731 Egypt Lane, Magnolia, Texas 77354. For the remainder of the Debtors, it is 600 Jefferson Street, Suite 602, Lafayette, Louisiana 70501.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. The Debtors, and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate. For the avoidance of doubt, the Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event shall the Debtors, or their agents, attorneys, and financial advisors, be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, or financial advisors are advised of the possibility of such damages.

Global Notes and Overview of Methodology

1. **Description of Cases.** On July 11, 2019, (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On the Petition Date, an *Order for Joint Administration of Cases* [Docket No. 23] was entered directing joint administration of these chapter 11 cases. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedules and Statements. The information provided herein, except as otherwise noted, is reported as of the Petition Date of each respective Debtor, as appropriate.
2. **Global Notes Control.** These Global Notes pertain to and comprise an integral part of each of the Schedules and Statements and should be referenced in connection with any review thereof. In the event that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.
3. **Reservations and Limitations.** Commercially reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and supplement the Schedules and Statements as may be necessary or appropriate. Nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors’ rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any rights or claims of the Debtors against any third party or issues involving substantive consolidation, equitable subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy 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.

- (a) **No Admission.** Nothing contained in the Schedules and Statements is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtors, any assertion made therein or herein, or a waiver of the Debtors' rights to dispute any claim or assert any cause of action or defense against any party.
- (b) **Recharacterization.** Notwithstanding that the Debtors have made commercially reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.
- (c) **Classifications.** Listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract.
- (d) **Claims Description.** Any failure to designate a claim on the Debtors' Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated." Each Debtor reserves all rights to dispute, or assert offsets or defenses to, any claim reflected on its respective Schedules and Statements on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority of any claim. Moreover, listing a claim does not constitute an admission of liability by the Debtors against which the claim is listed or by any of the Debtors. The Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.
- (e) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates.
- (f) **Causes of Action.** Despite commercially reasonable efforts, the Debtors may not have identified all current and potential causes of action the Debtors may have against third parties in their respective Schedules and Statements, including,

without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action, and nothing in these Global Notes or the Schedules and Statements should be construed as a waiver of any such causes of action.

- (g) **Intellectual Property Rights.** Exclusion of certain intellectual property from the Schedules and Statements should not be construed as an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property rights in the Schedules and Statements should not be construed as an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.
- (h) **Insiders.** For purposes of the Schedules and Statements, the Debtors define “insiders” pursuant to section 101(31) of the Bankruptcy Code as (a) directors; (b) officers; (c) partners; (d) general partners; (e) relatives of directors, officers, or partners of the Debtors; and (f) debtor/non debtor affiliates.

The listing or omission of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements has been included for informational purposes only and such information may not be used for: (i) the purposes of determining (A) control of the Debtors; (B) the extent to which any individual exercised management responsibilities or functions; (C) corporate decision-making authority over the Debtors; or (D) whether such individual could successfully argue that he is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (ii) any other purpose.

4. **Methodology.**

- (a) **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”) nor are they intended to be fully reconciled to the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. The Schedules and Statements reflect the Debtors’ commercially reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.
- (b) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to redact from

the public record information such as names, addresses, or amounts. Generally, the Debtors have used this approach because of a confidentiality agreement between the Debtors and a third party, for the protection of sensitive commercial information, or for the privacy of an individual.

- (c) **Master Agreements.** Contracts and leases listed in the Schedules and Statements may be master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor entity that signed the original umbrella or master agreement. Other Debtors, however, may be liable together with such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate.
- (d) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have endeavored to only list such assets, liabilities, and prepetition payments once.
- (e) **Net Book Value.** In certain instances, current market valuations for individual items of property and other assets are neither maintained by, nor readily available to the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values. Market values may vary, in some instances, materially, from net book values presented as of June 30, 2019. The Debtors believe that it would be an inefficient use of estate assets for the Debtors to obtain the current market values of their property. Also, assets that have been fully depreciated or that were expensed for accounting purposes are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset.
- (f) **Undetermined Amounts.** The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.
- (g) **Unliquidated Amounts.** Amounts that could not be fairly quantified by the Debtors are scheduled as "unliquidated."
- (h) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different from the listed total.
- (i) **Property and Equipment.** The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. To the extent possible, any such leases are listed in the Schedules and Statements. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of

the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect thereto.

- (j) **Allocation of Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research 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 the prepetition and postpetition periods may change.
- (k) **Credits and Adjustments.** The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors' books and records and may either (i) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (ii) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtors on a postpetition basis on account of such credits, allowances, or other adjustments earned from prepetition payments and critical vendor payments, if applicable. The Debtors reserve all of their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a postpetition basis.
- (l) **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition payables pursuant to Court order—as such, outstanding liabilities may have been reduced by any Court-approved postpetition payments made on prepetition payables. Where and to the extent these liabilities have been satisfied, they are not listed in the Schedules and Statements. To the extent the Debtors later pay any amount of the claims listed in the Schedules and Statements pursuant to any orders entered by the Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or to take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payments for liabilities. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Court where such order preserves the right to contest.
- (m) **Intercompany Claims.** As described in the *Emergency Motion of Debtors for Entry of Interim and Final Orders Authorizing the Debtors to (I) Maintain and Use Existing Bank Accounts, Cash Management System, and Business Forms; (II) Honor Certain Prepetition Obligations Related Thereto; (III) Continue to Perform Intercompany Transactions, and; (IV) Granting Related Relief* [Docket No. 11] (the “Cash Management Motion”), the Debtors maintain business relationships with each Debtor and non-Debtor entity, conducting transactions from time to time that result in intercompany receivables and payables and/or are on account of capital contributions, equity investments, or distributions on account of equity investments. Prepetition receivables and payables among and between the Debtors or their non-Debtor affiliates are reported on Schedule A/B 77, Schedule D, and Schedule E/F, respectively, per the Debtors' books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be

construed as, an admission of the characterization of such balances as debt, equity, or otherwise. For the avoidance of doubt, the Debtors reserve all rights, claims, and defenses in connection with any and all intercompany receivables and payables, including, but not limited to, with respect to the characterization of intercompany claims, loans, and notes.

- (n) **Guarantees and Indemnification Claims.** The Debtors have exercised commercially reasonable efforts to locate and identify guarantees of their executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees or indemnification claims have been identified, they have been included in the relevant Schedules E/F, G and H for the affected Debtor. The Debtors may have inadvertently omitted guarantees or indemnifications embedded in their contractual agreements and may identify additional guarantees or indemnifications as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if additional guarantees are identified. In addition, the Debtors have entered into certain guarantees of debt and other obligations of other Debtors. The Debtors do not track these guarantees and thus have not listed them.
- (o) **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, including, but not limited to: certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; deferred revenue accounts; and certain accrued liabilities including, but not limited to, accrued employee benefits and accounts payable. The Debtors also have excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage Claims exist. Other immaterial assets and liabilities may also have been excluded.
- (p) **Liens.** The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any liens.
- (q) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (r) **Setoffs.** The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, credits, rebates, returns, refunds, negotiations, and/or disputes between the Debtors and their customers and/or suppliers. These normal, ordinary course setoffs and nettings are common to the industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors

are not yet aware and/or of which the Debtors have approved to effectuate in the claims process of their chapter 11 cases. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

- (s) **Individuals Addresses.** All individuals addresses have been removed from entries listed throughout the Schedules and Statements, where applicable.

5. **Specific Schedules Disclosures.**

- (a) **Schedules Summary.** Except as otherwise noted, the asset totals represent amounts as of June 30, 2019 and liability information provided herein represents the Debtors' liabilities as of the Petition Date.

- (b) **Schedule A/B, Parts 1 and 2 – Cash and Cash Equivalents; Deposits and Prepayments.** Details with respect to the Debtors' cash management system and bank accounts are provided in the Debtors' Cash Management Motion and the final order of the Court granting the Cash Management Motion [Docket No. 122].

Additionally, the Court, pursuant to the *Order (I) Restraining Utility Companies From Discontinuing, Altering, or Refusing Service; (II) Deeming Utility Companies Adequately Assured of Future Performance; (III) Establishing and Approving Procedures for Determining Assurance of Payment; and (IV) Granting Related Relief* [Docket No. 30], has authorized the Debtors to provide adequate assurance deposit, in the aggregate amount of \$106,210. Such deposits are not listed on Schedule A/B, Part 2, which has been prepared as of the Petition Date. Bank account balances listed in Part 1 represent the balance as of July 11, 2019.

- (c) **Schedule A/B, Part 3 – Accounts Receivable, Item 11.** The Debtors' reported accounts receivable as of July 11, 2019. The Debtors accounts receivable includes amounts that may be uncollectible. The Debtors are unable to determine with certainty what amounts will actually be collected.
- (d) **Schedule A/B, Part 4 – Investments; Non-Publicly Traded Stock and Interests in Incorporated and Unincorporated Businesses, including any Interest in an LLC, Partnership, or Joint Venture.** Ownership interests in subsidiaries, partnerships, and joint ventures have been listed in Schedule A/B, Part 4, as undetermined amounts on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors, and may differ significantly from their net book value.
- (e) **Schedule A/B, Part 5 – Inventory, Excluding Agricultural Assets.** Dollar amounts are presented at cost, weighted average, and FIFO and do not account for accumulated depreciation and other adjustments.
- (f) **Schedule A/B, Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles.** Dollar amounts are presented at cost basis and do not account for accumulated depreciation and other adjustments.

- (g) **Schedule A/B, Part 8 – Machinery, equipment, & vehicles.** Dollar amounts are presented at cost basis and do not account for accumulated depreciation and other adjustments.
- (h) **Schedule A/B, Part 9 – Real Property.** For those Debtors that own or lease real property, such real estate is reported at cost, and does not account for accumulated depreciation. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. Any buildings and land improvements are listed on Schedule A/B, Part 9, independent of whether the real property to which the building or land improvement is connected is Debtor-owned property. The Debtors reserve all of their rights to re-categorize and/or re-characterize such asset holdings to the extent the Debtors determine that such holdings were improperly listed.

Certain of the instruments reflected on Schedule A/B 55 may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional lands, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule A/B 55. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule A/B 55 is an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B 55, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument, including any intercompany agreement.

Schedule A/B, Part 11 – All Other Assets.

Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, including Counterclaims of the Debtors and Rights to Setoff Claims. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, cross-claims, setoffs, credits, rebates, or refunds with their customers and suppliers. Because such claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B, Part 11.

Interests in Insurance Policies or Annuities. A list of Debtors' insurance policies and related information is available in the *Emergency Motion of Debtors for Entry of Order (I) Authorizing the Debtors to (A) Maintain Existing Insurance Policies and Pay All Premiums and Broker Fees Arising Thereunder, (B) Continue Insurance Premium Financing Obligations Arising in Connection Therewith, and (C) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies and; (II) Granting Related Relief* [Docket No. 10] (the "Insurance Motion") and the order of the Court granting the Insurance Motion [Docket No. 33]. The Debtors believe that there is little or no cash value to the vast majority of such insurance policies.

Such policies have all been included on Schedule A/B, Part 11, with values listed as “undetermined.”

Intercompany receivables reflect the balance as of June 30, 2019.

The aggregate amount of all accumulated depreciation and other adjustments for fixed assets is listed on Schedule A/B, Part 11 Question 77.

- (i) **Schedule D – Creditors Who Have Claims Secured by Property.** Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. In certain instances, some of the Debtors may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities.

The Debtors have not included on Schedule D parties that may believe such claims are secured through setoff rights or inchoate statutory lien rights. Although there are multiple parties that hold a portion of the debt included in the secured facilities, only the administrative agents have been listed for purposes of Schedule D.

Schedule E/F – Creditors Who Have Unsecured Claims.

Part 1 - Creditors with Priority Unsecured Claims. Pursuant to the *Order (I) Authorizing the Payment of Certain Prepetition Taxes and Fees; and (II) Granting Related Relief* [Docket No. 32] (the “Tax Order”), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority claims based upon prepetition tax accruals that have been paid pursuant to the Final Tax Order are not listed in Schedule E.

Furthermore, pursuant to the *Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefit Programs; (II) Granting Related Relief* [Docket No. 31] (the “Wages Order”), the Debtors have been granted authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any

non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such accrued payroll has been listed as undetermined in Schedule E.

The listing of a claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such claim or any portion thereof is entitled to priority status.

Part 2 - Creditors with Nonpriority Unsecured Claims. The liabilities identified in Schedule E/F, Part 2, are derived from the Debtors' books and records. The Debtors made a commercially reasonable attempt to set forth their unsecured obligations, although the actual amount of claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities, which have been listed on a gross accounts payable basis, may not reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims.

Pursuant to the *Order (I) Authorizing Debtors to Pay (A) 503(b)(9) Claims, (B) Shipping, Warehousing, and Other Lien Claims, and (C) Certain Critical Vendor Claims, and (II) Granting Related Relief* [Docket No. 35], the Debtors have been granted the authority to pay, in their discretion, certain prepetition non-priority obligations.

Schedule E/F, Part 2, contains information regarding threatened or pending litigation involving the Debtors. The amounts for these potential claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules and Statements.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include claims that may arise in connection with the rejection of any executory contracts and unexpired leases, if any, that may be or have been rejected.

In many cases, the claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors' estates, the Debtors have not listed a specific date or dates for such claim.

As of the time of filing of the Schedules and Statements, the Debtors have not received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligations, to amend Schedules D and E/F if, or when, the Debtors receive such invoices.

- (j) **Schedule G – Executory Contracts and Unexpired Leases.** While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Additionally, relationships between the Debtors and their vendors are often governed by a master services agreement, under which the Debtors also place work and purchase orders, which may be considered executory contracts. Disclosure of all of these purchase and work orders, however, is impracticable and unduly burdensome. Accordingly, to the extent the Debtors have determined to disclose non-confidential master services agreements in Schedule G, purchase and work orders placed thereunder may have been omitted.

Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. Expired contracts and leases may have also been inadvertently included. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as supplemental agreements and letter agreements, which documents may not be set forth in Schedule G. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

The Debtors have reserved all rights to dispute or challenge the characterization of any transaction or any document or instrument related to a creditor's claim.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider.

Although the Debtors have made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of its rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contract or agreement is not impaired by the omission.

6. **Specific Statements Disclosures.**

- (a) **Statements, Part 2, Question 3 – Payments and Transfers to Certain Creditors within 90 Days.** The dates set forth in the “Dates” column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an “ACH” processing; or (iii) the check date. Prior to the Petition Date, the Debtors maintained a centralized cash management system through which certain Debtors made payments on behalf of certain Debtor affiliates and certain non-debtor affiliates, as further explained in the Cash Management Motion. Consequently, for the purpose of this schedule, payments are recorded on the Debtor’s Statements, Part 2, Question 3, based on the Debtor’s bank account owned. Disbursements made on account of multiple invoices may be reflected as a single payment.

Payments to the Debtors’ bankruptcy professionals, insiders, and intercompany transactions are not included the payments to creditors. Payments to the aforementioned parties are included in the following locations within the Statements: bankruptcy professionals (Question 11), insiders (Question 4), intercompany (Question 4).

- (b) **Statements, Part 2, Question 4 – Payments and Transfers to Insiders.** Certain directors and executive officers of the Debtors are also directors and executive officers of certain Debtor and non-Debtor affiliates. To the extent payments to such individuals are not listed in the response to Question 4 on the Statements for such Debtor affiliates, they did not receive payment for their services as directors or executive officers of these entities. Certain of the Debtors’ directors and executive officers received payments net of tax withholdings in the year preceding the Petition Date. The amounts listed under Question 4 reflect the gross amounts paid to such directors and executive officers, rather than the net amounts after deducting for tax withholdings.

Certain directors and executive officers of non-Debtor affiliates are not listed in response to Question 4 as they did not receive payment for their services from the Debtors during the relevant period.

- (c) **Statements, Part 2, Question 6 – Setoffs.** For a discussion of setoffs and nettings incurred by the Debtors, refer to paragraph 4(r) of these Global Notes.
- (d) **Statements, Part 6, Question 11 – Payments Related to Bankruptcy.** The payments provided in Question 11 are reported at the specific Debtor who made the payment. The Debtors believe that it would be an inefficient use of the assets of the estates to allocate these payments on a Debtor-by-Debtor basis.
- (e) **Statements, Part 13, Question 26 – Books, Records, and Financial Statements.** The Debtors provide certain parties, such as banks, auditors, potential investors, vendors, and financial advisors, with financial statements that may not be part of a public filing. The Debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors have not provided full lists of these parties in their Responses to Statement, Part 13, Question 26.

- (f) **Statements, Part 13, Question 28 – Current Officers, Directors, Members, Partners, and Shareholders.** All Debtor entities are managed by the Officers and Directors of Shale Support Global Holdings, LLC.
- (g) **Statements, Part 13, Question 30 – Payments, Distributions, or Withdrawals Credited or Given to Insiders.** Distributions by the Debtors to their respective directors and officers are listed on the attachment to Question 4. Certain directors and executive officers of the Debtors are also directors and executive officers of certain Debtor and non-Debtor affiliates. To the extent payments to such individuals are not listed in the response to Question 4 on the Statements for such Debtor affiliates, they did not receive payment for their services as directors or executive officers of these entities. Certain of the Debtors' directors and executive officers received payments net of tax withholdings in the year preceding the Petition Date. The amounts listed under Question 4 reflect the gross amounts paid to such directors and executive officers, rather than the net amounts after deducting for tax withholdings.

Certain directors and executive officers of non-Debtor affiliates are not listed in response to Question 4 as they did not receive payment for their services from the Debtors during the relevant period.

* * * * *

Fill in this information to identify the case:

Debtor name STANTON RAIL YARD, LLC

United States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)

Case number (If known): 19-33879 (DRJ)

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*\$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*\$ 5.00
+ undetermined amounts**1c. Total of all property:**Copy line 92 from *Schedule A/B*\$ 5.00
+ undetermined amounts**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*\$ 116,001,368.20**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*\$ 0.00**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*+ \$ 0.00**4. Total liabilities**

Lines 2 + 3a + 3b

\$ 116,001,368.20

Fill in this information to identify the case:Debtor name STANTON RAIL YARD, LLCUnited States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)Case number (if known): 19-33879 (DRJ)☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**

\$ _____

3. Checking, savings, money market, or financial brokerage accounts *(Identify all)*

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. See Attached Rider _____ _____ \$ 5.003.2. _____ _____ _____ \$ _____**4. Other cash equivalents** *(Identify all)*4.1. None \$ 0.00

4.2. _____ \$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 5.00**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____ \$ _____

7.2. _____ \$ _____

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts11b. Over 90 days old: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

Part 4: Investments**13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ 0.00
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ 0.0034. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____36. **Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles**38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.0044. **Is a depreciation schedule available for any of the property listed in Part 7?**☐ No☐ Yes45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**☒ No. Go to Part 9.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____

49. Aircraft and accessories

49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____	\$ _____	_____	\$ _____
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51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ _____ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?☐ No☐ Yes**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 9: Real property**

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ _____
61. Internet domain names and websites	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property	\$ _____	_____	\$ _____
65. Goodwill	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

**Current value of
debtor's interest**

71. Notes receivable

Description (include name of obligor)

None	_____	—	_____	= →	\$ _____	0.00
	Total face amount		doubtful or uncollectible amount			

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

None	_____	Tax year _____	\$ _____	0.00
_____	_____	Tax year _____	\$ _____	
_____	_____	Tax year _____	\$ _____	

73. Interests in insurance policies or annuities

See Attached Rider	_____	\$ _____	0.00
		+ undetermined amounts	

74. Causes of action against third parties (whether or not a lawsuit has been filed)

None	_____	\$ _____	0.00
------	-------	----------	------

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

None	_____	\$ _____	0.00
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Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

None	_____	\$ _____	0.00
------	-------	----------	------

77. Other property of any kind not already listed Examples: Season tickets, country club membership

None	_____	\$ _____	0.00
------	-------	----------	------

_____	_____	\$ _____	
-------	-------	----------	--

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____	0.00
+ undetermined amounts	

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ <u>5.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ <u>0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ <u>0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ <u>0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ <u>0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ <u>0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ <u>0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ <u>0.00</u>	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$ <u>0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ <u>0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ <u>0.00</u> + undetermined amounts	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ <u>5.00</u> + undetermined amounts	+ 91b. \$ <u>0.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ <u>5.00</u> + undetermined amounts

Debtor Name: STANTON RAIL YARD, LLC

Case Number: 19-33879 (DRJ)

Assets - Real and Personal Property**Part 1, Question 3:** Checking, savings, money market, or financial brokerage accounts

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
REGIONS BANK	OPERATING ACCOUNT	9597	\$5.00
		TOTAL	\$5.00

Debtor Name: STANTON RAIL YARD, LLC

Case Number: 19-33879 (DRJ)

Assets - Real and Personal Property**Part 11, Question 73:** Interests in insurance policies or annuities

Description	Policy type	Policy number	Current value of debtor's interest
AXIS SURPLUS INS. CO.	DIRECTORS AND OFFICERS AND EMPLOYMENT PRACTICES LIABILITY INSURANCE	MHN631776/01/2018	Undetermined
AXIS SURPLUS INS. CO.	DIRECTORS AND OFFICERS AND EMPLOYMENT PRACTICES LIABILITY INSURANCE	P00100013153101	Undetermined
CRUM & FORSTER	GENERAL LIABILITY / UMBRELLA	EPK-125694/ EFX-112181	Undetermined
EVEREST NATIONAL INSURANCE COMPANY	INLAND MARINE	IM8ML00110191	Undetermined
STAR INDEMNITY & LIABILITY CO	UMBREALLA POLICY (AUTO)	XS 1000095394191	Undetermined
ZURICH AMERICAN INSURANCE COMPANY	WORKERS COMPENSATION	WC 5778465-04	Undetermined
ZURICH AMERICAN INSURANCE COMPANY	AUTOMOBILE	BAP 4391278-07	Undetermined
EULER HERMES NORTH AMERICA	CORPORATE ADVANTAGE (CREDIT INSURANCE)	5109783	Undetermined
		TOTAL	\$0.00 + undetermined amounts

Fill in this information to identify the case:

Debtor name STANTON RAIL YARD, LLC
 United States Bankruptcy Court for the: SOUTHERN District of TEXAS
 (HOUSTON)
 Case number (If known): 19-33879 (DRJ)

☐ Check if this is an amended filing

Official Form 206D**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim**2.1 Creditor's name**

BSP AGENCY, LLC

Describe debtor's property that is subject to a lien
 SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS

\$ 116,001,368.20

\$ Undetermined

Creditor's mailing address

ATTN: BRYAN MARTOKEN
 9 WEST 57TH STREET
 SUITE 4920
 NEW YORK, NY 10019

Describe the lien

BORROWER - TERM LOAN.

Creditor's email address, if known**Is the creditor an insider or related party?**

- ☒ No
☐ Yes

Date debt was incurred Undetermined

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

SEE SCHEDULE D

2.2 Creditor's name

Describe debtor's property that is subject to a lien

\$

\$

Creditor's mailing address**Describe the lien****Creditor's email address, if known****Is the creditor an insider or related party?**

- ☐ No
☐ Yes

Date debt was incurred

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☐ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

- ☐ Yes. The relative priority of creditors is specified on lines

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 116,001,368.20

Debtor STANTON RAIL YARD, LLC
NameCase number *(if known)* 19-33879 (DRJ)**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1
did you enter the
related creditor?Last 4 digits of
account number
for this entity

Fill in this information to identify the case:

Debtor STANTON RAIL YARD, LLC

United States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)

Case number 19-33879 (DRJ)
(If known)

☐ Check if this is an amended filing

Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1 Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed	\$ _____	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____		
Last 4 digits of account number _____	Is the claim subject to offset? ☐ No ☐ Yes		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)			
2.2 Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed	\$ _____	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____		
Last 4 digits of account number _____	Is the claim subject to offset? ☐ No ☐ Yes		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)			
2.3 Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed	\$ _____	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____		
Last 4 digits of account number _____	Is the claim subject to offset? ☐ No ☐ Yes		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)			

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes
3.2	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes
3.3	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes
3.4	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes
3.5	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes
3.6	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: _____ Is the claim subject to offset? ☐ No ☐ Yes

Debtor STANTON RAIL YARD, LLC
NameCase number *(if known)* 19-33879 (DRJ)**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is
the related creditor (if any) listed?Last 4 digits of
account number, if
any

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims****5. Add the amounts of priority and nonpriority unsecured claims.**

Total of claim amounts

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 0.00

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 0.00

Fill in this information to identify the case:

Debtor name STANTON RAIL YARD, LLC

United States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)

Case number (If known): 19-33879 (DRJ) Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest DIRECTORS AND OFFICERS / EMPLOYMENT PRACTICES LIABILITY INSURANCE POLICY State the term remaining List the contract number of any government contract	AXIS SURPLUS INS. CO. 111 S WACKER DR., SUITE 3500 CHICAGO, IL 60606
2.2	State what the contract or lease is for and the nature of the debtor's interest INTERCREDITOR AGREEMENT DATED 2/28/2018 AND ALL RELATED DOCUMENTS State the term remaining List the contract number of any government contract	BSP AGENCY, LLC ATTN: BRYAN MARTOKEN 9 WEST 57TH STREET SUITE 4920 NEW YORK, NY 10019
2.3	State what the contract or lease is for and the nature of the debtor's interest CREDIT AGREEMENT DATED 6/29/2015 AND ALL RELATED AMENDMENTS AND DOCUMENTS State the term remaining List the contract number of any government contract	BSP AGENCY, LLC ATTN: BRYAN MARTOKEN 9 WEST 57TH STREET SUITE 4920 NEW YORK, NY 10019
2.4	State what the contract or lease is for and the nature of the debtor's interest GENERAL LIABILITY / UMBRELLA INSURANCE POLICY NUMBERS EPK-125694 AND EFX-112181 State the term remaining List the contract number of any government contract	CRUM & FORSTER 305 MADISON AVENUE MORRISTOWN, NJ 07962
2.5	State what the contract or lease is for and the nature of the debtor's interest INLAND MARINE INSURANCE POLICY NUMBER IM8ML00110191 State the term remaining List the contract number of any government contract	EVEREST NATIONAL INSURANCE COMPANY 477 MARTINSVILLE ROAD P.O. BOX 830 LIBERTY CORNER, NJ 07938-0830

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Additional Page if Debtor Has More Executory Contracts or Unexpired Leases**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.6	State what the contract or lease is for and the nature of the debtor's interest COMMERCIAL PREMIUM FINANCE AGREEMENT DATED 1/25/2019 State the term remaining List the contract number of any government contract	FIRST INSURANCE FUNDING 450 SKOKIE BLVD STE 100 NORTHBROOK, IL 60062
2.7	State what the contract or lease is for and the nature of the debtor's interest COMMERCIAL PREMIUM FINANCE AGREEMENT DATED 2/27/2019 State the term remaining List the contract number of any government contract	FIRST INSURANCE FUNDING 450 SKOKIE BLVD STE 100 NORTHBROOK, IL 60062
2.8	State what the contract or lease is for and the nature of the debtor's interest COMMERCIAL PREMIUM FINANCE AGREEMENT DATED 6/27/2019 State the term remaining List the contract number of any government contract	FIRST INSURANCE FUNDING 450 SKOKIE BLVD STE 100 NORTHBROOK, IL 60062
2.9	State what the contract or lease is for and the nature of the debtor's interest AMENDMENT TO LEASE AGREEMENT AND OPTION AGREEMENT DATED 1/1/2017 State the term remaining List the contract number of any government contract	RAIL ESTATE, LP 4904 OAK VALLEY DR MIDLAND, TX 79707
2.10	State what the contract or lease is for and the nature of the debtor's interest INTERCREDITOR AGREEMENT DATED 2/28/2018 AND ALL RELATED DOCUMENTS State the term remaining List the contract number of any government contract	SIENA LENDING GROUP, LLC ATTN: STEVEN SANICOLA 9 W BROAD STREET, 5TH FLOOR STAMFORD, CT 06902
2.11	State what the contract or lease is for and the nature of the debtor's interest UMBREALLA INSURANCE POLICY State the term remaining List the contract number of any government contract	STAR INDEMNITY & LIABILITY CO. 399 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022
2.12	State what the contract or lease is for and the nature of the debtor's interest AUTOMOBILE INSURANCE POLICY NUMBER BAP 4391278-07 State the term remaining List the contract number of any government contract	ZURICH AMERICAN INSURANCE COMPANY 1299 ZURICH WAY SCHAUMBURG, IL 60196-1056

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Additional Page if Debtor Has More Executory Contracts or Unexpired Leases**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.13

State what the contract or lease is for and the nature of the debtor's interestWORKERS COMPENSATION
INSURANCE POLICY NUMBER WC
5778465-04ZURICH AMERICAN INSURANCE COMPANY
1299 ZURICH WAY
SCHAUMBURG, IL 60196-1056**State the term remaining****List the contract number of any government contract**

Fill in this information to identify the case:Debtor name STANTON RAIL YARD, LLCUnited States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)Case number (If known): 19-33879 (DRJ)☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15****Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.****1. Does the debtor have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.****Column 1: Codebtor****Column 2: Creditor****Name****Mailing address****Name***Check all schedules that apply:*☒ D
☐ E/F
☐ G☒ D
☐ E/F
☐ G☒ D
☐ E/F
☐ G☒ D
☐ E/F
☐ G☒ D
☐ E/F
☐ G☒ D
☐ E/F
☐ G

Debtor STANTON RAIL YARD, LLC
NameCase number (if known) 19-33879 (DRJ)**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7 WET MINE ASSETS HOLDING, LLC	9001 HIGHWAY 607 WEST NICHOLSON, MS 39463	BSP AGENCY, LLC	☒ D ☐ E/F ☐ G

Fill in this information to identify the case and this filing:Debtor Name STANTON RAIL YARD, LLCUnited States Bankruptcy Court for the: SOUTHERN District of TEXAS
(HOUSTON)Case number (If known): 19-33879 (DRJ)**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 08/15/2019
MM / DD / YYYY

X/s/ CHARLES CASWELL

Signature of individual signing on behalf of debtor

CHARLES CASWELL
Printed name

CHIEF FINANCIAL OFFICER OF SHALE SUPPORT GLOBAL HOLDINGS, LLC
Position or relationship to debtor