

United States Bankruptcy Court	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Spearhead Energy Solutions LLC	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) No./Complete EIN (if more than one, state all): 27-0989784	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 950 Echo Lane Ste 200 Houston, TX <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 77024</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Harris County, Texas	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):
1919 West Sam Houston Parkway suite 509 Houston, Texas 77043

ZIP CODE

Type of Debtor (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.)	Nature of Business (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 Mfg. and Sales <hr/> Tax-Exempt Entity (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).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> Nature of Debts (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.
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Filing Fee (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.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <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).
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Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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. Estimated Number of Creditors <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 Estimated Assets <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"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Spearhead Energy Solutions LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</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;">Exhibit 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>
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Exhibit C

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?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

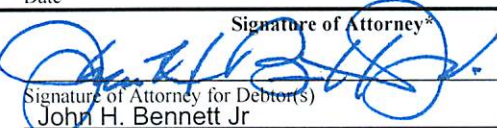
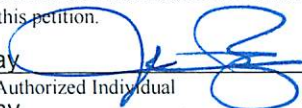
(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included with 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B 1 (Official Form) 1 (1/08)		Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Spearhead Energy Solutions LLC
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><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.</p> <p><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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney*</p> <p>X  Signature of Attorney for Debtor(s) John H. Bennett Jr Printed Name of Attorney for Debtor(s) John H. Bennett Jr., p.c. Firm Name 5847 San Felipe St Ste 1700, Houston, Address Texas 77057-3073</p> <p>_____ 713-650-8222 832-563-5646 Mobile Telephone Number 06/26/2015 Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><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></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual Justin Ray Printed Name of Authorized Individual Managing Partner Title of Authorized Individual 06/26/2015 Date</p>		

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
Houston Division**

In re:

**SPEARHEAD ENERGY SOLUTIONS,
LLC,**

Debtor

§
§
§
§
§
§

**Case No. 15-33700
Chapter 7**

DISCLOSURE OF COMPENSATION TO ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for Spearhead Energy Solutions, LLC, the Debtor, and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the Debtor in contemplation of or in connection with the captioned bankruptcy case is as follows:

2. On January 12, 2015, I met with representatives of the Debtor in a lengthy meeting that discussed a wide range of legal issues, which included the alternative of the Debtor filing a petition in bankruptcy. On January 23, 2015 I wrote a memorandum about the prior discussion, which was forwarded to the client. On February 13, I prepared an invoice for \$300.00 in services. On or about March 27, 2015, the Debtor paid that \$300.00 invoice.

3. In addition, I reached agreement with Mr. Justin Ray and with the Debtor to represent the Debtor in this Chapter 7 case for a \$5,335.00 “flat fee” in payment for legal services and reimbursement of expenses.¹ Prior to the filing of this Disclosure of Compensation, I have received \$1,564.72, against the flat fee, which the Debtor paid on or about June 29, 2015. There is a balance due from Mr. Ray of \$3,770.28.

¹ Attorney has agreed to bear specific costs related to this matter, including payment of the filing fee.

4. The source of the compensation paid to me is as follows: The Debtor paid the \$300.00 described in paragraph 2. The Debtor paid the \$1,564.72 described in paragraph 3.

5. I have not agreed to share the above-disclosed compensation with any other person.

6. In return for the above-disclosed fee, I have agreed to render legal services for all aspects of the bankruptcy case, and to pay specific costs (expenses) as follows:

- a. Initial consultation regarding debtor creditor rights;
- b. Prepare for, and file as appropriate, petitions for liquidation under chapter 7, Title 11, United States Code (“Bankruptcy Code”), for Debtor, including preparation of necessary corporate resolutions;
- c. Prepare schedules, statements of financial affairs, and other documents required to prosecute chapter 7 case for Debtor;
- d. Represent Debtor in the chapter 7 case, including at the meeting of creditors and any adjourned hearings thereof.
- e. Pay the following specific Costs (expenses) if incurred by the Law Firm and related to the designated matter: (1) filing fees for original petition in bankruptcy; (2) charges for any necessary certified copies or web usage to access court records; (3) any delivery, overnight, courier, or messenger services; (4) legal research services (e.g., direct usage charges for LexisNexis); (5) litigation support services for preparation of exhibits, courtroom demonstrative aids or models, and/or organization, copying and delivery of documents; (6) long distance telephone and/or conference telephone usage; and (7) postage, telegraph, telex, photocopies, duplication, scanning, and printing.

7. By agreement with the Debtor and Mr. Ray, the above-disclosed fee does not include defense of any adversary proceedings or contested matters, such as and including suits or proceedings to challenge dischargeability of indebtedness, set aside and recover transfers, or in connection with investigations of assets and liabilities beyond normal trustee investigations. Representation of Debtor or Mr. Ray in any such actions or proceedings will require a separate engagement.

6. **CERTIFICATION**

I certify that the foregoing is a complete statement of the fees paid or to be paid to me for representation of the debtor in this bankruptcy proceeding.

July 22, 2015

/s/ John H. Bennett Jr.
John H. Bennett Jr.
JOHN H BENNETT JR. P. C.
5847 San Felipe St Ste 1700
Houston, TX 77057-3073
713-650-8222
713-650-3033 Fax
jb@JohnHBennettJr.com
Attorney for the Debtor,
Spearhead Energy Solutions, LLC,

CERTIFICATE OF SERVICE

This certifies that on the date below, the undersigned filed this disclosure on the CM/ECF System for automatic notice to creditors and parties in interest and served copies by electronic mail to the Office of the United States Trustee:

USTPRegion07.HU.ECF@USDOJ.GOV

and on the appointed Trustee, Ms. Allison D. Byman:

adb@hwa.com;
dek@hwa.com;
adb@trustesolutions.net;
rwm@hwa.com;
kmb@hwallp.com

DATED: July 22, 2015.

/s/ John H. Bennett Jr.
John H. Bennett Jr.

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Wells Fargo Bank Acct # 287-41-9938		0.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.	x			
3. Security deposits with public utilities, telephone companies, landlords, and others.	x			
4. Household goods and furnishings, including audio, video, and computer equipment.	x			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	x			
6. Wearing apparel.	x			
7. Furs and jewelry.	x			
8. Firearms and sports, photographic, and other hobby equipment.	x			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	x			
10. Annuities. Itemize and name each issuer.	x			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	x			

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (If known)

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		Account receivable from customer in default		850.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claim vs. New Air Max Tech [est. \$500,000.00] Cross action against EPI Texas, EPI California & Chinese Manufacturer [est. \$1,200,000.00] See Attachment		1,700,000.00

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.		Intellectual property interests, if any, in drawings for manufacture of industrial valves		100.00
23. Licenses, franchises, and other general intangibles. Give particulars.	x			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	x			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	x			
26. Boats, motors, and accessories.	x			
27. Aircraft and accessories.	x			
28. Office equipment, furnishings, and supplies.		See Attachment		1,730.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Attachment		39,791.00
30. Inventory.		See Attachment		6,279.00
31. Animals.	x			
32. Crops - growing or harvested. Give particulars.	x			
33. Farming equipment and implements.	x			
34. Farm supplies, chemicals, and feed.	x			
35. Other personal property of any kind not already listed. Itemize.	x			
<u>2</u> continuation sheets attached Total ▶				\$ 1,747,900.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Spearhead Energy Solutions LLC Personal Property (for Schedule B)

<u>Item 21 Contingent and unliquidated claims</u>	Value
Unasserted claim against New Air Max Tech for failure to perform, causing Debtor to lose profitable contract previously awarded and to incur costs and expenses in an unsuccessful effort to perform obligations to C F Industries, despite breach by New Air Max Tech of its purchase order obligations. Claim is appropriate for setoff in Case No. 1062114, New Era MaxTex Inc. v. Spearhead Energy Solutions, LLC and Cypress Valve, LLC, in County Court at Law No. 4, Harris County, Texas; however, claim amount probably exceeds jurisdiction of Harris County Civil Court and will require separate claim litigation to assert.	500,000.00
Cross Action against EPI Texas, EPI California and their Chinese Manufacturer for failure to supply valves according to specifications of purchase order placed to supply valves to Lone Star, and for indemnity for any liability to Lone Star. Cause 2013-23728; Lone Star NGL Pipeline LP v Spearhead Energy Solutions LLCV, EPI Valves Texas, LLC, et al; 190th Judicial Court, Harris County, Texas.	1,200,000.00
Total Contingent and unliquidated claims	1,700,000.00

ITEM 28 Furniture, Office Equipment, Furnishing, and SuppliesNotes

Refrigerator	200
Shelves (2)	60
Office Desks (3)	300
Office Bookcase	75
Office Drawers (3)	240
Computer Equipment	300
Office Chairs	100
White Board	100
File Cabinet	30
Wood Table	50
Metal Desk Set	75
Misc. Office Furnishings	200
Total Furniture, Office Equipment, Furnishing, and Supplies	1730

ITEM 29 Machinery, fixtures, equipment, and supplies

8" Dayton Bench grinder	200
1/2" Rigid Drill	50
7" Dewalt Angle Grinder	75
4" Angle Grinder (2)	40
Large Aluminum pipe wrench	20
220/400 Transformer	900
7 1/4" Circular Saw	40
1/2" Craftsman Impact Wrench	20
3/8" Cordless Dewalt Drill	15
Milwaukee Port Saw	200
Torque wrench	100
Cat 50 Tool holders (4)	500
40" floor fan	75
Hobart Welding machine with Rolling case	500
Portable LP heater	40
Spray gun	10
Parts Washer	250
Clamp down set	40
Set of parallels	25

Chart Recorder	100	
Transfer Punch set	40	
Arbor set	75	
Jacobs Chuck (3A)	25	
Assorted carbide inserts, taps and drill bits	25	
Jet Engine Lathe	9600	Pledged collateral / lien
Jet Milling Machine	8400	Pledged collateral / lien
Dake 150 Ton Press	15000	Pledged collateral / lien
Valve seat pusher plates	0	
32" Digital Height Gauge	40	
Hammer Wrenches (5)	200	
1/2" - 2 1/4" wrenches	200	
Impact wrench socket set	100	
Starett OD Calipers	40	
Set 0-12" Outside Micrometer Set	150	
6" Dial Calipers (2)	5	
Mitutoyo indicator sets	25	
(1) set starrett radius gauges	25	
Set of Telescoping gauges (2)	10	
Hardness Tester	500	
Gauge block set	50	
Craftsman tool box	150	
Ingersol Rand Compressor	200	
3' x 4' Granite Table	500	
Angle Plate	25	
8" x 5" vee blocks (2)	25	
3' x 6' assembly table	100	
Hydrasatic pump w/ rolling table	500	
3' x 8' hydrostatic test table	100	
Sections of Pallet Racks (4)	400	
2" 300 Blind Flange (2)	3	Estimated Scrap Value
2" 150 Blind Flange (2)	3	Estimated Scrap Value
4" 150 Blind Flange (2)	4	Estimated Scrap Value
4" 300 Blind Flange (2)	4	Estimated Scrap Value
6" 150 Blind Flange (2)	5	Estimated Scrap Value
6" 300 Blind Flange (2)	5	Estimated Scrap Value
16" 300 Blind Flange (2)	30	Estimated Scrap Value
12" 150 Blind Flange (2)	20	Estimated Scrap Value
6" 600 Blind Flange (2)	7	Estimated Scrap Value
Total Machinery, fixtures, equipment, and supplies	39791	
<u>ITEM 30 Inventory</u>		
<u>New Parts</u>		
Carbon Steel Valve castings	510	Estimated Scrap Value
Valve Handwheels and Gearheads	159	Estimated Scrap Value
Machined Parts	100	Estimated Scrap Value
Used Valve Inventory	650	Estimated Scrap Value
Used Valve Inventory	3260	Estimated Scrap Value, NEM Contested, off-site
Used Valve Inventory	1600	Re-sellable, complete
Total Inventory	6279	

B 6D (Official Form 6D) (12/07)

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.7828898324 Wells Fargo Equipment Dept. 34431 PO Box 39000 San Francisco, CA 94139		Jan-May 2014 Business Loan [subj to est \$575 in tax liens] * VALUE \$ 47,225.00				56,036.00	8,811.00
ACCOUNT NO. 5474648805400852 Wells Fargo PO Box 348750 Sacramento, CA 95834		April 2014 Line of Credit Business Assets * VALUE \$ 0.00				27,870.91	27,870.91
ACCOUNT NO. * Assumes \$575 in unpaid tax liens w/ priority and Wells Fargo lien on all FF&E, Inv, and other prop VALUE \$							
Subtotal ▶ (Total of this page)						\$ 83,906.91	\$ 36,681.91
Total ▶ (Use only on last page)						\$	\$

continuation sheets
 attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 2112772 Harris Co. Tax Assessor, PO Box 3547, Houston, TX 77253-3547			Estim 2015 taxes, due 01/31/2016, Inventory, FF&E, Computers unbilled VALUE \$ 21,768.00		x		275.00	0.00
ACCOUNT NO. 2112772 Spring Branch ISD PO Box 19037 Houston, TX 77224			Estim 2015 taxes, due 01/31/2016, Inventory, FF&E, Computers unbilled VALUE \$ 21,768.00		x		300.00	0.00
ACCOUNT NO.			VALUE \$					
ACCOUNT NO.			VALUE \$					
ACCOUNT NO.			VALUE \$					
Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (s) ► (Total(s) of this page)				\$ 575.00	\$ 0.00
			Total(s) ► (Use only on last page)				\$ 84,481.91	\$ 36,681.91

(Report also on Summary of Schedules.)
 (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. SPE006 A-T Controls, Inc P.O. Box 934100 Atlanta, GA 31193-4100			11/24/14 Supplied equipment for resale				3,409.50
ACCOUNT NO. Anthis Valve Enterprises, Inc. 6820 Easthaven Blvd. Houston, TX 77017			9/23/14 Machining Services				6,060.00
ACCOUNT NO. 24617 Auma Actuators Inc PO Box 643373 Pittsburgh, PA 15264-3373			8/4/14 Provided equipment for resale				6,791.00
ACCOUNT NO. Fulton Iron & Manufacturing PO Box 419161 Creve Coeur, MO 63141			10/1/14 Valve repair Services				7,564.00
Subtotal ▶							\$ 23,824.50
Total ▶							\$

5 continuation sheets attached

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 0881446165 Grainger Dept. 881446165 PO Box 419267 Kansas City, MO 64141			11/1/14 Tools and Equipment				495.71
ACCOUNT NO. Gulf Coast Oil and Gas 1204 Hays St. Houston, TX 77009-6318			8/14 - 9/14 Equipment for Resale				16,089.00
ACCOUNT NO. Hillary Machinery Inc 1825 Summit Ave. Ste 207 Plano, TX 75074			7/14 - 9/14 Machine repair and setup services				12,230.84
ACCOUNT NO. Houston Plating & Coating PO Box 418 South Houston, TX 77587			7/14 - 3/15 Parts coating and plating				1,942.59
ACCOUNT NO. Jacid Manufacturing 5710 Brittmore Suite B-15 Houston, TX 77041			11/14 Machining Services				3,348.00
Sheet no. <u>1</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 34,106.14
							Total ▶ \$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)							

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. KEFA Industries Limited 85 Huayuan Road Zhengzhou 450003, China			1/15 - 3/15 Valve components for assembly				21,796.00
ACCOUNT NO. Lolita Cleaning 2122 Vinita Houston, Texas 77034			2/15 Cleaning Services				487.12
ACCOUNT NO. 6406 (last 4) Nestle Pure Life Direct PO Box 856680 Louisville, Kentucky 40285			3/15 - 4/15 Drinking Water Services				63.50
ACCOUNT NO. New Era Maxtek (NEM), Inc. 11035 Hiskey Lane Tustin, CA 92782			4/14 - 6/14 Valve Components / Raw Castings			X	84,209.09
ACCOUNT NO. 3636 (last 4) Purchase Power PO Box 371874 Pittsburgh, PA 15250-7874			2/15 Postage				187.37
Sheet no. <u>2</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 106,743.08
							Total ▶ \$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)							

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. RHW23 Praxair Distribution Inc PO Box 120812 Dept 0812 Dallas, TX 75312-0812			10/14- 4/15 Liquid Nitrogen Services			X	1,879.62
ACCOUNT NO. 0069445-IN ProservCrane Group PO Box 670965 Houston, TX 77267-0965			1/12/15 Crane Services				1,533.90
ACCOUNT NO. R845674 Rex Supply Company PO Box 670587 Detroit, MI 48267-0587			8/14 - 10/14 Machine Tooling				17,649.56
ACCOUNT NO. Shanghai Kinetech No. 655 Bao Yuan 4th Road Shanghai 201816, China			7/14 Valve parts for assembly				3,000.00
ACCOUNT NO. South Coast Supply 1325 Silber Road Houston, Texas 77055			8/14 Valve flanges				2,662.43
Sheet no. <u>3</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal▶ \$ 26,725.51
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)							Total▶ \$

In re Spearhead Energy Solutions LLC,
Debtor

Case No. _____
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Spencer Gardner 2777 Allen Parkwy Suite1000 Houston, Texas 77019	X		12/13 - 6/26 Legal Services				11,578.90
ACCOUNT NO. Texas Modification Valve 6451 Springer Houston, Texas 77087			4/14 - 10/14 Machining Services				26,228.00
ACCOUNT NO. 0W329199031 Worldwide Express 13201 NW Freeway # 225 Houston, Texas 77040			11/14 - 2/15				6,354.47
ACCOUNT NO. Dixie Electroplating 3001 Engelke St. Houston, Texas 77003			3/9/15 Valve component plating				2,250.00
ACCOUNT NO. TBS Trucking PO Box 2851 Houston, Texas 77252			3/15 Shipping services				2,085.64
Sheet no. <u>4</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 48,497.01
							Total ▶ \$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)							

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. United Valve 9916 Gulf Freeway Houston, Texas 77034			Valve repair and testing services				41,211.00
ACCOUNT NO. Justin Ray 16226 Smith Houston, Tx 77040			Capital Loans made by Business Owner				50,800.27
ACCOUNT NO. Daily Equipment Company PO Box 98209 Jackson MS 39298-8209			Equipment Purchases				743.63
ACCOUNT NO. McLane Global Trading 16607 Central Green Blvd Ste 400 Houston, TX 77032			Storage fees		*		1,500.00
ACCOUNT NO. 6723105372 Compass Bank PO Box 830696 Birmingham AL 35283-0696			May 2014 Line of Credit				44,814.62
Subtotal▶							\$ 139,069.52
Total▶							\$ 378,965.76

Sheet no. 5 of 5 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable on the Statistical
 Summary of Certain Liabilities and Related Data.)

B 6G (Official Form 6G) (12/07)

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
 (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Kirkwood Properties, Inc. 8950 Westpark Ste 312 Houston, TX 77063	Warehouse lease for space at Westbelt Business Park, \$730 per month, month-to-month tenancy

In re Spearhead Energy Solutions LLC,
DebtorCase No. 15-33700
(if known)**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Justin Ray 16226 Smith St. Houston Texas 77040	Compass Bank PO Box 830696 Birmingham, AL 35283-0696
Justin Ray 16226 Smith St. Houston Texas 77040	5474648805400852 Wells Fargo PO Box 348750 Sacramento, CA 95834
Justin Ray 16226 Smith St. Houston Texas 77040	Wells Fargo Equipment Dept. 34431 PO Box 39000 San Francisco, CA 94139
Walter R. Ray 16802 N. Swirling Cloud Ct. Cypress, Texas 77433	Compass Bank PO Box 830696 Birmingham, AL 35283-0696
Walter R. Ray 16802 N. Swirling Cloud Ct. Cypress, Texas 77433	5474648805400852 Wells Fargo PO Box 348750 Sacramento, CA 95834
Walter R. Ray 16802 N. Swirling Cloud Ct. Cypress, Texas 77433	Wells Fargo Equipment Dept. 34431 PO Box 39000 San Francisco, CA 94139
Justin Ray 16226 Smith St. Houston Texas 77040	Spencer Gardner 2777 Allen Parkwy Suite1000 Houston, Texas 77019
New Era MaxTek, Inc., c/o Mr. James F. Kovach, 170 Westcott St., Houston, Texas 77007	Cypress Valve LLC c/o Walter R. Ray 16802 N. Swirling Cloud Ct. Cypress, Texas 77433

B 7 (Official Form 7) (12/07)

UNITED STATES BANKRUPTCY COURT

Southern District of Texas, Houston Divisio

In re: Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal year rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

See Attachment

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	---------------------------------	---	-----------------------

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	--------------------	----------------	-----------------------

See Attachment, response to Item 23

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	----------------------	---------------------------------	--------------------------

See Attachment

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	--------------------	---

5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	---

Proserv Crane
PO Box 670965, Houston, TX 77267

01/12/2015

Floor Mounted Jib Crane

6. Assignments and receivershipsNone

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
---------------------------------	-----------------------	---

None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE Of PROPERTY
----------------------------------	--	------------------	---

7. GiftsNone

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------------	-----------------	-------------------------------------

8. LossesNone

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See Attachment

10. Other transfers

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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See Attached

None

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None



List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None



If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1919 Stebbins Circle Suite G Houston, TX 77043	Spearhead Energy Solutions LLC	Through March 2015
1919 W. Sam Houston Pkwy, Ste 509, Houston, TX 77043	Spearhead Energy Solutions LLC	Debtor stores property gratis w/ another co.

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None

a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing

executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
QBQ Bookkeeping 520 Merrill St., Houston, TX 77009	04/02/14- 03/01/15

None b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
QBQ Bookkeeping	520 Merrill St., Houston, TX 77009	04/02/14- 03/01/15

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Justin Ray	950 Echo Lane Suite 200 Houston, TX 77024

None

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
See Attached	

20. Inventories

None

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
See Attached		

None

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
See Attached	

21 . Current Partners, Officers, Directors and Shareholders

None

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
See Attached		

None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
See Attached		

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See Attached

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
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[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date	_____	Signature of Debtor	_____
Date	_____	Signature of Joint Debtor (if any)	_____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date	<u>07/18/2015</u>	Signature	
		Print Name and Title	<u>Justin Ray, Manager and Member</u>

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

11 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer _____

Social-Security No. (Required by 11 U.S.C. § 110.) _____

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address _____

Signature of Bankruptcy Petition Preparer _____

Date _____

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 signed sheets conforming to the appropriate Official Form for each person

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. 18 U.S.C. § 156.

	A	B	C	D
1	Spearhead Statement of Affairs Attachment			
2				
3	1 Income from operation of business			
4	YTD Gross Sales of valves and related equipment		\$76,899	
5	2014 Gross Sales of valves and related equipment		\$1,308,421	
6	2013 Gross Sales of valves and related equipment		\$1,733,525	
7				
8	Debtor is on a calendar fiscal year			
9				
10	3 c Payments made within one year to insiders			
11	See Responses to Item 23, below			
12				
13	4 Suits and administrative proceedings			
14				
15	Cause 2013-23728, Lonestar v. Spearhead & EPI -- Civil suit for breach of warranty of valve, brought in 190th Judicial District Court of Harris County, Texas.			
16	Status: Case is in active litigation and set for trial in about 11 months.			
17				
18	Cause 1062114, New Era Maxtek, Inc. v. Spearhead and Cypress Valve LLC. Civil suit to recover for alleged debt, brought in County Civil Court at Law No. 4, Harris County, Texas.			
19	Status: Process served on June 23, 2015			
20				
21	9. Payments related to debt counseling or bankruptcy			
22	Payee: John H. Bennett Jr., p.c.	Amount: \$300.00	Date: 3/27/2015	
23	Payee: John H. Bennett Jr., p.c.	Amount: \$1,564.72	Date: 6/29/2015	
24				
25	10 Other Transfers			
26	First Transfers: Assignment and Delegation of Performance			
27	Transferee & Relationship: Spearhead Industries, LLC 950 Echo Ln Ste 200 Houston, TX 77024 The Transferee is an Affiliate in that Justin Ray, an owner of 50% of the Debtor, is the owner of the Transferee.			

	A	B	C	D
28	<p>Property Transferred and Value Received: On or before April 15, 2015, the Debtor assigned and delegated performance of eight quotes or bids that the Debtor had issued to various of its customers that the Debtor was not in a position to perform (the "Designated Contracts"). Debtor also agreed to contribute materials or supplies previously acquired, if any, for performance of the Designated Contracts. As Assignee, Spearhead Industries LLC agreed to assume performance; collect sums due or to become due on the Designated Contracts; pay the Debtor out of collections from the customers the pro rata sums attributable to performance by the Debtor; and pay or reimburse the Debtor for any materials or supplies that the Debtor contributed, if any, when the customer paid for them. The Assignee also agreed to provide an accounting. A true and correct copy of the Assignment and Delegation of Performance is attached.</p>			
29				
30	Second transfer: Assignment of License			
31	<p>Transferee & Relationship: Spearhead Industries, LLC 950 Echo Ln Ste 200 Houston, TX 77024 The Transferee is an Affiliate in that Justin Ray, an owner of 50% of the Debtor, is the owner of the Transferee.</p>			
32	<p>Property Transferred and Value Received: On or before June 1, 2015, the Debtor assigned and transferred a non-exclusive license to copy and use certain specified drawings owned by the Debtor in return for \$1,460.00 in cash paid for the benefit of the Debtor by the Assignee in the form of lease rentals for storage of furniture, fixtures, equipment, inventory, supplies and materials belonging to the Debtor. A true and correct copy of the Assignment of License is attached.</p>			
33				
34	15. Prior address of debtor			
35	10620 Stebbins Circle Ste G, Houston, TX 77043			
36	1919 W Sam Houston Pkwy Ste 509, Houston, TX 77043 [storage facility rented by another company]			
37				
38				
39				
40	19d Financial Institutions for last two years			
41	Wells Fargo			2014-04-01

	A		B	C	D
42	PO Box 54349				
43	Los Angeles, CA 90054-0349				
44					
45	Compass Bank				1/1/2014- 5/1/2014
46	PO Box 830696				
47	Birmingham, AL 35283-0696				
48					
49	Wells Fargo Equipment				2014-04-01
50	Dept. 34431				
51	PO Box 39000				
52	San Francisco, CA 94139				
53					
54	21b				
55	Justin Ray			Member	50%
56	16226 Smith St.				
57	Houston Texas 77040				
58					
59	Walter R. Ray			Member	50%
60	16802 N. Swirling Cloud Ct.				
61	Cypress, Texas 77433				
62					
63					
64					
65					
66	23				
67	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$150.00	2015-04-27
68	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$150.00	2015-04-20
69	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,000.00	2015-04-02
70	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$2,000.00	2015-03-18
71	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,000.00	2015-03-06
72	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$7,000.00	2015-01-30
73	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$4,000.00	2015-01-05
74	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$2,000.00	2014-12-11
75	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,000.00	2014-12-01
76	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$100.00	2014-11-20
77	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$220.00	2014-11-20
78	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,700.00	2014-10-03
79	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,700.00	2014-09-02
80	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$6,700.00	2014-08-13
81	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$100.00	2014-08-04
82	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$50.00	2014-07-30
83	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$50.00	2014-07-25
84	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$200.00	2014-07-18
85	Transfer to Justin Ray	16626 Smith, 77040	Salary/ Distribution	\$100.00	2014-07-16

	A	B	C	D
86				
87	Total to Justin Ray	Total	\$54,220.00	
88				
89	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$7,000.00	2014-08-14
90	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$2,000.00	2014-08-26
91	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$7,000.00	2014-09-03
92	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$7,000.00	2014-10-06
93	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$800.00	2014-11-28
94	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$6,200.00	2014-12-02
95	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$4,000.00	2015-01-06
96	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$3,000.00	2015-01-16
97	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$2,300.00	2015-01-21
98	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$7,000.00	2015-02-02
99	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$1,000.00	2015-02-24
100	Transfer to Walter Ray Ct. 77433	16802 N. Swirling Cloud Salary/ Distribution	\$3,000.00	2015-03-06
101				
102	Total to Walter Ray	Total	\$50,300.00	

ASSIGNMENT AND DELEGATION OF PERFORMANCE

The purpose of this document is to confirm the disclosure of corporate opportunities and the assignment, delegation of performance, and 100% subcontract of performance of the below designated contracts by **Spearhead Energy Solutions, LLC** (the “Assignor”) to **Spearhead Industries, LLC** (the “Assignee”).

Recitals

The Assignor has been involved in prolonged litigation with Lone Star Pipeline, which arises from certain valve purchase orders that the Assignor received from Lone Star and back ordered from EPI Texas, which in turn back ordered from EPI California, a company that ordered the valves from a Chinese manufacturer. The valves were delivered to the Lone Star job site, but Lone Star rejected many of them as non-conforming, at different times and for different reasons. In all cases the initial source of rejection was the difference between (1) the specifications contained in the Lone Star purchase order to the Assignor, which were duplicated in the specifications contained in the Assignor’s purchase order to EPI Texas, and (2) the materially different specifications contained in the EPI Texas purchase order to EPI California, which passed on the erroneous specifications to the Chinese manufacturer of the valves. In principle, the Assignor has no liability that does not require indemnification by its suppliers up the supply chain. Further, in principle, some of the liability facts arise from allegations relating to direct contact to Lone Star made by the Chinese manufacturer, which recommended engineering corrections for the non-conforming goods. Spearhead has proposed to Lone Star a settlement under terms by which Spearhead would assign its claims in its actions over against EPI Texas and EPI California. Notwithstanding, Lone Star will not agree to accept assignment of Assignor’s claims against its suppliers and insists on prosecuting its claims against Assignor, which exceed \$1,200,000.00. Assignor is not even in a position to pay the cost and

expense to defend the action, much less to prosecute the indemnity claims against its suppliers.

Furthermore, the Assignor previously placed a purchase order with New Era MaxTek, Inc. for valves and equipment required for the Assignor to supply according to a purchase order received from one of the customers of the Assignor. New Era MaxTek did not supply conforming goods when promised, but continually represented it would supply conforming goods. In reliance on the representations of New Era MaxTek, the Assignor continued its relationship with its customer, attempted to perform, purchased other goods to cover for default by New Era MaxTek, and accepted delivery of some late-shipped goods from New Era MaxTek. Regrettably, despite a large economic investment by the Assignor, its customer terminated the contract for its non-performance, which was due to the non-performance by New Era MaxTek. Again, in principle, the Assignor has a large claim against New Era MaxTek, but that company is Chinese-based and, not only refuses to take back the goods it supplied in cancellation of its alleged debt claims, has threatened to sue for debt for the goods that it delivered. As a practical matter, the Assignor cannot afford litigation and is stuck with the debt it incurred trying to perform without the ability to recover its costs or revenue to enable it to retire its debts.

Additionally, the Assignor is a “pass-through” entity that reports income for which its principals pay taxes. Due to these financial reverses, the principals of the Assignor now have a payment plan in force with the Internal Revenue Service that requires them to pay out past due taxes.

For these reasons, the Assignor is not in a position to perform on quotes or bids on several of its jobs. Although these jobs are technically “corporate opportunities” that belong to the Assignor, the Assignor lacks the wherewithal to perform.

More specifically, the Assignor previously issued quotes or bids to perform the following jobs (the “Designated Contracts”):

NiCor Gas PO 103-0000011740	3/13/15
CI Actuation PO 528218	4/8/15
CI Actuation PO 528250	4/8/15
CF Industries PO 114008	1/21/15
CF Industries PO 113798	1/13/15
CF Industries PO 113612	1/5/15
CF Industries PO 113095	12/2/14
CF Industries PO 111880	9/4/14;

The Assignor cannot perform or continue to perform any of the Designated Contracts, so the “corporate opportunity” realistically is a question of how to avoid default and the liability that will arise from default. Accordingly, the management and ownership of the Assignor have declined the “corporate opportunity” and have consented to assign and delegate performance of the Designated Contracts to Spearhead Industries, LLC (the “Assignee”). The terms of compensation for the assignment are:

1. The Assignee will assume performance of 100% of the Designated Contracts;
2. The Assignee will collect all sums due or to become due on the Designated Contracts, and the Assignor grants the Assignee an irrevocable power of attorney to collect such sums, including the power to sue for collection and the power to endorse and deposit any checks or other items paid for performance of the Designated Contracts;
3. Out of collections, the Assignee will pay to the Assignor, from the retainage earned as of the date of assumption, and from any other consideration earned but remaining unpaid as of the date of assumption, the percentage of the total retainages and other consideration collected by the Assignee that is equal to the percentage of the total collections on each such Designated Contract.
4. The Assignee will pay such sums to the Assignor if and a reasonable time after the Assignee receives payment from each such customer who is a party to the Designated Contracts.
5. The Assignor will contribute any materials or supplies previously acquired for performance of the Designated Contracts, and the Assignee will pay or reimburse the Assignor for such materials or supplies if, as and when payment is received from the customer of the pertinent Designated Contract.

6. The Assignor will procure a rider to its insurance coverage to cover any liability by the Assignee for performance of the Designated Contracts, and the Assignee will pay the premiums required to keep coverage in effect when required to cover performance of the Designated Contracts.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that **SPEARHEAD ENERGY SOLUTIONS, L.L.C.**, a Texas limited liability company (the “**Assignor**”), for and in consideration of the assumption of performance and promises to pay stated herein, and for Ten Dollars and other good and valuable consideration, in hand paid by **SPEARHEAD INDUSTRIES, L.L.C.**, a Texas limited liability company (the “**Assignee**”), the receipt, validity and sufficiency of which are hereby acknowledged and confessed, the Assignor has **SOLD, TRANSFERRED, CONVEYED** and **ASSIGNED**, and by these presents does hereby **SELL, TRANSFER, CONVEY** and **ASSIGN** to the Assignee all of its contract or other rights in and to the Designated Contracts, as well as the materials or supplies procured for performance of the Designated Contracts, and any and all drawings or other information required for performance of the Designated Contracts: and the Assignor hereby **GRANTS an Irrevocable Power of Attorney** to the Assignee to collect any and all sums due or to become due on the Designated Contracts, including the power to sue for collection as Assignee and the power to endorse and deposit into an account in the name of the Assignee any checks or other items of payment on account of sums due or to become due for performance of the Designated Contracts;

TO HAVE AND TO HOLD, unto the Assignee, its successors and assigns, any and all of its contract or other rights in and to the Designated Contracts, as well as the materials or supplies procured for performance of the Designated Contracts, and any and all drawings or other information required for performance of the Designated Contracts.

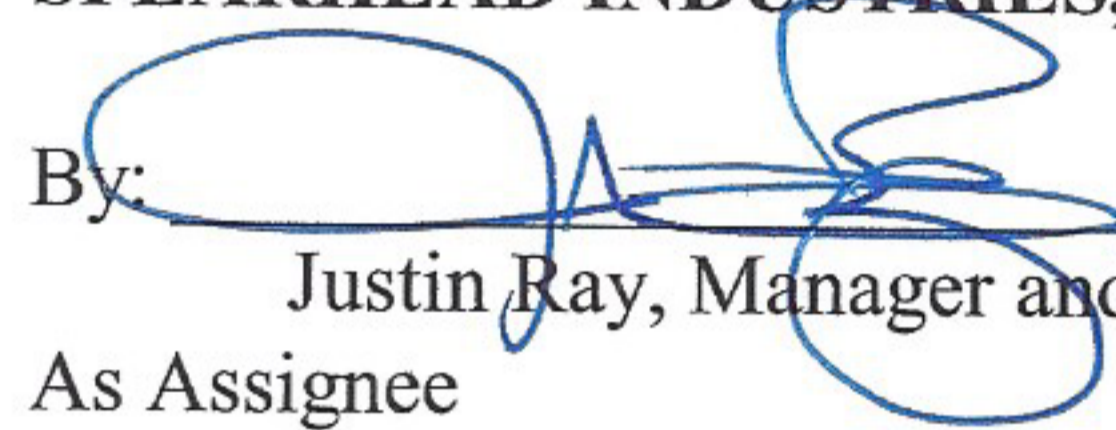
The Assignor shall be entitled to a full and complete accounting of all sums collected for performance of the Designated Contracts. This Assignment is without warranty or recourse upon the Assignor.

SPEARHEAD ENERGY SOLUTIONS, L.L.C.

By:  _____
Justin Ray, Manager and Member
As Assignor

Dated and effective as of April 15, 2015

SPEARHEAD INDUSTRIES, L.L.C.

By:  _____
Justin Ray, Manager and Member
As Assignee

Dated and effective as of April 15, 2015

ASSIGNMENT OF LICENSE

KNOW ALL MEN BY THESE PRESENTS, that **SPEARHEAD ENERGY SOLUTIONS, L.L.C.**, a Texas limited liability company (the “**Assignor**”), for and in consideration of the sum of One Thousand Four Hundred Sixty and No Hundredths (\$1,460.00) Dollars, and other good and valuable consideration in hand paid on May 5 and June 1, 2015 in lease payments paid by **SPEARHEAD INDUSTRIES, L.L.C.**, a Texas limited liability company (the “**Assignee**”), paid for the benefit of the Assignor, the receipt, validity and sufficiency of which are hereby acknowledged and confessed, the Assignor has **SOLD, TRANSFERRED, CONVEYED** and **ASSIGNED**, and by these presents does hereby **SELL, TRANSFER, CONVEY** and **ASSIGN** to the Assignee all intellectual property rights, if any, and a non-exclusive license to copy and use, any and all of the following specified drawings owned by the Assignor (the “**Drawings**”):

RB103, RB203, RB303, RBM203, RBM103, RBM303M, RC103, RCM103, CMP103, RF102, RS103SST, RS103SS, RSO103SS, RT103, RTM203, RTM303, RW102, RW103, RWC103, RY102, RZ102, FOLOP36, GLAND36C, RB104, RB204, RB304, RBM104, RBM204, RBM304, RC104, RCM104, RCM304, RCMP104, RCMP304, RF103, RG102, RG103, RH102, RK101, RQ102, RR101, RS104MTM, RS104SST, RS104T, RSI104MTM, RSI104SS, RSO104MTM, RSO104SS, RT104, RT304, RTM104, RTM303, RTM304, RTOP304, RTOP304M, RU102, RU103, RV102, RV103, RXH102, RXH103, RY103, RZ103, RB205, RB305, RBM105, RBM205, RBM305, RCC305, RCM305, RF104, RG104, RH103, RK102, RQ103, RR102, RS105SST, RS105T, RSI105SS, RSO105SS, RT105, RT305, RTM105, RTM305, RU104, RV104, RWC104, RXH104, RY104, RZ104, RB205, RB206, RB305, RB306, RBM105, RBM106, RBM205, RBM206, RBM306, RC106, RC306, RCC305, RCM106, RCM305, RCM306, RCMP106, RCMP306, RF104, RF105, RG104, RH103, RK102, RQ103, RQ105, RR102, RS105SST, RS105T, RS106SST, RS106T, RSI105SS, RSI106SS, RSO105SS, RSO106SS, RT105, RT106, RT305, RT306, RTM105, RTM106, RTM305, RTM306, RU104, RU105, RV104, RV105, RW104, RW105, RWC104, RXH104, RXH105, RY104, RY105, RZ104, RZ105, RB107, RB207, RBC307, RBM207, RBM307, RC107, RC307, RCM107, RCM307, RCMP107, RDM107, RF305, RG105, RG106, RGL107, RGR107, RK103, RN106, RQ104, RQ105, RS107SST, RS107T, RSI107SS, RSO107SS, RT107, RTC307, RTM207, RTM307, RU306, RV106, RW106, RWC106, RXH106, RXLH107Q, RXUH107Q, RY106, RY107, RZ106, RZ107, RB109, RB209, RBM109, RBM209, RC109, RCM109, RF107, RGI107,

RGL108, RGR108, RN107, RPE107, RS109SST, RS109SS, RS109T, RSI109SS, RSL108, RSO109SS, RT109, RTM209, RXLH108, RXUH108, RY108, RZ108;

TO HAVE AND TO HOLD, unto the Assignee, its successors and assigns, all intellectual property rights, if any, and a non-exclusive license to copy and use, the Drawings.

This Assignment is without warranty or recourse upon the Assignor

SPEARHEAD ENERGY SOLUTIONS, L.L.C.

By: 
Justin Ray, Manager and Member

Dated effective as of June 1, 2015

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court

Southern District of Texas, Houston Divisio

In re Spearhead Energy Solutions LLC,
Debtor

Case No. 15-33700

Chapter 7

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	2	\$ 1,747,900.00		
C - Property Claimed as Exempt	NO	0			
D - Creditors Holding Secured Claims	Yes	2		\$ 84,481.91	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	6		\$ 378,965.76	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)					\$
J - Current Expenditures of Individual Debtors(s)					\$
TOTAL		14	\$ 1,747,900.00	\$ 463,447.67	

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

IN RE: § CASE NO. 15-33700-H5-7
§
Spearhead Energy Solutions, LLC, §
§
Debtor §

**MOTION FOR AUTHORITY TO SELL EQUIPMENT AND INVENTORY ASSETS OF
THE ESTATE FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES
PURSUANT TO 11 U.S.C. § 363(b) and (f)**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN TWENTY-ONE (21) DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER THE EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE KAREN BROWN, UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Allison D. Byman, Chapter 7 Trustee (the “Trustee”) and files this *Motion for Authority to Sell Equipment and Inventory Assets of the Estate Free and Clear of All Liens, Claims and Encumbrances Pursuant to 11 U.S.C. § 363(b) and (f)* and would show the Court as follows:

1. This Court has jurisdiction over the subject matter of this motion pursuant to 28 U.S.C. §1334(b). Venue is property pursuant to 28 U.S.C. §§1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (N).

2. On July 8, 2015, the Debtor filed its petition under Chapter 7. Thereafter, Allison D. Byman was appointed Chapter 7 Trustee to administer the assets of this bankruptcy estate.

3. Listed on the Debtor's Schedule "B", Personal Property [docket no. 3, page 3] at Item No. 29, machinery, fixtures, equipment and supplies used in business and Item No. 30, Inventory, are personal property assets with a cumulative scheduled value of \$46,070.00. The Trustee seeks to sell the Debtor's machinery and equipment including a lathe, milling machine, 150 Ton Press and equipment as well as the Debtor's remaining inventory which includes machined parts, valves, valve castings and gearheads (the "Sale Assets").

4. After consultation with the Debtor's representative and an auctioneer, the Trustee believes the Sale Assets have value and she seeks authority to sell the Sale Assets by public auction.

5. The Trustee believes the sale of the assets is in the best interest of the Estate and will benefit the creditors of the Estate.

6. The Trustee has notified Webster's Auction Palace and requested that the assets be included in the next available auction. That auction is scheduled for Sunday, April 10, 2016 at 1:00 PM at Webster's Auction Palace, 14463 Luthe Road, Houston, Texas 77039.

7. Contemporaneously herewith, an Application to Employ Auctioneer (Webster's Auction Palace) and Request for Payment of Fees and Expenses has been filed and served to the creditors of the Estate.

8. Additionally, a Notice of Sale at Public Auction is being filed and served to the creditors of the Estate.

9. The Trustee seeks authority to sell the Sale Assets free and clear of any and all liens, claims and encumbrances pursuant to 11 U.S.C. § 363(f). All valid liens, if any, will attach to the proceeds.

WHEREFORE, PREMISES CONSIDERED, Allison D. Byman, Chapter 7 Trustee, requests that this Court enter an order authorizing the sale of the Sale Assets free and clear of liens, claims and encumbrances and for such other and further relief as is just.

Respectfully submitted,

DATED: March 8, 2016

/s/ Allison D. Byman

Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana, 28th Floor
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile
adb@hwa.com

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

IN RE: § CASE NO. 15-33700-H5-7
§
Spearhead Energy Solutions, LLC § (Chapter 7)
§
Debtor §

NOTICE OF SALE AT PUBLIC AUCTION

NOTICE IS HEREBY GIVEN that Allison D. Byman, Chapter 7 Trustee for the above entitled and numbered bankruptcy Estate intends to sell at public auction the certain equipment and inventory of the Estate pursuant to 11 U.S.C. §363(b) and (f). The Trustee intends to sell the Debtor's personal property assets listed on Schedule "B", Personal Property [docket no. 3, page 3], at Item No. 29, machinery, fixtures, equipment and supplies used in business and Item No. 30, Inventory, are personal property assets with a cumulative scheduled value of \$46,070.00. The Trustee seeks to sell the Debtor's machinery and equipment including a lathe, milling machine, 150 Ton Press and equipment as well as the Debtor's remaining inventory which includes machined parts, valves, valve castings and gearheads (the "Sale Assets"). The auction will be held on Sunday, April 10, 2016 at 1:00 p.m. (or thereafter) at Webster's Auction Palace, 14463 Luthe Road, Houston, Texas 77039. Details of the sale can be found at www.websters.com.

William Webster and Webster's Auction Palace will conduct the auction. Webster's Auction Palace is on the United States Trustee's approved list of auctioneers

and said auctioneer will be paid for his services. Webster's Auction Palace seeks to charge the Estate of Spearhead Energy Solutions, LLC, a 15% commission for the sale of personal property assets. A 10% buyer's premium will also be assessed to the sale of the assets. Webster's Auction Palace intends to recoup the expenses incurred in connection with recovery and transportation of the Sale Assets, not to exceed \$2,500.00.

Respectfully submitted,

DATED: March 8, 2016

/s/ Allison D. Byman
Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana, 28th Floor
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile
adb@hwa.com

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

In Re: § Case No. 15-33700-H5-7
§
Spearhead Energy Solutions, LLC, § (Chapter 7)
§
Debtor §

TRUSTEE’S REPORT OF SALE BY AUCTIONEER

TO THE HONORABLE KAREN K. BROWN, UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Allison Byman, Trustee (the “Trustee”) of the above entitled and numbered proceeding and respectfully represents as follows:

1. The Court entered its *Order Authorizing Employment of Auctioneer and Request for Payment* on March 16, 2016 [docket no. 30]. Webster’s Auction Palace (“Webster’s) provided the Trustee with the following report of sale of the assets of this estate.

2. The auction was conducted on Sunday, April 10, 2016 at Webster’s Auction Palace, 14463 Luthe Road, Houston, Texas 77039. The items that were placed in auction included machinery, fixtures, equipment and inventory scheduled by the Debtor. There were 85 people in attendance with 60 people registered to bid on the items at auction. The total amount recovered from the sale from the auction was \$19,100.00.

3. **Exhibit “A”**, attached hereto, is a recapitulation of the final bids made at the sale along with a list of successful bidders. Notice of the sale was served on all creditors and parties in interest prior to the sale by the Trustee.

4. Prior to the date of sale, Webster’s advertised, segregated, cleaned, tagged, catalogued and generally prepared for the sale of the assets of the bankrupt estate. After the auction sale, Webster prepared invoices, collected all monies due the Trustee, turning said money over to Trustee, and

supervised the delivery operation, ensuring that each buyer received his purchase and protected the Trustee's interest.

5. Pursuant to the Court's Order entered on March 16, 2016 [docket no. 30], the Trustee has remitted to Webster's Auction Palace the sum of \$2,865.00 for his approved compensation which represents fifteen percent (15%) of the gross sales proceeds and \$2,500.00 for expenses incurred in connection with the sale for a total sum of \$5,365.00.

Respectfully submitted this 5th day of May, 2016.

BY: /s/ Allison Byman
Allison Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana, 28th Floor
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile
Email: adb@hwa.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of *Trustee's Report of Sale by Auctioneer*, was served to all parties in listed on the "Service List" attached hereto on this the 5th day of May, 2016, by U.S. first class mail, postage prepaid.

/s/ Allison Byman
Allison Byman, Trustee



Webster's

AUCTION PALACE INC.
14463 LUTHE ROAD • HOUSTON, TEXAS 77039
(281) 442-2351 • www.webstersauction.com



April 20, 2016

A Allison D. Byman
HUGHES, WATTERS & ASKANASE
Three Allen Center
333 Clay Street, 29th Floor
Houston, Texas 77002

U RE: Case No. 15-33700-H5-7
Spearhead Energy Solutions, LLC

Please find the enclosed documents relating to the above mentioned case.

C The auction was held Sunday April 10, 2016 at 14463 Luthe Rd. in Houston, Texas. There were approximately 85 people in attendance with 60 registered to bid. The total amount of the Spearhead assets sold was Nineteen Thousand One Hundred Dollars (\$19,100.00). The total due Webster's Auction at a commission rate of 15% is Two Thousand Eight Hundred Sixty Five Dollars (\$2,865.00). The total expenses were Two Thousand Six Hundred Fifty Four Dollars (\$2,654.00). Expenses due Webster's Auction per Order is Two Thousand Five Hundred Dollars (\$2,500.00). Please see attachment for details. Grand total due Webster's Auction is Five Thousand Three Hundred Sixty Five Dollars (\$5,365.00).

T If you have any questions, please do not hesitate to call our office.

At Your Service,

William D. Webster
Auctioneer

O Webster's Auction Palace, Inc.

WDW/jw
Encl.

N DECLARATION:
"I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct. Executed on April 20, 2016 pursuant to 28 USC sec. 1746."

William D. Webster

EXHIBIT "A"

Expenses
Case No. 15-33700-H5-7
Spearhead Energy Solutions, LLC

Moving and Delivery

February 24, 2016:

Pick up machines and equipment from 1919 West. Sam Houston Parkway & deliver to Webster's Auction 14463 Luthe Rd by moving truck	\$600.00
Pick up heavy machinery, lathe & mills from 1919 West. Sam Houston Parkway & deliver to Webster's Auction 14463 Luthe Rd by large load trailer	\$600.00
Deliver and return forklift to 1919 West Sam Houston Parkway to load machines	\$250.00

April 8, 2016:

Pick up valves from 16607 Central Greens Blvd & deliver to Webster Auction 14463 Luthe Rd by large load trailer	\$300.00
Deliver and return forklift to 16607 Central Greens Blvd. to load valves	\$250.00

Advertising and Marketing:

Houston Chronicle Thursday April 7, 2016 (prorated)	\$327.00
Houston Chronicle Sunday April 10, 2016 (prorated)	\$327.00

Total Expenses	\$2,654.00
Total Expenses due Webster's Auction per Order	\$2,500.00

Bidder List
Case No. 15-33700-H5-7
Spearhead Energy Solutions, L.L.C.

- | | | | |
|-----|---------------|-----|---------------|
| 1. | J. Chambers | 31. | C. Stack |
| 2. | J. Sartain | 32. | R. Ballard |
| 3. | J. Deaver | 33. | W. Flanakin |
| 4. | M. Billal | 34. | P. Padilla |
| 5. | W. Giese | 35. | M. Burk |
| 6. | R. Holstein | 36. | L. Cother |
| 7. | C. Rodgers | 37. | R. Bradshaw |
| 8. | S. Ross | 38. | J. Collins |
| 9. | T. Huggins | 39. | R. Schmidt |
| 10. | W. Zermino | 40. | C. San Miguel |
| 11. | J. Smith | 41. | G. Chelette |
| 12. | C. Rudy | 42. | A. Alvarado |
| 13. | D. Canter | 43. | K. Krinder |
| 14. | M. Roberson | 44. | R. Garza |
| 15. | T. Honaker | 45. | J. Guitierrez |
| 16. | F. Cowart | 46. | A. Krenek |
| 17. | R. Mendez | 47. | R. Padol |
| 18. | C. Taylor | 48. | R. Perez |
| 19. | D. Arnold | 49. | I. Gonzalez |
| 20. | Z. Kofman | 50. | I. Vodenlie |
| 21. | J. Stumpf | 51. | D. Groffo |
| 22. | M. Edwards | 52. | J. Miranda |
| 23. | L. Green | 53. | E. Konvicka |
| 24. | V. Botusan | 54. | G. Byrd |
| 25. | C. Fontainier | 55. | W. Foreney |
| 26. | R. Luna | 56. | P. McDonald |
| 27. | M. Almaguer | 57. | W. Barnes |
| 28. | B. Glover | 58. | G. Mendoza |
| 29. | S. Pruet | 59. | R. Ethridge |
| 30. | C. Worley | 60. | C. Groves |

Items List
Case No. 15-33700-H5-7
Spearhead Energy Solutions, LLC.

Item	Price	Buyer
Parts Washer	\$250.00	12
Jet Milling Machine	\$2,500.00	24
Hobart Welder	\$375.00	49
Dake 120-Ton Hydraulic Press	\$950.00	34
Jet Lathe	\$4,500.00	24
Drimmel Grinder, Engraver and Drill	\$40.00	5
Rigid Grinder	\$55.00	42
12pc Micrometer Set in Case	\$225.00	16
Sand Paper Rigid Drill and Light	\$35.00	9
Meter	\$35.00	2
Craftsman Impact Gun	\$100.00	17
Clamps, Wrenches, Ratchets and Sockets	\$175.00	45
Machine Vises (2 @ \$150)	\$300.00	24
Craftsman Wrench Set	\$80.00	17
Misc. Tools, Pipes, Table and Chairs	\$175.00	45
Torque Wrench	\$60.00	9
Sink	\$40.00	38
Air Hose	\$25.00	34
Leveling Table	\$150.00	24
Chop Saw	\$90.00	16
Ingersoll Rand Impact Gun	\$275.00	42
DeWalt Angle Grinder	\$90.00	17
Milling Tools	\$375.00	24
6pc Measuring Tools	\$225.00	16
Water Cut Table	\$125.00	16
Ingersoll Rand Upright Air Compressor	\$300.00	45
Milwaukee Band Saw	\$150.00	19
Valve Caps	\$50.00	16
Hammers, Wrenches, Sockets & Air Guns	\$200.00	12
Big Air Shop Fan	\$175.00	28
4pc Saws and Grinders	\$115.00	3
Hydraulic Test Pump Table	\$200.00	34
Uline Banding Machine	\$125.00	16
36 Valve Shafts	\$175.00	25
6 Sections of Pallet Racking	\$450.00	12
Misc. Tooling and Parts	\$300.00	24
Seal and Handles	\$175.00	25
Lubricator	\$50.00	20
Handles	\$200.00	16
Refrigerator	\$100.00	5
Misc. Yellow Storage Bins	\$5.00	38

Tree and Drop Box	\$10.00	38
Bench Grinder and Stand	\$155.00	24
Craftsman Toolbox	\$160.00	49
Breaker Box, Grinding Wheels	\$195.00	24
2 Lockers and File Cabinet	\$150.00	42
Projector	\$80.00	42
Shop Table	\$125.00	16
Desk and Table	\$5.00	24
7 Phones w/ System	\$100.00	20
Office Supplies, Desks, Break Room Supplies	\$75.00	42
Lamp and 2 Tables	\$55.00	38
Office Chairs (3 @ \$15)	\$45.00	42
480 Transformer	\$200.00	29
Hardness Tester	\$200.00	29
4 Pallets of Large Valves	\$225.00	51
4 Pallets of Large Valves	\$125.00	51
4 Pallets of Valve Body Molds	\$200.00	20
2 Crates of Misc. Studs	\$100.00	24
6 Pallets of Valves	\$850.00	12
Valve Parts	\$150.00	12
17 Pallets of Valves and Parts	\$475.00	51
2 Large Crates of Valve Parts	\$1,400.00	12
Total:	\$19,100.00	

A14 | Thursday, April 7, 2016 | Houston Chronicle | HoustonChronicle.com and chron.com ★★

COMMISSIONER TO SELL OVER 60 STORAGE YARDS FOR SOGARD Relocation Systems of Houston.
 TERMS: \$100 Cash Deposit Required * 10% Buyers Premium All Merchandise Sold "As Is Where Is" * Deposits Applied to Purchase Cash, Checks Credit Cards Accepted for Balance. Registration begins at 8:00 AM Day of Auction!
 For More Info call 713-946-8888
 www.worstellauctionco.com
 Auctioneer Gary E. Worstell #12802

SALE SITE PHONE: (262) 903-6269 Chad
ALEX LYON & SON
SALES MANAGERS & AUCTIONEERS, INC.
BRIDGEPORT, NY
 Phone: (315) 633-2944 Fax: (315) 633-8010
 Syracuse, NY (Evenings) (315) 637-8912
 www.lyonauction.com

Auctioneer: Ron
 Payment Terms:
 Company Check
DO
W

 P.O. B.
 (713) 691-1

Bankruptcy Machine & Valve Shop, Jaguar Boat Tools & Coins Auctions
Sunday, April 10th, 1PM, View at Noon
14463 Luthe Rd. in Houston 77039

Bankruptcy No 15-33700 Spearhead Solutions Valve Co/Machinery
 - JET Engine Lathe & Milling Machine, 220/400 Transformer, Chart Recorder, Jacobs Chuck, Dake 150-Ton Press, Ingersoll Rand Compressor, Bench & Angle Grinders, Pipe, Hammer & Impact Wrenches, Milwaukee Port Saw, Hobart Welding Machine, Transfer Punch Set, Calipers, Indicator Sets, Telescoping & Height Gauges, Hardness Tester, Valve & Parts, Gauge Block Set, Pallet Racking, & more. **Jaguar & Pontoon Boat**
Bankruptcy No 13-36395- 2004 Jaguar XK8 Convertible w/title;
 2007 Beachcomber Pontoon Boat w/2008 90HP Yamaha Motor & 2008 EX Loader Trailer w/titles. **Also Including - Revolver-Shaped BBQ Pit/Smoker Mounted on 19ft Trailer, PJ Flatbed Trailer w/title, 2005 Ford Expedition XLT w/title, Harrington 5 Ton 3 Phase Crane, Quincy Air Compressor 30gal. Ingersoll Rand Air Compressor, Victor 1760K Lathe w/Extra Tooling, Gold Coins, Silver Dollars & more.**
Machine Shop Auction Tuesday, April 12th, 10AM, View at 9AM
20220 Hempstead Hwy #39, Houston, TX 77065
(2 blocks North of 1960 on Hempstead Hwy)
 Machinery - LeBlond Regal Lathe & Threader, Magnetic Surface Grinder, GRI-DAN Auto Feed Oil Miller Welder, 1,000's of Stock pieces, Round Stock, Hand Tools, Sockets, Work Bench, 1,000's of Bits/Drills, DoAll Mill, Compressor, Band Saw, Grinders, Drill Press, Horizontal Mill Table, Vertical Mill w/dies, 5500lb Forklift, Hammond Tool Grinder, Tool Sharpener, Hammond Grinder, Sand Blaster, Jones & Lamson Lathe & Drill, Jones, Axelson Lathe No 18 & No. 20, Tools & so much more!
 Col. Webster #15924 12% bp, cash, cks, cc.
 281-442-2351 • www.webstersauction.com for photos & info.

PUBLIC AUTO AUCTION

U.S. General Services Administration
April 12th, 2016 - 10:00AM
 Average Miles: Average Age:
 36K - 50K! 3 - 5 years!
 www.AutoAuctions.gsa.gov

April 14th & 28th, 2016
 Heavy Duty Truck & Equipment Auction 1:30PM
 Light Duty/Regular Vehicle Auction 3:00PM

Houston Auto Auction
 6767 North Freeway • Houston, TX 77076 • 713-644-5566
 www.HoustonAutoAuction.com
 TX Auctioneer License #: Tim Bowers: 12459 Mark Bowers: 15416

AUCT APRIL
Diam
 Farm & Constr
 For Listings and P
 From Bryan T
 For Jol
 Shorty
 Of

Golf Course Liquidation Auction
Evergreen Point Golf Course Closing Doors
Saturday, April 16th, 10AM, View at 9AM
1530 Evergreen Road, Baytown, TX 77523
 Turf & Lawn Maintenance Equipment & Tools - EZ GO Service Trucks, Toro Pro-Force Blowers, Jacobson King & John Deere Greens & Fairway Mowers, John Deere Collectors & Brooms, Ameritrail Dump Trailer, John Deere & Turfo Fairway Aerators, Greens Roller/ Spikers, Neary Grinders, Hydraulic Press, Portable Reel Grinder, New Golf Clubs, Bags, Balls, Retail & more. Golf Carts - Over 70 EZ Go Electric Golf Carts. Commercial Kitchen Appliances & Bar Equipment - Back Bar & Under Counter Refrigerators, Hoshizaki Ice Machine, True Stainless Coolers & Freezer, Piteo Fryer, 7-Burner Rankin Deluxe Grill, Vulcan Convection Oven, Stainless Tables & Prep/Work Stations, Rankin Range Top, Food Warmers & Steamers, True Drop-In & 2-Door Freezers, Stainless Sinks, Hoshizaki Cooler Prep Station, Juice Maker, Berkel Deli Slicer, Stainless Shelving, Dry Storage & more. Everything Must Go!
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 911 Brenda St.
 Houston 77076
 Court Ordered Evictions: Eneanu, Scott, Stephens - '07 Honda Pilot, '03 Chrysler T&C; Mahog. & pine king bedroom sets; Mahog. din. tbl., 8 chairs & china cab.; Leather corner sofas, chairs & recliners; Samsung & other washers/dryers; Refrigerators; TVs; Carved coffee & end tbls.; Char-Broil BBQ pit; 18 Stack chairs; Vacuums; Toys; Patio furn.; Sm. appliances; Kitchen wares; China; Tools; L/mowers; Plus more. see webpage All sold as is/where is, no guarantees. Inspect Tue. 9-5. Cash, Visa, M/card, Disc. 10%bp
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UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: § CASE NO. 15-33700-H5-7
§
Spearhead Energy Solutions, LLC § (Chapter 7)
§
Debtor §

**NOTICE OF INTENT TO ABANDON DEBTOR’S OFFICE EQUIPMENT,
FURNISHINGS AND SUPPLIES**

THIS NOTICE SEEKS ACTION THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE NOTICE, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN FOURTEEN (14) DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE RELIEF SOUGHT, SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE NOTICE AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE NOTICE AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO: THE UNITED STATES TRUSTEE, DEBTOR AND PARTIES IN INTEREST:

NOTICE pursuant to 11 U.S.C. § 554(a) is hereby given that Allison D. Byman, Chapter 7 Trustee for the Estate of Spearhead Energy Solutions LLC intends to abandon the following property that is also identified on Schedule B, Item 28 [Docket no. 3] because it has inconsequential value and its liquidation would be burdensome to the estate: Refrigerator, shelves, office desks, office bookcase, office drawers, computer equipment, office chairs, white board, file cabinet, wood table, metal desk set, and other miscellaneous office furnishings (the “Furniture, Office Equipment , Furnishings and Supplies”).

The Furniture, Office Equipment, Furnishings and Supplies the Trustee seeks to abandon are currently located in a storage unit at Self Storage at 7302 Senate Ave., Jersey Village, TX. The costs associated with the rent of the storage unit, insurance for same, and to move the items in the storage unit would exceed the value the Trustee could expect from an auction of the Furniture, Office Equipment, Furnishings and Supplies.

The Trustee asked an auctioneer to inspect the Furniture, Office Equipment, Furnishings and Supplies and determine if a sale of same would provide any value to the estate. The auctioneer believed that the costs mentioned above and the costs associated with an auction sale (i.e., commissions and advertising) would deplete any expected returns from such an auction.

For all of these reasons the Trustee seeks to abandon the Furniture, Office Equipment, Furnishings and Supplies because it has inconsequential value and its liquidation would be burdensome to the estate.

If there is no objection, this abandonment will be deemed to take place fourteen (14) days after service of this Notice.

Respectfully submitted,

DATED: March 10, 2016.

/s/ Allison D. Byman
Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana, 28th Floor
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile
adb@hwa.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing *Notice of Intention to Abandon Property of the Estate* has been served to all parties listed on the “Service List” attached hereto by U.S. mail, first class, postage prepaid on this the 10th day of March, 2016.

/s/ Allison D. Byman
Allison D. Byman



ENTERED
11/13/2017

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

IN RE: § Case No.: 15-33700-H5
SPEARHEAD ENERGY §
SOLUTIONS, LLC, §
Debtor. § Chapter 7
§

**ORDER APPROVING FIRST AND FINAL APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES BY
KENWOOD & ASSOCIATES, P.C. AS ACCOUNTANTS FOR THE TRUSTEE**
(relates to docket no. 35)

The Court has considered the First and Final Application for Compensation and Reimbursement of Expenses by KenWood & Associates, P.C. as Accountants for the Trustee. The Court has determined that due notice having been given, and no opposition being shown, the Court is of the opinion that the application should be in all things granted. It is therefore

ORDERED that the First and Final Application for Compensation and Reimbursement of Expenses by KenWood & Associates, P.C. as Accountants for the Trustee is hereby GRANTED and APPROVED in the amounts of \$6,884.00 for fees and \$231.01 in expenses totaling \$7,115.01. It is further

ORDERED that Allison D. Byman, Chapter 7 Trustee, be and is hereby authorized to make payment to the accounting firm of KenWood & Associates, P.C. in the total amount of \$5,000.00, such sums being a priority administrative expense under 11 U.S.C. § 507(a)(2).

SIGNED this 9th day of November, 2017.


KAREN K BROWN
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: § CASE NO. 15-33700-H5-7
§
SPEARHEAD ENERGY SOLUTIONS §
LLC § CHAPTER 7
§
DEBTORS §

APPLICATION FOR TRUSTEE’S COMPENSATION AND EXPENSES

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE KAREN BROWN, UNITED STATES BANKRUPTCY JUDGE:

Allison D. Byman, Chapter 7 Trustee (the “Trustee”) for the Estate of Spearhead Energy Solutions LLC (the “Trustee”) and files this Application for Trustee’s Compensation and Expenses (the “Application”) to request compensation and reimbursement of expenses pursuant to 11 U.S.C. § 330(a)(1) and (a)(7). In support of the Trustee’s Application, the Trustee submits the following information:

- 1) On 07/08/2015, the Trustee was duly appointed as the Chapter 7 Trustee.
- 2) Contemporaneously with the filing of the Trustee’s Application, the Trustee has filed a Trustee’s Final Report (“TFR”) and a Notice of Trustee’s Final Report (“NFR”).
- 3) The following is a summary of the receipts and proposed distributions in the TFR:

The Final Report shows receipts of	\$20,147.81
and approved disbursements of	\$10,757.49
leaving a balance on hand of	\$9,390.32

Type of Claim	Total Amount of Allowed Claims	Anticipated Dividend
Secured	\$601.15	100.00%
Chapter 7 Fees and Administrative Expenses	\$13,882.70	100.00%
Prior Chapter Fees and Administrative Expenses	\$0.00	0.00%
Priority	\$0.00	0.00%
General Unsecured (Timely)	\$307,233.14	1.84%
General Unsecured (Late)	\$2,662.43	0.00%
Subordinated Unsecured	\$0.00	0.00%
Surplus to Debtor	\$0.00	0.00%

- 4) Pursuant to 11 U.S.C. 326(a), the maximum compensation allowable to the Trustee is \$2,764.78 based on the total amount disbursed to parties in interest, except for amounts disbursed to the debtor, or to any entity, if the funds disbursed were not property of the estate, e.g. return of a sale deposit. See attached **Exhibit 1** for a detailed calculation of the compensation requested.
- 5) The Trustee has received \$0.00 of the maximum compensation allowable as interim compensation, and now requests \$2,764.78 as final compensation, subject to additional compensation based on the disbursement of additional interest income to parties in interest.
- 6) In addition, the Trustee requests \$360.43 for reimbursement of reasonable and necessary expenses incurred in the administration of the estate. See attached **Exhibit 2** for an itemization of the Trustee's expenses.
- 7) In the event additional interest income accrues on estate funds after the filing of the TFR and before distribution of funds by the Trustee, the Trustee requests approval of additional compensation based on the disbursement of this additional interest income to parties in interest without further Order of the Court.
- 8) Administrative expense less than \$2,000.00

Payment Date	Payee	Amount	Description
01/29/2016	Green Bank	\$1.68	Bank Service Fee
01/31/2017	Green Bank	\$23.52	Bank Service Fee
02/28/2017	Green Bank	\$21.21	Bank Service Fee

02/29/2016	Green Bank	\$1.57	Bank Service Fee
03/31/2016	Green Bank	\$1.68	Bank Service Fee
03/31/2017	Green Bank	\$24.96	Bank Service Fee
04/28/2017	Green Bank	\$21.14	Bank Service Fee
04/29/2016	Green Bank	\$5.65	Bank Service Fee
05/31/2016	Green Bank	\$25.58	Bank Service Fee
05/31/2017	Green Bank	\$23.37	Bank Service Fee
06/30/2016	Green Bank	\$23.02	Bank Service Fee
06/30/2017	Green Bank	\$24.09	Bank Service Fee
07/29/2016	Green Bank	\$23.75	Bank Service Fee
07/31/2017	Green Bank	\$21.79	Bank Service Fee
08/31/2016	Green Bank	\$23.71	Bank Service Fee
08/31/2017	Green Bank	\$23.26	Bank Service Fee
09/30/2016	Green Bank	\$24.44	Bank Service Fee
10/31/2016	Green Bank	\$22.11	Bank Service Fee
11/30/2016	Green Bank	\$22.83	Bank Service Fee
12/30/2016	Green Bank	\$23.56	Bank Service Fee
12/31/2015	Green Bank	\$0.81	Bank Service Fee
10/03/2017	International Sureties, Ltd.	\$4.35	Bond #016071777
10/06/2016	International Sureties, Ltd.	\$4.41	Bond #016071777

9) The Trustee certifies that:

- A. The Trustee submitted a copy of this application to the United States Trustee before it was filed.
- B. The United States Trustee has:

_____ Notified the Trustee that the United States Trustee has no objection to the relief requested in this application.

_____ Notified the Trustee that the United States Trustee objects to the relief requested in this application and intends to file an objection unless an amended application is filed within twenty-one (21 days).

_____ Failed to respond to the Trustee within sixty (60) days of the date on which a copy of this application was submitted to the United States Trustee.

The Chapter 7 Trustee, requests approval of \$2,764.78 in compensation and \$360.43 in reimbursement of expenses.

Date: 12/04/2017

By: /s/ Allison D. Byman
Allison D. Byman, Trustee
SBN 24040773

Total Plaza
1201 Louisiana, 28th Floor

Houston, Texas 77002
(713) 759-0818 Telephone

(713) 759-6834 Facsimile
adb@hwa.com

Exhibit 1

Include Trustee Compensation Calculation:
(Show how Trustee comp. is calculated)

Total Disbursements	\$20,147.81
25% of \$5,000.00	\$1,250.00
10% of \$15,147.81	\$1,514.78
Maximum Trustee Compensation	<u>\$2,764.78</u>
- minus Interim Compensation	<u>\$0.00</u>
Total Allowable Trustee Compensation	<u>\$2,764.78</u>
+ plus Quantum Meruit	<u>\$0.00</u>
Amount Requested Herein	<u>\$2,764.78</u>

Exhibit 2

SEE INVOICE ATTACHED FOR EXPENSES REQUESTED HEREIN



HughesWattersAskanase

Attorneys at Law

Total Plaza

1201 Louisiana, 28th Floor

Houston, TX 77002

Telephone 713-759-0818

Facsimile 713-759-6834

TAX I.D. NO. 76-0249314

Spearhead Energy Solutions; LLC

September 28, 2017

Invoice 526744

ID: SPEARHE-00001 - ADB

Re: Trustee time

For Services Rendered Through September 28, 2017

Current Fees	2,764.78	
Current Disbursements	360.43	
Total Current Charges		3,125.21
Total Due		3,125.21

Please note our address change as of December 1, 2015 to:
HughesWattersAskanase 1201 Louisiana, Suite 2800 Houston, TX 77002

Hughes, Watters & Askanase, L.L.P.

Spearhead Energy Solutions; LLC
 I.D. SPEARHE-00001 - ADB
 Re: Trustee time

September 28, 2017
 Invoice 526744
 Page 2

Fees

Date	Description	Hours	Emp
11/10/15	Review file and request legal representation and accountants analysis	0.40	ADB
12/15/15	Finalize application to employ KWA	1.00	ADB
12/16/15	Correspond with J. Bennett regarding past tax returns and access to Quickbooks user name and password	0.60	ADB
01/06/16	Review 90 Day and 2 year transfer information and forward to Steven Shurn	0.60	ADB
01/14/16	Correspond with D. Bott and J. Bennet regarding needed documents and information	0.50	ADB
01/20/16	Reviewing transfer analysis and case economics with Steven Shurn and discuss future steps for case administration	1.00	ADB
01/28/16	Follow up with J. Bennet on missing documents	1.00	ADB
02/11/16	Attention to coordination of inspection of two additional storage sites	0.30	ADB
02/23/16	Attention to auction details and need for abandonment	0.30	ADB
03/01/16	Review David Kokenes site pictures, review and revise sale pleadings	0.00	ADB
03/10/16	Draft notice of abandonment and file	0.50	ADB
03/28/16	Correspond with B. Webster and T. Frease regarding turnover of Debtor assets and non payment of pre-petition amounts due.	0.80	ADB
04/06/16	Correspond with T. Frease regarding removal of McLane property and confer with B. Webster	1.00	ADB
05/04/16	Review/revise report of sale.	0.20	ADB
09/06/16	Attention to finalizing tax return	0.20	ADB
02/01/17	Correspond with Simon Mayer regarding chapter 5's.	0.60	ADB
04/12/17	Review case notes; meeting with Simon Mayer; claim analysis and request assignment accounting from Justin Ray's new company.	1.40	ADB
07/13/17	Correspond with D. Bott on any remaining assets and closing case.	0.30	ADB
08/07/17	Attention to closing case.	0.20	ADB
08/15/17	Review tax return.	0.30	ADB
Total Fees		11.20	2,764.78

Fee Recap

		Hours
Allison D. Byman	Of Counsel	1.00
Allison D. Byman	Of Counsel	5.00
Allison D. Byman	Of Counsel	0.80
Allison D. Byman	Of Counsel	3.00
Allison D. Byman	Of Counsel	1.40
Allison D. Byman	Of Counsel	0.00

Please note our address change as of December 1, 2015 to:
 HughesWattersAskanase 1201 Louisiana, Suite 2800 Houston, TX 77002

Hughes, Watters & Askanase, L.L.P.

Spearhead Energy Solutions; LLC
 Re: Trustee time
 I.D. SPEARHE-00001 - ADB

September 28, 2017
 Invoice 526744
 Page 3

Hours

Totals 11.20

Disbursements

Date	Description	Amount
	Copy Costs (In-House)	234.20
	Postage	92.31
02/22/16	Travel Expenses; Round trip travel to 1919 W. Sam Houston Pkwy North to meet auctioneer for inspeciton of Debtor's personal property assets 31.40 @ .54; David Kokenes	16.96
02/22/16	Travel Expenses; Round trip travel to 1919 W. Sam Houston Pkwy North to meet auctioneer for inspeciton of Debtor's personal property assets 31.40 @ .54; David Kokenes	16.96
Total Disbursements		360.43
Total Fees and Disbursements		3,125.21
Total Current Charges		3,125.21

HWA accepts Visa, MasterCard and American Express
 Contact Jim Agnich at 713-328-2837 or jra@hwa.com to take advantage of this option

Please note our address change as of December 1, 2015 to:
 HughesWattersAskanase 1201 Louisiana, Suite 2800 Houston, TX 77002

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: § Case No. 15-33700
§
SPEARHEAD ENERGY SOLUTIONS §
LLC §
§
Debtor(s) §

**NOTICE OF TRUSTEE’S FINAL REPORT, APPLICATION FOR
COMPENSATION AND MOTION FOR APPROVAL OF FINAL REPORT; AND
DEADLINE TO OBJECT (NFR)**

Pursuant to Fed. R. Bankr. P. 2002(a)(6) and 2002(f)(8), please take notice that Allison D. Byman, Trustee of the above styled estate, has filed a Final Report, the Trustee and the Trustee’s professionals have filed final fee applications, which are summarized in the attached Summary of Trustee’s Final Report and Application for Compensation, and the Trustee is contemporaneously filing a motion for approval of the Final Report.

The complete Final Report, all applications for compensation, and the motion for approval of the Final Report are available for inspection at the Office of the Clerk, at the following address:

515 Rusk Avenue, Fifth Floor, Houston, Texas 77002

Any person wishing to object to any fee application that has not already been approved or to the Final Report or the motion for approval of the Final Report, must file a written objection within 21 days from the mailing of this notice, together with a request for a hearing and serve a copy of both upon the Trustee, any party whose application is being challenged and the United States Trustee. If no objections are filed, the Court will act on the fee applications and the motion for approval of the Final Report; and the Trustee may pay dividends pursuant to FRBP 3009 without further order of the Court.

Date Mailed: 01/02/2018

By: /s/ Allison D. Byman
Allison D. Byman

Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana Street, Suite 2800
Houston, Texas 77002
(713) 328-2874 Telephone
(713) 759-6834 Facsimile
adb@hwa.com

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

In re:	§	Case No. 15-33700
	§	
SPEARHEAD ENERGY SOLUTIONS	§	
LLC	§	
	§	
Debtor(s)	§	

**SUMMARY OF TRUSTEE'S FINAL REPORT
AND APPLICATION FOR COMPENSATION**

<i>The Final Report shows receipts of</i>	<u>\$20,147.81</u>
<i>and approved disbursements of</i>	<u>\$10,757.49</u>
<i>leaving a balance on hand of¹:</i>	<u>\$9,390.32</u>

Claims of secured creditors will be paid as follows:

Claim No.	Claimant	Claim Asserted	Allowed Amount of Claim	Interim Payments to Date	Proposed Amount
6	Harris County et al	\$136.39	\$136.39	\$0.00	\$136.39
15	City of Houston	\$130.85	\$130.85	\$0.00	\$130.85
16	Spring Branch Independent School District	\$333.91	\$333.91	\$0.00	\$333.91

Total to be paid to secured creditors:	<u>\$601.15</u>
Remaining balance:	<u>\$8,789.17</u>

Applications for chapter 7 fees and administrative expenses have been filed as follows:

Reason/Applicant	Total Requested	Interim Payments to Date	Proposed Payment
Allison D. Byman, Trustee Fees	\$2,764.78	\$0.00	\$2,764.78
Allison D. Byman, Trustee Expenses	\$360.43	\$0.00	\$360.43
KenWood & Associates, PC, Accountant for Trustee Fees	\$5,000.00	\$5,000.00	\$0.00
Webster's Auction Palace, Auctioneer for Trustee Fees	\$2,865.00	\$2,865.00	\$0.00

¹ The balance of funds on hand in the estate may continue to earn interest until disbursed. The interest earned prior to disbursement will be distributed pro rata to creditors within each priority category. The trustee may receive additional compensation not to exceed the maximum compensation set forth under 11 U.S.C. § 326(a) on account of disbursement of the additional interest.

Webster's Auction Palace, Auctioneer for Trustee Expenses	\$2,500.00	\$2,500.00	\$0.00
--	------------	------------	--------

Total to be paid for chapter 7 administrative expenses: \$3,125.21
Remaining balance: \$5,663.96

Applications for prior chapter fees and administrative expenses have been filed as follows: NONE

Total to be paid to prior chapter administrative expenses: \$0.00
Remaining balance: \$5,663.96

In addition to the expenses of administration listed above as may be allowed by the Court, priority claims totaling \$0.00 must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are: NONE

Total to be paid to priority claims: \$0.00
Remaining balance: \$5,663.96

The actual distribution to wage claimants included above, if any, will be the proposed payment less applicable withholding taxes (which will be remitted to the appropriate taxing authorities).

Timely claims of general (unsecured) creditors totaling \$307,233.14 have been allowed and will be paid *pro rata* only after all allowed administrative and priority claims have been paid in full. The timely allowed general (unsecured) dividend is anticipated to be 1.8 percent, plus interest (if applicable).

Timely allowed general (unsecured) claims are as follows:

Claim No.	Claimant	Allowed Amt. of Claim	Interim Payments to Date	Proposed Amount
1	Wells Fargo Bank, N.A.	\$30,567.00	\$0.00	\$563.52
2	Wells Fargo Bank, N.A.	\$21,460.52	\$0.00	\$395.63
3	Wells Fargo Bank, N.A.	\$26,278.51	\$0.00	\$484.45
4	Wells Fargo Bank, N.A.	\$7,637.30	\$0.00	\$140.80
5	Rex Supply Co	\$17,556.01	\$0.00	\$323.65
7	New Era MaxTek, Inc.	\$83,238.75	\$0.00	\$1,534.54
8	Embassy Freight LLC	\$4,489.69	\$0.00	\$82.77
9	DXP Enterprises	\$129.45	\$0.00	\$2.39
10	Internal Revenue Service	\$808.08	\$0.00	\$14.90
11	Texas Modification Valve	\$25,850.00	\$0.00	\$476.55

12	Compass Bank	\$43,301.56	\$0.00	\$798.28
13	United Valve	\$43,830.63	\$0.00	\$808.03
14	TBS Trucking	\$2,085.64	\$0.00	\$38.45

Total to be paid to timely general unsecured claims: \$5,663.96
Remaining balance: \$0.00

Tardily filed claims of general (unsecured) creditors totaling \$2,662.43 have been allowed and will be paid *pro rata* only after all allowed administrative, priority and timely filed general (unsecured) claims have been paid in full. The tardily filed claim dividend is anticipated to be 0.0 percent, plus interest (if applicable).

Tardily filed general (unsecured) claims are as follows:

Claim No.	Claimant	Allowed Amt. of Claim	Interim Payments to Date	Proposed Amount
17	South Coast Supply Co Inc	\$2,662.43	\$0.00	\$0.00

Total to be paid to tardily filed general unsecured claims: \$0.00
Remaining balance: \$0.00

Subordinated unsecured claims for fines, penalties, forfeitures, or damages and claims ordered subordinated by the Court totaling \$0.00 have been allowed and will be paid *pro rata* only after all allowed administrative, priority and general (unsecured) claims have been paid in full. The dividend for subordinated unsecured claims is anticipated to be 0.0 percent, plus interest (if applicable).

Subordinated unsecured claims for fines, penalties, forfeitures or damages and claims ordered subordinated by the Court are as follows: NONE

Total to be paid for subordinated claims: \$0.00
Remaining balance: \$0.00

Prepared By: /s/ Allison D. Byman
Allison D. Byman

Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana Street, Suite 2800
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

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

In re:	§	Case No. 15-33700
	§	
SPEARHEAD ENERGY SOLUTIONS	§	
LLC	§	
	§	
Debtor(s)	§	

**CHAPTER 7 TRUSTEE’S FINAL ACCOUNT AND DISTRIBUTION REPORT
CERTIFICATION THAT THE ESTATE HAS BEEN FULLY ADMINISTERED
AND APPLICATION TO BE DISCHARGED (TDR)**

Allison D. Byman, Chapter 7 Trustee, submits this Final Account, Certification that the Estate has been Fully Administered and Application to be Discharged.

1) All funds on hand have been distributed in accordance with the Trustee’s Final Report and, if applicable, any order of the Court modifying the Final Report. The case is fully administered and all assets and funds which have come under the Trustee’s control in this case have been properly accounted for as provided by law. The Trustee hereby requests to be discharged from further duties as a Trustee.

2) A summary of assets abandoned, assets exempt, total distributions to claimants, claims discharged without payment, and expenses of administration is provided below:

Assets Abandoned: <i>(without deducting any secured claims)</i>	\$1,702,680.00	Assets Exempt:	NA
Total Distributions to Claimants:	\$6,265.11	Claims Discharged Without Payment:	NA
Total Expenses of Administration:	\$13,882.70		

3) Total gross receipts of \$20,147.81 (see **Exhibit 1**), minus funds paid to the debtor(s) and third parties of \$0.00 (see **Exhibit 2**), yielded net receipts of \$20,147.81 from the liquidation of the property of the estate, which was distributed as follows:

	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Secured Claims (from Exhibit 3)	\$705.85	\$601.15	\$601.15	\$601.15
Priority Claims:				

Chapter 7 Admin. Fees and Charges (from Exhibit 4)	NA	\$13,882.70	\$13,882.70	\$13,882.70
Prior Chapter Admin. Fees and Charges (from Exhibit 5)	NA	\$0.00	\$0.00	\$0.00
Priority Unsecured Claims (From Exhibit 6)	\$0.00	\$0.00	\$0.00	\$0.00
General Unsecured Claims (from Exhibit 7)	\$692,185.22	\$309,910.47	\$309,910.47	\$5,663.96
Total Disbursements	\$692,891.07	\$324,394.32	\$324,394.32	\$20,147.81

4). This case was originally filed under Chapter 7 on 07/08/2015. The case was pending for 37 months.

5). All estate bank statements, deposit slips, and canceled checks have been submitted to the United States Trustee.

6). An individual estate property record and report showing the final accounting of the assets of the estate is attached as **Exhibit 8**. The cash receipts and disbursements records for each estate bank account, showing the final accounting of the receipts and disbursements of estate funds is attached as **Exhibit 9**.

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Dated: 08/08/2018

By: /s/ Allison D. Byman

Allison D. Byman, Trustee
SBN 24040773
Total Plaza
1201 Louisiana, 28th Floor
Houston, Texas 77002
(713) 759-0818 Telephone
(713) 759-6834 Facsimile
adb@hwa.com

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

**EXHIBITS TO
FINAL ACCOUNT**

EXHIBIT 1 – GROSS RECEIPTS

DESCRIPTION	UNIFORM TRAN. CODE	AMOUNT RECEIVED
Inventory	1129-000	\$4,525.00
Machinery, fixtures, equipment, and supplies used in business	1129-000	\$14,575.00
Refund-Overpayment of TWC	1229-000	\$1,047.81
TOTAL GROSS RECEIPTS		\$20,147.81

The Uniform Transaction Code is an accounting code assigned by the Trustee for statistical reporting purposes.

EXHIBIT 2 – FUNDS PAID TO DEBTOR & THIRD PARTIES

NONE

EXHIBIT 3 – SECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
6	Harris County et al	4110-000	\$275.00	\$136.39	\$136.39	\$136.39
15	City of Houston	4110-000	\$130.85	\$130.85	\$130.85	\$130.85
16	Spring Branch Independent School District	4110-000	\$300.00	\$333.91	\$333.91	\$333.91
TOTAL SECURED CLAIMS			\$705.85	\$601.15	\$601.15	\$601.15

EXHIBIT 4 – CHAPTER 7 ADMINISTRATIVE FEES and CHARGES

PAYEE	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Allison D. Byman, Trustee	2100-000	NA	\$2,764.78	\$2,764.78	\$2,764.78
Allison D. Byman, Trustee	2200-000	NA	\$360.43	\$360.43	\$360.43
International Sureties, Ltd.	2300-000	NA	\$8.76	\$8.76	\$8.76
Green Bank	2600-000	NA	\$383.73	\$383.73	\$383.73
KenWood & Associates, PC, Accountant for Trustee	3410-000	NA	\$5,000.00	\$5,000.00	\$5,000.00
Webster's Auction Palace, Auctioneer for Trustee	3610-000	NA	\$2,865.00	\$2,865.00	\$2,865.00
Webster's Auction Palace, Auctioneer for Trustee	3620-000	NA	\$2,500.00	\$2,500.00	\$2,500.00

TOTAL CHAPTER 7 ADMIN. FEES AND CHARGES	NA	\$13,882.70	\$13,882.70	\$13,882.70
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EXHIBIT 5 – PRIOR CHAPTER ADMINISTRATIVE FEES and CHARGES

NONE

EXHIBIT 6 – PRIORITY UNSECURED CLAIMS

NONE

EXHIBIT 7 – GENERAL UNSECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
1	Wells Fargo Bank, N.A.	7100-000	\$56,036.00	\$30,567.00	\$30,567.00	\$563.52
2	Wells Fargo Bank, N.A.	7100-000	\$56,036.00	\$21,460.52	\$21,460.52	\$395.63
3	Wells Fargo Bank, N.A.	7100-000	\$83,906.91	\$26,278.51	\$26,278.51	\$484.45
4	Wells Fargo Bank, N.A.	7100-000	\$7,637.30	\$7,637.30	\$7,637.30	\$140.80
5	Rex Supply Co	7100-000	\$17,649.56	\$17,556.01	\$17,556.01	\$323.65
7	New Era MaxTek, Inc.	7100-000	\$84,209.09	\$83,238.75	\$83,238.75	\$1,534.54
8	Embassy Freight LLC	7100-000	\$4,489.69	\$4,489.69	\$4,489.69	\$82.77
9	DXP Enterprises	7100-000	\$149.45	\$129.45	\$129.45	\$2.39
10	Internal Revenue Service	7100-000	\$808.08	\$808.08	\$808.08	\$0.00
11	Texas Modification Valve	7100-000	\$25,850.00	\$25,850.00	\$25,850.00	\$476.55
12	Compass Bank	7100-000	\$44,814.62	\$43,301.56	\$43,301.56	\$798.28
13	United Valve	7100-000	\$41,211.00	\$43,830.63	\$43,830.63	\$808.03
14	TBS Trucking	7100-000	\$2,085.64	\$2,085.64	\$2,085.64	\$38.45
17	South Coast Supply Co Inc	7200-000	\$2,662.43	\$2,662.43	\$2,662.43	\$0.00
	Clerk, U.S. Bankruptcy Court	7100-000	\$0.00	\$14.90	\$14.90	\$14.90
	A-T CONTROLS INC	7100-000	\$3,409.50	\$0.00	\$0.00	\$0.00
	ANTHIS VALVE ENTERPRISES INC	7100-000	\$6,060.00	\$0.00	\$0.00	\$0.00
	AUMA ACTUATORS INC	7100-000	\$6,791.00	\$0.00	\$0.00	\$0.00
	DAILY	7100-000	\$743.63	\$0.00	\$0.00	\$0.00

EUIPMENT COMPANY						
DIXIE ELECTROPLATI NG	7100-000	\$2,250.00	\$0.00	\$0.00	\$0.00	\$0.00
FULTON IRON & MANUFACTURI NG	7100-000	\$7,564.00	\$0.00	\$0.00	\$0.00	\$0.00
GRAINGER DEPT 881446165	7100-000	\$495.71	\$0.00	\$0.00	\$0.00	\$0.00
GULF COAST OIL AND GAS	7100-000	\$16,089.00	\$0.00	\$0.00	\$0.00	\$0.00
HILLARY MACHINERY INC	7100-000	\$12,230.84	\$0.00	\$0.00	\$0.00	\$0.00
HOUSTON PLATING & COATING	7100-000	\$1,942.59	\$0.00	\$0.00	\$0.00	\$0.00
JACID MANUFACTURI NG	7100-000	\$3,348.00	\$0.00	\$0.00	\$0.00	\$0.00
JUSTIN RAY	7100-000	\$50,800.27	\$0.00	\$0.00	\$0.00	\$0.00
KEFA INDUSTRIES LIMITED	7100-000	\$21,796.00	\$0.00	\$0.00	\$0.00	\$0.00
LOLITA CLEANING	7100-000	\$487.12	\$0.00	\$0.00	\$0.00	\$0.00
MCLANE GLOBAL TRADING	7100-000	\$1,500.00	\$0.00	\$0.00	\$0.00	\$0.00
NESTLE PURE LIFE DIRECT	7100-000	\$63.50	\$0.00	\$0.00	\$0.00	\$0.00
PRAXAIR DISTRIBUTION INC	7100-000	\$1,879.62	\$0.00	\$0.00	\$0.00	\$0.00
PROSERV CLRANE GROUP	7100-000	\$1,533.90	\$0.00	\$0.00	\$0.00	\$0.00
PURCHASE POWER	7100-000	\$187.37	\$0.00	\$0.00	\$0.00	\$0.00
SHANGHAI KINETECH	7100-000	\$3,000.00	\$0.00	\$0.00	\$0.00	\$0.00
SPENCER GARDNER	7100-000	\$11,578.90	\$0.00	\$0.00	\$0.00	\$0.00
TEZAS MODIFICATION VALUE	7100-000	\$26,228.00	\$0.00	\$0.00	\$0.00	\$0.00
Wells Fargo Payment	7100-000	\$30,567.00	\$0.00	\$0.00	\$0.00	\$0.00
Wells Fargo	7100-000	\$21,460.52	\$0.00	\$0.00	\$0.00	\$0.00

Payment						
Wells Fargo Payment	7100-000	\$26,278.51	\$0.00	\$0.00	\$0.00	\$0.00
WORDWIDE EXPRESS	7100-000	\$6,354.47	\$0.00	\$0.00	\$0.00	\$0.00
TOTAL GENERAL UNSECURED CLAIMS		\$692,185.22	\$309,910.47	\$309,910.47	\$5,663.96	

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

Case No.: 15-33700-H3-7
Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
For the Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
Date Filed (f) or Converted (c): 07/08/2015 (f)
§341(a) Meeting Date: 09/03/2015
Claims Bar Date: 02/14/2016

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Value	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA =§ 554(a) abandon.	Sales/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
Ref. #					
1 Refund-Overpayment of TWC (u)	\$0.00	\$0.00		\$1,047.81	FA
2 Machinery, fixtures, equipment, and supplies used in business	\$39,791.00	\$14,575.00		\$14,575.00	FA
Asset Notes: 04/04/2016; #32; Order Authorizing the Sale of Personal Property Assets					
3 Inventory	\$6,279.00	\$4,525.00		\$4,525.00	FA
Asset Notes: 04/04/2016; #32; Order Authorizing the Sale of Personal Property Assets					
4 Wells Fargo Bank Account (#287-41-9938)	\$0.00	\$0.00		\$0.00	FA
Asset Notes: Will abandon pursuant to 554(c) as burdensome to the Estate since the value of the asset was \$0.00 on the date of filing.					
5 Account Receivable	\$850.00	\$850.00		\$0.00	FA
Asset Notes: Will abandon pursuant to 554(c) as burdensome to the Estate. The time and expense that the Trustee would incur to liquidate the Estate's interest in the asset would exceed the value of the asset. The creditors of the Estate would not benefit from any liquidation by the Trustee. Therefore, this asset is burdensome to the Estate and deemed abandoned by the Trustee.					
6 Contingent Claim vs. New Air Max Tech (est. \$500,000.00) Cross action against EPI Texas, EPI California & Chinese Manufacturer (est. \$1,200,000.00)	\$1,700,000.00	\$1,700,000.00		\$0.00	FA
Asset Notes: Will abandon pursuant to 554(c) as burdensome to the Estate. The Trustee has determine that the claim has no merit and therefore no value to the Estate.					
7 Intellectual property interests, if any, in drawings for manufacture of industrial valves	\$100.00	\$100.00		\$0.00	FA
Asset Notes: Will abandon pursuant to 554(c) as burdensome to the Estate. The time and expense that the Trustee would incur to liquidate the Estate's interest in the asset would exceed the value of the asset. The creditors of the Estate would not benefit from any liquidation by the Trustee. Therefore, this asset is burdensome to the Estate and deemed abandoned by the Trustee.					
8 Office equipment, furnishings and supplies	\$1,730.00	\$1,730.00	OA	\$0.00	FA
Asset Notes: 03/10/16; #29; Notice of Intent to Abandon Debtor's Office Equipment, Furnishings and Supplies					
TOTALS (Excluding unknown value)					Gross Value of Remaining Assets
		<u>\$1,748,750.00</u>	<u>\$1,721,780.00</u>	<u>\$20,147.81</u>	<u>\$0.00</u>

Major Activities affecting case closing:

09/30/2016 Trustee to investigate Ch 5 and alter ego claims.

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

Case No.: 15-33700-H3-7
 Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
 For the Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
 Date Filed (f) or Converted (c): 07/08/2015 (f)
 §341(a) Meeting Date: 09/03/2015
 Claims Bar Date: 02/14/2016

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Value	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA =§ 554(a) abandon.	Sales/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets

Initial Projected Date Of Final Report (TFR): 12/31/2016

Current Projected Date Of Final Report (TFR): 12/31/2017

/s/ ALLISON D. BYMAN

ALLISON D. BYMAN

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 15-33700-H3-7
 Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
 Primary Taxpayer ID #: **_***9784
 Co-Debtor Taxpayer ID #:
 For Period Beginning: 7/8/2015
 For Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
 Bank Name: GREEN BANK
 Checking Acct #: *****0001
 Account Title: Checking
 Blanket bond (per case limit): \$62,600,000.00
 Separate bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
12/16/2015	(1)	Texas Comptroller of Public Accounts	Proceeds; Refund	1229-000	\$1,047.81		\$1,047.81
12/31/2015		Green Bank	Bank Service Fee	2600-000		\$0.81	\$1,047.00
01/29/2016		Green Bank	Bank Service Fee	2600-000		\$1.68	\$1,045.32
02/29/2016		Green Bank	Bank Service Fee	2600-000		\$1.57	\$1,043.75
03/31/2016		Green Bank	Bank Service Fee	2600-000		\$1.68	\$1,042.07
04/27/2016		Webster's Auction Palace	04/04/16; #32; Order Authorizing the Sale of Personal Property Assets	*	\$19,100.00		\$20,142.07
	{2}		Proceeds; Sale of Machinery, fixtures, equipment	1129-000	\$14,575.00		\$20,142.07
	{3}		Proceeds; Sale of Inventory	1129-000	\$4,525.00		\$20,142.07
04/29/2016		Green Bank	Bank Service Fee	2600-000		\$5.65	\$20,136.42
05/02/2016	3001	Webster's Auction Palace	03/16/2016; #30	*		\$5,365.00	\$14,771.42
			Webster's Auction Palace	3610-000	\$(2,865.00)		\$14,771.42
			Webster's Auction Palace	3620-000	\$(2,500.00)		\$14,771.42
05/31/2016		Green Bank	Bank Service Fee	2600-000		\$25.58	\$14,745.84
06/30/2016		Green Bank	Bank Service Fee	2600-000		\$23.02	\$14,722.82
07/29/2016		Green Bank	Bank Service Fee	2600-000		\$23.75	\$14,699.07
08/31/2016		Green Bank	Bank Service Fee	2600-000		\$23.71	\$14,675.36
09/30/2016		Green Bank	Bank Service Fee	2600-000		\$24.44	\$14,650.92
10/06/2016	3002	International Sureties, Ltd.	Bond #016071777	2300-000		\$4.41	\$14,646.51
10/31/2016		Green Bank	Bank Service Fee	2600-000		\$22.11	\$14,624.40
11/30/2016		Green Bank	Bank Service Fee	2600-000		\$22.83	\$14,601.57
12/30/2016		Green Bank	Bank Service Fee	2600-000		\$23.56	\$14,578.01
01/31/2017		Green Bank	Bank Service Fee	2600-000		\$23.52	\$14,554.49
02/28/2017		Green Bank	Bank Service Fee	2600-000		\$21.21	\$14,533.28
03/31/2017		Green Bank	Bank Service Fee	2600-000		\$24.96	\$14,508.32
04/28/2017		Green Bank	Bank Service Fee	2600-000		\$21.14	\$14,487.18
05/31/2017		Green Bank	Bank Service Fee	2600-000		\$23.37	\$14,463.81

SUBTOTALS \$20,147.81 \$5,684.00

FORM 2

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 15-33700-H3-7
Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
Primary Taxpayer ID #: **_***9784
Co-Debtor Taxpayer ID #:
For Period Beginning: 7/8/2015
For Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
Bank Name: GREEN BANK
Checking Acct #: *****0001
Account Title: Checking
Blanket bond (per case limit): \$62,600,000.00
Separate bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
06/30/2017		Green Bank	Bank Service Fee	2600-000		\$24.09	\$14,439.72
07/31/2017		Green Bank	Bank Service Fee	2600-000		\$21.79	\$14,417.93
08/31/2017		Green Bank	Bank Service Fee	2600-000		\$23.26	\$14,394.67
10/03/2017	3003	International Sureties, Ltd.	Bond #016071777	2300-000		\$4.35	\$14,390.32
11/14/2017	3004	KenWood & Associates, PC	11/09/17; #36	3410-000		\$5,000.00	\$9,390.32
01/30/2018	3005	Allison D. Byman	Trustee Compensation	2100-000		\$2,764.78	\$6,625.54
01/30/2018	3006	Allison D. Byman	Trustee Expenses	2200-000		\$360.43	\$6,265.11
01/30/2018	3007	Harris County et al	Final Distribution; Claim No. 6	4110-000		\$136.39	\$6,128.72
01/30/2018	3008	City of Houston	Final Distribution; Claim No. 15	4110-000		\$130.85	\$5,997.87
01/30/2018	3009	Spring Branch Independent School District	Final Distribution; Claim No. 16	4110-000		\$333.91	\$5,663.96
01/30/2018	3010	Wells Fargo Bank, N.A.	Prorata Distribution; Claim No. 1	7100-000		\$563.52	\$5,100.44
01/30/2018	3011	Wells Fargo Bank, N.A.	Prorata Distribution; Claim No. 2	7100-000		\$395.63	\$4,704.81
01/30/2018	3012	Wells Fargo Bank, N.A.	Prorata Distribution; Claim No. 3	7100-000		\$484.45	\$4,220.36
01/30/2018	3013	Wells Fargo Bank, N.A.	Prorata Distribution; Claim No. 4	7100-000		\$140.80	\$4,079.56
01/30/2018	3014	Rex Supply Co	Prorata Distribution; Claim No. 5	7100-000		\$323.65	\$3,755.91
01/30/2018	3015	New Era MaxTek, Inc.	Prorata Distribution; Claim No. 7	7100-000		\$1,534.54	\$2,221.37
01/30/2018	3016	Embassy Freight LLC	Prorata Distribution; Claim No. 8	7100-000		\$82.77	\$2,138.60
01/30/2018	3017	DXP Enterprises	Prorata Distribution; Claim No. 9	7100-000		\$2.39	\$2,136.21
01/30/2018	3018	Internal Revenue Service	Prorata Distribution; Claim No. 10	7100-000		\$14.90	\$2,121.31
01/30/2018	3019	Texas Modification Valve	Prorata Distribution; Claim No. 11	7100-000		\$476.55	\$1,644.76
01/30/2018	3020	Compass Bank	Prorata Distribution; Claim No. 12	7100-000		\$798.28	\$846.48
01/30/2018	3021	United Valve	Prorata Distribution; Claim No. 13	7100-000		\$808.03	\$38.45
01/30/2018	3022	TBS Trucking	Prorata Distribution; Claim No. 14	7100-000		\$38.45	\$0.00
05/10/2018	3018	STOP PAYMENT: Internal Revenue Service	Prorata Distribution; Claim No. 10	7100-004		(\$14.90)	\$14.90
07/05/2018	3023	Wells Fargo Bank, N.A.	07/03/18; #50	7100-000		\$14.90	\$0.00
07/05/2018	3023	VOID: Wells Fargo Bank, N.A.		7100-003		(\$14.90)	\$14.90
07/05/2018	3024	Clerk, U.S. Bankruptcy Court	07/03/18; #50	7100-000		\$14.90	\$0.00

SUBTOTALS

\$0.00

\$14,463.81

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 15-33700-H3-7
 Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
 Primary Taxpayer ID #: **_***9784
 Co-Debtor Taxpayer ID #:
 For Period Beginning: 7/8/2015
 For Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
 Bank Name: GREEN BANK
 Checking Acct #: *****0001
 Account Title: Checking
 Blanket bond (per case limit): \$62,600,000.00
 Separate bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance

TOTALS:	\$20,147.81	\$20,147.81	\$0.00
Less: Bank transfers/CDs	\$0.00	\$0.00	
Subtotal	\$20,147.81	\$20,147.81	
Less: Payments to debtors	\$0.00	\$0.00	
Net	\$20,147.81	\$20,147.81	

For the period of 7/8/2015 to 8/8/2018

Total Compensable Receipts:	\$20,147.81
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	\$20,147.81
Total Internal/Transfer Receipts:	\$0.00

Total Compensable Disbursements:	\$20,147.81
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$20,147.81
Total Internal/Transfer Disbursements:	\$0.00

For the entire history of the account between 12/16/2015 to 8/8/2018

Total Compensable Receipts:	\$20,147.81
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	\$20,147.81
Total Internal/Transfer Receipts:	\$0.00

Total Compensable Disbursements:	\$20,147.81
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$20,147.81
Total Internal/Transfer Disbursements:	\$0.00

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 15-33700-H3-7
 Case Name: SPEARHEAD ENERGY SOLUTIONS LLC
 Primary Taxpayer ID #: **_***9784
 Co-Debtor Taxpayer ID #:
 For Period Beginning: 7/8/2015
 For Period Ending: 8/8/2018

Trustee Name: Allison D. Byman
 Bank Name: GREEN BANK
 Checking Acct #: *****0001
 Account Title: Checking
 Blanket bond (per case limit): \$62,600,000.00
 Separate bond (if applicable):

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance

TOTAL - ALL ACCOUNTS

NET DEPOSITS

NET DISBURSE

ACCOUNT BALANCES

\$20,147.81

\$20,147.81

\$0.00

For the period of 7/8/2015 to 8/8/2018

Total Compensable Receipts: \$20,147.81
 Total Non-Compensable Receipts: \$0.00
 Total Comp/Non Comp Receipts: \$20,147.81
 Total Internal/Transfer Receipts: \$0.00

Total Compensable Disbursements: \$20,147.81
 Total Non-Compensable Disbursements: \$0.00
 Total Comp/Non Comp Disbursements: \$20,147.81
 Total Internal/Transfer Disbursements: \$0.00

For the entire history of the case between 07/08/2015 to 8/8/2018

Total Compensable Receipts: \$20,147.81
 Total Non-Compensable Receipts: \$0.00
 Total Comp/Non Comp Receipts: \$20,147.81
 Total Internal/Transfer Receipts: \$0.00

Total Compensable Disbursements: \$20,147.81
 Total Non-Compensable Disbursements: \$0.00
 Total Comp/Non Comp Disbursements: \$20,147.81
 Total Internal/Transfer Disbursements: \$0.00

/s/ ALLISON D. BYMAN

ALLISON D. BYMAN



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS

In Spearhead Energy Solutions LLC

Re:

Debtor(s)

Case No.: 15-33700

Chapter: 7

ENTERED


09/24/2018

ORDER CLOSING CASE

The estate has been fully administered. Therefore, the Court orders:

1. Allison D Byman is discharged as trustee of the estate.
2. The Trustee's bond is cancelled.
3. The case is closed.

Signed and Entered on Docket: 9/24/18



Eduardo V. Rodriguez
United States Bankruptcy Judge