

United States Bankruptcy Court District of Delaware				Voluntary Petition					
Name of Debtor (if individual, enter Last, First, Middle): <b>BT Financing, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>27-1106671</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):						
Street Address of Debtor (No. and Street, City, and State): <b>14567 North Outer Forty, Suite 500 Chesterfield, Missouri</b>			Street Address of Joint Debtor (No. and Street, City, and State):						
ZIP CODE <b>63017</b>			ZIP CODE						
County of Residence or of the Principal Place of Business: <b>St. Louis</b>			County of Residence or of the Principal Place of Business:						
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):						
ZIP CODE			ZIP CODE						
Location of Principal Assets of Business Debtor (if different from street address above):			ZIP CODE						
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  <b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Consulting &amp; Information Services</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).						
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000 <b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion								<b>THIS SPACE IS FOR COURT USE ONLY</b>	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>BT Financing, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Schedule I</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b> (Check any applicable box)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;"> <p>_____ (Name of landlord that obtained judgment)</p> <p>_____ (Address of landlord)</p> </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

B1 (Official Form 1) (12/11)

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>BT Financing, Inc.</b>
<b>Signatures</b>	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date	<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  _____ (Printed Name of Foreign Representative)  _____ Date
X _____ Signature of Attorney* Robert S. Brady Printed Name of Attorney for Debtor(s) Young Conaway Stargatt & Taylor, LLP Firm Name Rodney Square, 1000 North King Street, Wilmington, DE 19801 Address (302) 571-6600 Telephone Number June 9, 2015 Date  *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  _____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address  X _____ Signature  _____ Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Authorized Individual  Kevin Nystrom Printed Name of Authorized Individual  President & Chief Executive Officer Title of Authorized Individual  June 9, 2015 Date	

**Schedule 1**

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

As of the date hereof, each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). All of these entities are “affiliates,” as defined in section 101(2) of the Bankruptcy Code, and they have moved for joint administration of their chapter 11 cases under the number assigned to the chapter 11 case of Boomerang Tube, LLC.

1. Boomerang Tube, LLC
2. BTCSP, LLC
3. BT Financing, Inc.

**BT FINANCING, INC.**  
**STATEMENT OF UNANIMOUS WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS**

**Dated and effective as of June 8, 2015**

The undersigned being all the directors (collectively, the “**Board**”) of BT Financing, Inc., a Delaware corporation (the “**Company**”), pursuant to the provisions of the Certificate of Incorporation of the Corporation and the Bylaws of the Corporation, dated as of October 8, 2009, and pursuant to the Delaware General Corporations Law, hereby waive notice of meeting and consent to, adopt, affirm, and ratify the actions and/or Resolutions set forth below, as evidenced by the signatures attached hereto, with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board, and direct that this written consent be filed with the minutes of the proceedings of the Board:

**WHEREAS**, the Board has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses;

**WHEREAS**, the Board has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company; and

**WHEREAS**, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal and financial advisors as to the relative risks and benefits of pursuing a pre-negotiated plan of reorganization on the terms set forth in the Plan Support Agreement and the related term sheets attached thereto (in substantially the form of the draft thereof previously distributed to the Board by electronic mail or otherwise, collectively, the “**PSA**”) under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

**WHEREAS**, the Board has determined that it is fair, appropriate, advisable, necessary and in the best interests of the Company, its equity holders, creditors and other parties in interest to enter into the PSA and to pursue the negotiation, documentation and execution of a plan of reorganization substantially on the terms set forth in the PSA and a related disclosure statement to facilitate the performance of the transactions described in the PSA;

**WHEREAS**, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal and financial advisors regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Company to effectively transition into chapter 11, including the payment

of 2014 Annual Bonus Payments to the Company's employees (the "**First Day Relief**");

**WHEREAS**, the Board has determined that it is fair, appropriate, advisable, necessary and in the best interests of the Company, its equity holders, creditors and other parties in interest to seek the First Day Relief should it seek protection under chapter 11 of the Bankruptcy Code;

**WHEREAS**, the Board desires to approve the following Resolutions.

Chapter 11 Petition, PSA and First Day Relief

**RESOLVED**, that in the judgment of the Board of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company (i) enter into the PSA, (ii) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, (iii) seek the First Day Relief and (iv) pursue the transactions contemplated under the PSA;

**RESOLVED**, that Kevin Nystrom, Jason Roberts, and Michael Cullen, each as authorized signatory or in any other capacity (each an "**Authorized Officers**," and collectively, the "**Authorized Officers**") acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

Debtor-in-Possession Financing

**RESOLVED**, that in connection with the commencement of the chapter 11 case, the Authorized Officers be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to (i) authorize, negotiate, execute and deliver a subsidiary guarantee (the "**DIP Term Subsidiary Guarantee**") of a debtor-in-possession loan facility in the amount of \$60 million provided under that certain Debtor-in-Possession Credit Agreement (the "**DIP Term Credit Agreement**"), by and among Boomerang Tube, LLC, the lenders party thereto from time to time (the "**DIP Term Lenders**"), and Cortland Capital Market Services LLC as agent (in such capacity, the "**DIP Term Agent**") and (ii) grant security interests in favor of the DIP Term Agent, for the benefit of the DIP Term Lenders, to secure the obligations under the DIP Term Subsidiary Guarantee, in each instance, on the terms set forth in the PSA and such

other terms and conditions as such Authorized Officers executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**RESOLVED**, that in connection with the commencement of the chapter 11 case, the Authorized Officers be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to (i) authorize, negotiate, execute and deliver a subsidiary guarantee (the “**DIP ABL Subsidiary Guarantee**”) of a debtor-in-possession loan facility in the amount of \$85 million provided under that certain Debtor-in-Possession Credit Agreement (the “**DIP ABL Credit Agreement**”), by and among Boomerang Tube, LLC, the lenders party thereto from time to time (the “**DIP ABL Lenders**”) and Wells Fargo Capital Finance, LLC, as agent (in such capacity, the “**DIP ABL Agent**”) and the other Loan Documents (as defined in the DIP ABL Credit Agreement), and (ii) grant security interests in favor of the DIP ABL Agent, for the benefit of the DIP ABL Lenders, to secure the obligations under the DIP ABL Subsidiary Guarantee, in each instance, on the terms set forth in the PSA and such other terms and conditions as such Authorized Officers executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

#### Retention of Professionals

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to authorize the Company to continue the Services Agreement dated as of February 19, 2015, by any among Boomerang Tube, LLC, Zolfo Cooper Management, LLC and Kevin Nystrom in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code

and to take any and all actions to advance the Company's rights and obligations;

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Debevoise & Plimpton LLP as special counsel to represent and assist the Company in connection with corporate, transactional, and financing matters arising in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ Donlin, Recano & Company, Inc. as claims and noticing agent and administrative advisors in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ Lazard Frères & Co. LLC as financial advisor to the Company in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

**RESOLVED**, that the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

#### Further Actions and Prior Actions

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these



Resolutions were certified, are hereby in all respects approved and ratified; and

**RESOLVED**, that this written action of the Board may be executed in counterparts, each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument, and that a copy of these Resolutions of the Board shall be filed with the minutes of the proceedings of the Board.

*[remainder of page intentionally left blank]*

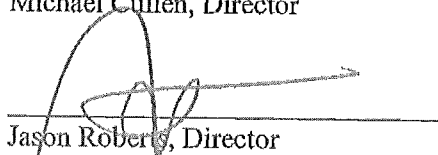
**COUNTERPART SIGNATURE PAGE**  
**BT FINANCING, INC.**  
**STATEMENT OF UNANIMOUS WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS**

Dated and effective as of June 8, 2015

IN WITNESS WHEREOF, the undersigned, being all the Directors of the Company, have executed this Statement of Unanimous Written Consent of the Board of Directors.

**DIRECTORS**

  
\_\_\_\_\_  
Michael Cullen, Director

  
\_\_\_\_\_  
Jason Roberts, Director

**BEING ALL OF THE DIRECTORS OF THE COMPANY**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BOOMERANG TUBE, LLC, a Delaware limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 15-\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 30 LARGEST UNSECURED CLAIMS**

Boomerang Tube, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “**Consolidated Top 30 List**”) based on the Debtors’ books and records as of June 5, 2015. The Consolidated Top 30 List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated Top 30 List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim at any later point as they deem appropriate.

	Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Whether Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Nature of claim	Amount of Claim
1.	Nucor Steel	Attn: Sam Commella P.O. Box 30 Armored, AR 72310 <a href="mailto:sam.commella@nucor.com">sam.commella@nucor.com</a> P: 870-762-2100 F: 870-838-1956		Trade Claim	\$17,481,298.07

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Boomerang Tube, LLC (9415); BTCSP, LLC (7632); and BT Financing, Inc. (6671). The location of the Debtors’ corporate headquarters is 14567 North Outer Forty, Suite 500, Chesterfield, Missouri 63017.

	Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Whether Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Nature of claim	Amount of Claim
2.	Daewoo International Corporation	Attn: Joseph Shin 300 Frank W Burr Blvd., Suite #23 Teaneck, NJ 07666 <a href="mailto:jshin@dwa.daewoo.com">jshin@dwa.daewoo.com</a> P: 713-800-3916 F: 713-979-3952		Trade Claim	\$3,131,651.12
3.	Pinnacle Machine Works LLC	Attn: Bill Scott 10521 Sheldon Road Houston, TX 77044 <a href="mailto:bscott@pinnaclemw.com">bscott@pinnaclemw.com</a> P: 713-409-8831		Trade Claim	\$2,483,349.41
4.	Patterson Tubular Services	Attn: David Glascock 539 Sheldon Road PO Box 117 Channelview, TX 77530-0117 <a href="mailto:dglascock@pattersonstubular.com">dglascock@pattersonstubular.com</a> P: 800-452-5443		Trade Claim	\$2,015,616.10
5.	Arcelor Mittal and AM/NS Calvert LLC	Attn: Eric Smith 1 South Dearborn Street 18th Floor Chicago, IL 60603 <a href="mailto:eric.smith@arcelormittal.com">eric.smith@arcelormittal.com</a> P: 312-899-3722 F: 312-899-3197		Trade Claim	\$2,134,187.76
6.	GB Tubulars	Attn: Gene Mannella 950 Threadneedle Suite 130 Houston, TX 77079 <a href="mailto:genem@gbtubulars.com">genem@gbtubulars.com</a> P: 713-800-3514		Trade Claim	\$811,160.00
7.	Tuboscope - North	Attn: John Howard 2835 Holmes Road Houston, TX 77051 <a href="mailto:john.howard@nov.com">john.howard@nov.com</a> P: 713-799-5447		Trade Claim	\$542,664.78
8.	JFE Steel Corporation	Attn: Hideki Nakamura 10333 Richmond Avenue Suite 810 Houston, TX 77042 <a href="mailto:nakamura@jfeshoji.com">nakamura@jfeshoji.com</a> P: 713-952-2592 F: 713-952-2595		Trade Claim	\$460,240.00

	Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Whether Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Nature of claim	Amount of Claim
9.	Motion Industries, Inc.	Attn: Keith Bishop 1465 E Sam Houston Pwy Suite 100 Pasadena, TX 77503 <a href="mailto:keith.bishop@motion-ind.com">keith.bishop@motion-ind.com</a> P: 281-542-1660		Trade Claim	\$420,242.20
10.	Amtex Machine Products, Inc.	Attn: Tom Behanick 4517 Brittmoore Road Houston, TX 77041 <a href="mailto:tbehanick@amtexmachine.com">tbehanick@amtexmachine.com</a> P: 713-896-4488 F: 713-896-6363		Trade Claim	\$413,222.40
11.	Mustang Cat/Machinery	Attn: Leroy Jackson 12800 North West Freeway Houston, TX 77040 <a href="mailto:ljackson@mustangcat.com">ljackson@mustangcat.com</a> P: 713-460-7278 x7331		Trade Claim	\$299,400.03
12.	Harry Johnson Welding	Attn: Harry Johnson 455 FM 834 Rd West Liberty, TX 77575 <a href="mailto:harryjohnsonwelding@hotmail.com">harryjohnsonwelding@hotmail.com</a> P: 936-334-0695 F: 936-334-1821		Trade Claim	\$250,517.80
13.	Fives Bronx Inc.	Attn: Jenny Burnette 8817 Pleasantwood Avenue NW North Canton, OH 44720 P: 330-244-1960 F: 330-244-1961		Trade Claim	\$240,337.01
14.	Navasota Industrial Supply, Ltd.	Attn: Wayne Free 9527 FM 379 Industrial Park#1 P.O. Box 1487 Navasota, TX 77868 <a href="mailto:wfree@nistx.com">wfree@nistx.com</a> F: 936-825-7368		Trade Claim	\$220,678.24
15.	Essentra Pipe Protection Technologies	Attn: Angie Reneau 9035 Solon Road PO Box 691088 Houston, TX 77269 <a href="mailto:angiereneau@essentra.com">angiereneau@essentra.com</a> P: 281-890-4595 F: 281-890-0543		Trade Claim	\$216,534.06
16.	H & R Mfg & Supply Inc.	Attn: John Duncan 12400 Rose road Willis, TX 77378 <a href="mailto:jduncan@hrmfg.com">jduncan@hrmfg.com</a> P: 936-856-5529		Trade Claim	\$175,568.74

	Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Whether Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Nature of claim	Amount of Claim
17.	Forty West Partners, LLC	Attn: Dave Guetterman 800 St. Louis Union Station Suite 300 St. Louis, MO 63103 P: 314-621-3636 F: 314-621-2229		Lease	\$168,412.62
18.	PMC Industries	Attn: Dwight Perry 29100 Lakeland Blvd Wickliffe, OH 44092 <a href="mailto:dperry@pmc-colinet.com">dperry@pmc-colinet.com</a> P: 440-943-3300 F: 440-944-1974		Trade Claim	\$155,328.98
19.	J.B. Fabricating LLC	Attn: James Busse P.O. Box 750243 Houston, TX 77275 <a href="mailto:james@jbussefab.com">james@jbussefab.com</a> P: 713-705-7053		Trade Claim	\$154,320.00
20.	Roll Machining Technologies & Solutions	Attn: Bob Manos 641 Forestwood Drive Romeoville, IL 60446 <a href="mailto:rmts@rollolutions.com">rmts@rollolutions.com</a> P: 815-372-9100 F: 815-372-9105		Trade Claim	\$143,585.00
21.	JPF Ultrasonic Technologies Inc.	Attn: Ram Salinas PO Box 2106 Channelview, TX 77530 <a href="mailto:ram@jpfultrasonic.com">ram@jpfultrasonic.com</a> P: 281-436-0460		Trade Claim	\$140,125.00
22.	Industrial Electric Motor Company	Attn: Robert Rodden 102 Industrial Blvd. Lone Star, TX 75668 <a href="mailto:rrodden@indelectcorp.com">rrodden@indelectcorp.com</a> P: 903-656-2518		Trade Claim	\$129,304.75
23.	Primetals Technologies USA LLC	Attn: Ahmed Hozain 50 Prescott Street Worcester, MA 01605-2665 <a href="mailto:ahmed.hozain@primetals.com">ahmed.hozain@primetals.com</a> P: 508-755-6111 F: 508-755-6140		Trade Claim	\$101,152.00
24.	Somerset Logistics	Attn: Morissa Bolin 2146 N. Thompson Lane Murfreesboro, TN 37129 <a href="mailto:morissa.bolin@somersetlogistics.com">morissa.bolin@somersetlogistics.com</a> P: 615-907-8558 F: 615-907-8848		Trade Claim	\$100,750.00

	Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Whether Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Nature of claim	Amount of Claim
25.	PMF Machine LLC	Attn: James Barker 3301 Hwy 105 Cleveland, TX 77327 <a href="mailto:raymond@precisemachinefab.com">raymond@precisemachinefab.com</a> P: 936-298-2851		Trade Claim	\$99,055.00
26.	United Rentals	Attn: Donna Hawkins 7840 Highway 146 South Baytown, TX 77514-2123 P: 281-303-8700 F: 281-573-2957		Trade Claim	\$91,139.04
27.	KPMG	Attn: Bryan Bell 10 South Broadway Suite 900 St. Louis, MO 63102-1761 <a href="mailto:bbell@kpmg.com">bbell@kpmg.com</a> F: 314-786-0779		Professional Fees	\$91,000.00
28.	Carbide Specialists Inc.	Attn: Debra A. Algeo 21792 East Wallis Drive Porter, TX 77365-5365 E: <a href="mailto:DAlgeo@carbidespecialistsinc.com">DAlgeo@carbidespecialistsinc.com</a> P: 281-354-5585 F: 281-354-4836		Trade Claim	\$82,054.45
29.	England Logistics	Attn: Kevin Day 1325 S 4700W Salt Lake City, UT 84104 E: <a href="mailto:KDay@englandagents.com">KDay@englandagents.com</a> P: 903-838-0288 F: 903-838-0688		Trade Claim	\$80,675.00
30.	ATF Finance	Attn: Tom Croteau PO Box 348 Houston, TX 77001 E: <a href="mailto:TCroteau@atffinance.com">TCroteau@atffinance.com</a> P: 281-622-4409		Trade Claim	\$66,450.00

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, the undersigned Authorized Officer of Boomerang Tube, LLC, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the 30 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: June 9, 2015

BOOMERANG TUBE, LLC



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Kevin Nystrom  
President and Chief Executive Officer

*/Signature Page to Top Unsecured Creditors List/*



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BOOMERANG TUBE, LLC, a Delaware limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 15-\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**DEBTORS' COMBINED LIST OF EQUITY SECURITY HOLDERS AND  
CONSOLIDATED OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Boomerang Tube, LLC and its above-captioned debtors and debtors in possession (each, a “**Debtor**,” and collectively, the “**Debtors**”) hereby state, as follows:

1. Debtor Boomerang Tube, LLC (“**Parent**”) owns 100% of the outstanding equity interests in Debtors BTCSP, LLC and BT Financing, Inc.

2. A complete listing of Parent’s equity security holders is as follows:

<b>Name and Address</b>	<b>Number and Class of Units</b>	<b>Percentage Interest</b>
<b>Access Tubular Lender, LLC</b> c/o Access Industries Management, LLC 730 Fifth Avenue, 20th Floor New York, NY 10019	43,416.188 Class C Preferred Units	0.00000000%
<b>Access Tubulars, LLC</b> c/o Access Industries Management, LLC 730 Fifth Avenue, 20th Floor New York, NY 10019	887,500 2008 Class A Preferred Units & 465,271 2010 Class A Preferred Units	80.93296264%

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Boomerang Tube, LLC (9415); BTCSP, LLC (7632); and BT Financing, Inc. (6671). The location of the Debtors’ corporate headquarters is 14567 North Outer Forty, Suite 500, Chesterfield, Missouri 63017.

<b>Name and Address</b>	<b>Number and Class of Units</b>	<b>Percentage Interest</b>
<b>Breeze Energy, LLC</b> 7170 South Braden Avenue Suite 200 Tulsa, OK 74136	189.05 2010 Class A Preferred Units & 1,875 Class B Preferred Units & 24.665 Class C Preferred Units	0.12348704%
<b>BTEU, LLC</b> 14567 N Outer Forty Drive, Suite 500 Chesterfield, MO 63017	39,150 Common Units	2.34224824%
<b>BTPU, LLC</b> 14567 N Outer Forty Drive, Suite 500 Chesterfield, MO 63017	2,187.5 Class B Preferred Units	0.13087275%
<b>Dewan, Ron</b> 3001 North Spring Court Garland, TX 75044	625 Class B Preferred Units	0.03739221%
<b>Eisenberg Common Units Voting Trust Agreement No. 1</b> c/o Michael E. Magliari, P.C. 16640 Chesterfield Grove Rd., Suite 110 Chesterfield, MO 63005	12,550 Common Units	0.75083564%
<b>Gregg Eisenberg Revocable Living Trust</b> 16939 Riverdale Drive, St. Louis, MO 63005	945.6 2010 Class A Preferred Units & 12,625 Class B Preferred Units & 174,925 Common Units & 123.326 Class C Preferred Units	11.27722826%
<b>Horsfield, Robert T.</b> 547 Sherwood Drive Webster Groves, MO 63119	945.6 2010 Class A Preferred Units & 6,250 Class B Preferred Units & 2,000 Common Units & 123.326 Class C Preferred Units	0.55015014%
<b>Laskis, Louis</b> 3539 North 700 West Greenfield, IN 46140	472.80 2010 Class A Preferred Units & 1,875 Class B Preferred Units & 53.512 Class C Preferred Units	0.14046310%
<b>Liberty Works Property Co., LP</b> 6000 Jensen Drive Houston, TX 77026	25,000 2010 Class A Preferred Units & 3,783 2010 Class A Preferred Units & 493.304 Class C Preferred Units	1.72201612%
<b>Michael L. Allred Revocable Living Trust</b> 4951 S. Mingo Tulsa, OK 74146	378.25 2010 Class A Preferred Units & 1,250 Class B Preferred Units & 49.330 Class C Preferred Units	0.09741419%

<b><u>Name and Address</u></b>	<b><u>Number and Class of Units</u></b>	<b><u>Percentage Interest</u></b>
<b>MJM Tube, LLC</b> 7170 South Braden Avenue, Suite 200 Tulsa, OK 74136	189.05 2010 Class A Preferred Units & 1,875 Class B Preferred Units & 24.665 Class C Preferred Units	0.12348704%
<b>Randall L. Sullivan Trust</b> 110 West 7th St. Suite 2700 Tulsa, OK 74119	378.25 2010 Class A Preferred Units & 1,250 Class B Preferred Units & 49.330 Class C Preferred Units	0.09741419%
<b>Red Rock Fund, LP</b> 4728 Spottswood Ave. #222 Memphis, TN 38117	472.80 2010 Class A Preferred Units & 1,250 Class B Preferred Units & 53.285 Class C Preferred Units	0.10307089%
<b>Schroeder, Wayne J., Trustee of the Wayne J. Schroeder Revocable Trust Dated 09/14/1994</b> 14702 Kulkarni Ct. Chesterfield, MO 63017	1,250 Class B Preferred Units	0.07478443%
<b>Shanahan, Mary Ann, Trustee of the MFS Family Trust Dated 01/30/2006</b> 8235 Forsyth Blvd. Ste. 1200 Clayton, MO 63105	6,437.5 Class B Preferred Units	0.38513980%
<b>Shanahan, Paula</b> 1165 Greystone Manor Parkway Chesterfield, MO 63005	625 Class B Preferred Units	0.03739221%
<b>Struckhoff, Charles O.</b> 18741 Wildhorse Farm Ct. Glencoe, MO 63038	625 Class B Preferred Units	0.03739221%
<b>Sudhakar Kanthamneni Revocable Trust U/T/A dated June 29, 1998</b> 2312 Wildwood Forest Dr. Wildwood, MO 63038	945.6 2010 Class A Preferred Units & 3,125 Class B Preferred Units & 12,000 Common Units & 123.326 Class C Preferred Units	0.96146448%
<b>Wims, Earl William</b> 213 Troon Court P.O. Box 206 St. Albans, MO 63073	1,250 Class B Preferred Units	0.07478443%
<b>Totals</b>	1,386,471 Class A Preferred Units, 44,375 Class B Preferred Units, 44,534.257 Class C Preferred Units & 240,625 Common Units	100%

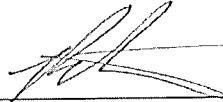
3. Pursuant to Bankruptcy Rule 7007.1, the Debtors disclose that the following entities hold 10% or more of the equity interests in Parent: Access Tubulars, LLC and Gregg Eisenberg Revocable Living Trust.

*[remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I, the undersigned Authorized Officer of Boomerang Tube, LLC, on behalf of Parent and its affiliated Debtors, declare under penalty of perjury that I have reviewed the foregoing statement and that it is true and correct to the best of my information and belief.

Dated: June 9, 2015

BOOMERANG TUBE, LLC



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Kevin Nystrom  
President and Chief Executive Officer