

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION**

IN RE: KNIGHT ENERGY HOLDINGS, LLC, <i>ET AL.</i> DEBTORS	CASE NO. 17-51014 (JOINT ADMINISTRATION REQUESTED) CHAPTER 11 CHIEF JUDGE ROBERT SUMMERHAYS
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**DECLARATION IN SUPPORT OF APPLICATION
FOR AN ORDER APPOINTING DONLIN, RECANO & COMPANY, INC.,
NUNC PRO TUNC AS OF THE PETITION DATE, AS CLAIMS, NOTICING, AND
SOLICITATION AGENT FOR THE DEBTORS PURSUANT TO 28 U.S.C. 156(C)**

Pursuant to 28 U.S.C. § 1746, I, Roland Tomforde, declare as follows under penalty of perjury:

1. I am Chief Operating Officer at Donlin, Recano & Company, Inc. (“DRC”), a Chapter 11 administrative services firm, whose offices are located at 6201 15th Avenue, Brooklyn, New York 11219.

2. I submit this Declaration in support of the Application (the “Application”) for an Order Appointing Donlin, Recano & Company, Inc., *Nunc Pro Tunc* as of the Petition Date, as claims, noticing and solicitation agent for the Debtors pursuant to 28 U.S.C. §156(c) and 11 U.S.C. § 105(a). Except as otherwise noted, I have personal knowledge of the facts contained in this Declaration.

3. As custodian of the courts records pursuant to 28 U.S.C. § 156(c), DRC will perform, at the request of the Office of the Clerk of the Court (the “Clerk”), the noticing and claims related services specified in the Application and the Standard Claims Administration and Noticing Agreement annexed to the Application (the “Engagement Agreement”). In addition, at the Debtors’ request, DRC will perform such other noticing, claims, solicitation/balloting,

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administrative, technical and support services specified in the Application and the Engagement Agreement.

4. The noticing, claims processing and balloting/solicitation administration services

DRC will provide include:

- a) Prepare and serve required notices and documents in the chapter 11 cases (collectively the "Chapter 11 Cases") in accordance with the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in the form and manner directed by the Debtors and/or the Court including (i) notice of the commencement of the Chapter 11 Cases and the initial meeting of creditors under Bankruptcy Code § 341(a), (ii) notice of any claims bar date, (iii) notices of transfers of claims, (iv) notices of objections to claims and objections to transfers of claims, (v) notices of any hearings on a disclosure statement and confirmation of the Debtors' plan or plans of reorganization, including under Bankruptcy Rule 3017(d), (vi) notice of the effective date of any plan and (vii) all other notices, orders, pleadings, publications and other documents as the Debtors or Court may deem necessary or appropriate for an orderly administration of the Chapter 11 Cases;
- b) Maintain an official copy of the Debtors' schedules of assets and liabilities and statement of financial affairs (collectively, "Schedules"), listing the Debtors' known creditors and the amounts owed thereto;
- c) Maintain (i) a list of all potential creditors, equity holders and other parties-in-interest; and (ii) a "core" mailing list consisting of all parties described in Bankruptcy Rules 2002(i), (j) and (k) and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010; update said lists and make said lists available upon request by a party in interest or the Clerk;
- d) Furnish a notice to all potential creditors of the last date for the filing of proofs of claim and a form for the filing of a proof of claim, after such notice and form are approved by this Court, and notify said potential creditors of the existence, amount and classification of their respective claims as set forth in the Schedules, which may be effected by inclusion of such information (or the lack thereof, in cases where the Schedules indicate no debt due to the subject party) on a customized proof of claim form provided to potential creditors;
- e) Maintain a post office box or address for the purpose of receiving claims and returned mail, and process all mail received;
- f) For all notices, motions, orders or other pleadings or documents served, prepare and file or caused to be filed with the Clerk an affidavit or certificate

- of service within seven (7) business days of service which includes (i) either a copy of the notice served or the docket number(s) and title(s) of the pleading(s) served, (ii) a list of persons to whom it was mailed (in alphabetical order) with their addresses, (iii) the manner of service, and (iv) the date served;
- g) Process all proofs of claim received, including those received by the Clerk's Office, and check said processing for accuracy, and maintain the original proofs of claim in a secure area;
 - h) Maintain the official claims register for each Debtor (the "Claims Registers") on behalf of the Clerk; upon the Clerk's request, provide the Clerk with certified, duplicate unofficial Claims Registers; and specify in the Claims Registers the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if applicable, who filed the claim, (iv) the amount asserted, (v) the asserted classification(s) of the claim (*e.g.*, secured, unsecured, priority, *etc.*), (vi) the applicable Debtor, and (vii) any disposition of the claim;
 - i) Implement necessary security measures to ensure the completeness and integrity of the Claims Register and the safekeeping of the original claims;
 - j) Record all transfers of claims and provide any notices of such transfers as required by Bankruptcy Rule 3001(e);
 - k) Relocate, by messenger or overnight delivery, all of the court-filed proofs of claim to the offices of DRC, not less than weekly;
 - l) Upon completion of the docketing process for all claims received to date for each case, turn over to the Clerk copies of the claims register for the Clerk's review (upon the Clerk's request);
 - m) Monitor the Court's docket for all notices of appearance, address changes, and claims related pleadings and orders filed and make necessary notations on and/or changes to the claims registers;
 - n) Assist in the dissemination of information to the public and respond to requests for administrative information regarding the Chapter 11 Cases as directed by the Debtors or the Court, including through the use of a Chapter 11 Case website and/or call center;
 - o) Assist with, among other things, solicitation, calculation, and tabulation of votes and distribution, as required in furtherance of confirmation of a plan of reorganization or liquidation;

- p) Provide such other noticing, disbursing and related administrative services as may be required from time to time by the Debtors;
- q) Provide assistance with, among other things, certain data processing and ministerial administrative functions, including, but not limited to, such functions related to: (1) the Debtors' schedules, statements of financial affairs and master creditor lists, and any amendments thereto; and (2) the processing and reconciliation of claims;
- r) Thirty (30) days prior to the close of these Chapter 11 Cases, to the extent practicable, request that the Debtors submit to the Court a proposed Order dismissing DRC and terminating the services of DRC upon completion of its duties and responsibilities and upon the closing of these cases;
- s) Within seven (7) days of notice to DRC of entry of an order closing these cases, provide to the Court the final version of the claims register as of the date immediately before the close of the Chapter 11 Cases; and
- t) At the close of these Chapter 11 Cases, box and transport all original documents, in proper format, as provided by the Clerk's Office, to (i) the Federal Archives Record Administration; or (ii) any other location requested by the Clerk's Office.

5. The Claims Registers shall be opened to the public for examination without charge during regular business hours and on a case-specific website maintained by DRC.

6. DRC represents, among other things, that:

- a) it will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the claims, noticing and solicitation agent in these Chapter 11 Cases;
- b) by accepting employment in these Chapter 11 Cases, DRC waives any right to receive compensation from the United States government in its capacity as the claims, noticing and solicitation agent in these Chapter 11 Cases; and
- c) in its capacity as the claims, noticing and solicitation agent in these Chapter 11 Cases, it is not an agent of the United States and is not acting on behalf of the United States; and

- d) it will not employ any past or present employees of the Debtors in connection with its work as the notice, claims and solicitation agent in these Chapter 11 Cases.

7. DRC is one of the country's leading Chapter 11 administrators, with experience in noticing, claims administration, solicitation and balloting and facilitating other administrative aspects of chapter 11 cases. DRC has provided identical or substantially similar services in other chapter 11 cases, including, among others: *See e.g., In re FoodServiceWarehouse.com, LLC*, case No. 16-11179 (Bankr. E.D. La. 2016); *In re Relativity Fashion, LLC, et al.* Case No. 15- 11989 (MEW) (Bankr. S.D.N.Y. 2015); *In re Cengage Learning, Inc., et al.*, Case No. 13-44106 (ESS) (Bankr. E.D.N.Y. 2013).

8. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors, and except as provided herein, neither DRC, nor any employee of DRC, holds nor represents any interest materially adverse to the Debtors, its estate or its creditors with respect to matters upon which DRC is to be engaged.

9. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors and except as provided herein, neither DRC, nor any employee of DRC, has any materially adverse connections to the Debtors, its creditors or equity interest holders, or other relevant parties, their respective attorneys and accountants, any United States Bankruptcy Judge for the Western District of Louisiana, the United States Trustee for Region 5, or any person employed by that office of the United States Trustee, that would conflict with the scope of DRC's retention or would create any interest adverse to the Debtors' estate or any other party-in-interest.

10. DRC shall not employ any past or present employee of the Debtors for work that involves the Debtors' bankruptcy cases.

11. The Debtors have hundreds of creditors and, from time to time, DRC may have represented certain of those creditors in completely unrelated matters. Proposed bankruptcy counsel for the Debtors has provided me with a list of the Debtors' creditors and other parties-in-interest (the "Conflicts List"), a copy of which is attached hereto as Exhibit 1, that it received from the Debtors proposed counsel.

12. I have caused an examination of these records to be made to determine which, if any, of the parties on the Conflicts List, DRC may have represented in the past or may be representing at the present time in totally unrelated matters. This search has disclosed that, to the best of my present knowledge, DRC has not in the past and is not currently representing any of the parties on the Conflicts List.

13. Certain of DRC's professionals were formerly employed by firms that may be creditors or may provide professional services to parties in interest in these cases. Except as disclosed herein, these professionals did not work on any matters involving the Debtors while employed by their previous firms. Moreover, these professionals were not employed by their previous firms when these chapter 11 cases were filed.

14. DRC is an affiliate of American Stock Transfer & Trust Company, LLC (“AST”). AST is a global financial communications and stakeholder management company. Within the AST corporate structure, DRC operates as a separate and independent legal entity. Given the legal and operational separateness of DRC from AST, DRC does not believe that any relationships that AST and its affiliates maintain would create an interest of DRC that would be materially adverse to the Debtors’ estates or any class of creditors or equity security holders.

15. There may be other creditors of the Debtors, that DRC may have or may be presently representing, but in no event is DRC representing any other creditor with respect to the Debtors’ bankruptcy proceeding. To the extent I become aware of DRC having represented any other creditors of the Debtors, I will file a supplemental affidavit advising the Court of the same. To the extent that DRC discovers any facts bearing on matters described herein, DRC will supplement information contained herein.

16. Notwithstanding anything contained herein, as part of its diverse business, DRC is the noticing, claims and balloting agent for debtors in numerous cases involving many different creditors (including taxing authorities), professionals (including attorneys, accountants, investment bankers and financial consultants), some of which may be creditors or represent creditors and parties-in-interest in these Chapter 11 Cases. In addition, DRC has in the past and will likely in the future continue working with or against other professionals involved in these Chapter 11 Cases in matters unrelated to these Chapter 11 Cases. Based upon my current knowledge of the parties involved, and to the best of my knowledge, none of these business relations constitute interests adverse to that of the creditors, or the Debtors’ estates, with respect to the matter upon which DRC is to be engaged.

17. Based upon the information available to me, I believe that DRC is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, in that DRC and its personnel: (a) are not creditors, equity security holders or insiders of the Debtors; (b) are not and were not, within two years before the date of the filing of these Chapter 11 Cases, a director, officer or employee of the Debtors; and (c) do not have an interest materially adverse to the interests of the Debtors’ estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

18. DRC has received a retainer of \$25,000 for its fees and services related to the Debtors’ Chapter 11 Cases.

19. In performing the services identified above and in the Application, DRC will charge the rates set forth in Schedule A to the Engagement Agreement annexed to the Application as Exhibit A. The rates set forth therein are as favorable and reasonable as the prices DRC charges in cases in which it has been retained to perform similar bankruptcy related services.

To the best of my knowledge, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 8, 2017



ROLAND TOMFORDE

Exhibit 1

Debtors and Affiliated Non-Debtor Entities

Knight Energy Holdings, LLC
Knight Oil Tools, LLC
Knight Manufacturing, LLC
Knight Well Services, LLC
Tri-Drill, LLC
Advance Safety and Training Management, LLC
Knight Security, LLC
Knight Information Systems, LLC
El Caballero Ranch, Inc.
Rayne Properties, LLC
Knight Aviation, LLC
Knight Family Enterprises, LLC
Knight Research & Development, LLC
HMC Leasing, LLC
HMC Investments, LLC
Knight Resources, LLC
Knight International, LLC

Equityholders

Ann Knight
Mark E. Knight
Bryan R. Knight
Kelley K. Sobiesk
Mark E. Knight 2010 Trust No. 1
Bryan R. Knight 2010 Trust No. 1
Kelley Knight Sobiesk 2010 Trust No. 1
MEK 2012 Family Trust No. 1
BRK 2012 Family Trust No. 1
KKR 2012 Family Trust No. 1

Former and Current Directors and Officers

Mark Knight
Robert Veazey
Dean Cole
Earl Blackwell
Lyndon James
Mike Hamza
Doyle Wayne Elmore
Kelley Knight Sobiesk
Bryan Knight
Jeff Elmore
Stephen Domingue

Mark Comeaux

Top 30 Unsecured Creditors

24 Waterway
A.S.A.P. Industries Manufacturing
Acme Truck Line, Inc.
Artis HRA Hudsons Bay, LP
Automotive Rentals, Inc.
Beacon Oilfield Service, LLC
Bombardier Inc.
Buckalew Employment Service
Christopher Oil Tools, LLC
EDI Environmental Services
ESIS Inc.
Gulfstream Services, Inc.
Great America Financial Services
Jones Walker
National Oilwell Varvo DHT, LP
NLB Corp
Pneumatic & Hydraulic Co. LLC
P.S.C. Supply, Incorporated
Power Pig Rental Tool Co.
Quail Tools, Incorporated
Rubicon Oilfield, International
Safety Kleen Systems, Inc.
Schmoyer Reinhard
Sunbelt Steel Texas, Inc.
Swivel Rental
T&T Pipe Services, Inc.
Texas Lehigh Cement Company
Thompson Reuters Tax & Accounting
Waukesha-Pearce Industries, Inc.
Wex Bank

Banks and Depositories

Chase Bank
Iberia Bank
Wells Fargo Bank
Four Corners Bank
Rocky Mountain Bank

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First National Bank Alaska
Dilley State Bank
Regions Bank
JP Morgan

Secured Lenders

Cantor Fitzgerald Securities
Clearlake Capital Group, L.P.
Clearlake Capital Partners IV Finance, L.P.
JP Morgan Chase Bank, N.A.
IberiaBank
Wells Fargo

Litigation Parties

IberiaBank
M&N Leasing, LLC
JPMorgan Chase
DJD Development Group, LLC
Rippy Oil Company
Rippy Interest, LLC
The Genecov Group, Inc.
John D. Proctor
Titus Energy, LLC
Encore Energy, Inc.
Acock Engineering & Associates, L.P.
Egnacio (E.R.) Balinton
Oris Boudreaux
Leslie Martinez
Robert Fritz, Jr.
Margie Serrette
Clarence Simon, Jr.
Ramon Terrazas, Jr.
Chesity Deblanc
Chad Venable
Expert Oil & Gas, LLC
Brittaney Turner
David Justin Turner
Johnny Mullins
Eric Juarez
Armando Gonzales
Tiffany Mullins
David Justin Turn
Brittney Turner
Michael Brown

Sheila Turner
David Juston Turner
Willie L. Broome
Gerald Robichaux, Jr.
Loren Robichaux
Mona Robichaux
Keifer Lee Perk
Christian Renteria
Juan Renteria
Julissa Renteria
Miguel Renteria
Grace River Ranch
Jeanne A. Buford
Path Air LLC
Allen Pillaro
Bowls Slips & Grips, LLC
BS&G Rentals LLC
Swivel Rental & Supply, LLC
Texas Lehigh Cement Company LP
Gulfstream Services, Inc.
A&B Valve & Piping Systems LLC
FAMCO
Perdro H. Carranza
Frank Perez
Angel Mendoza
Piranha Rentals, LLC
Hunting Titan, Inc.
Steven L. Langlinais
Morgan City Supply of Louisiana, Inc.
Houma Distributors
Houma-Terrebonne Airport Commission
Wagners Fishing & Oilfield Services & Supply, Inc.
E-Line Rental, Inc.
Gelco Corporation
GreatAmerica Financial Services Corporation
Prestige Equipment Corp.
SB Factoring, LLC
Harris County
Cypress-Fairbanks Independent School District
Lone Star College System District
Harris County Emergency Services District #09
Coastal Timbers
Titan Chemical Corporation
Artix HRA Hudson Bay, LP
SQI, Inc.
Alice Cost Containment, LLC

Rob Murdock Sales & Services, Inc.
Advantage Glass & Mirror Inc.
AlSCO Inc.
Expeditors International of WA
Age Enterprise, Inc.
EDI Environmental Specialties, LLC
Artis HRA Hudsons Bay LP
Automotive Rentals, Inc.
Shiloh Machine, LLC
Laborde Product, Inc.
Peregrine Oil & Gas, LP
Automotive Rentals, Inc.
PetroQuest
McBride Supplies It All, LLC
W74 Oil Tools
24 Waterway, LLC
Bridges Equipment, LTD
Rock Tool, LTD
Advanced Graphic & Engraving LLC

Other Interested Parties

General Electric Capital
Property and Casualty
The Poirrier Group
Employee Benefits