

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

In re:

PetroQuest Energy, Inc., et al.,¹

Debtors.

Chapter 11

Case No. 18-36322 (DRJ)

(Jointly Administered)

**CACTUS WELLHEAD, LLC'S APPLICATION FOR ALLOWANCE OF
ADMINISTRATIVE EXPENSE CLAIM**

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 OR SUCH LATER DATE AS AUTHORIZED BY THE CONFIRMED PLAN. 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.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: PetroQuest Energy, Inc. (0714), PetroQuest Energy, L.L.C. (2439), TDC Energy LLC (8877), PetroQuest Oil & Gas, L.L.C. (1170), PQ Holdings LLC (7576), Pittrans Inc. (1747), and Sea Harvester Energy Development, L.L.C. (5903). The address of the Debtors' headquarters is: 400 E. Kaliste Saloom Road, Suite 6000, Lafayette, Louisiana 70508.

**TO THE HONORABLE DAVID R. JONES,
CHIEF UNITED STATES BANKRUPTCY JUDGE:**

Cactus Wellhead, LLC (“Cactus Wellhead”) hereby moves, pursuant to 11 U.S.C. §§ 503(b) and 507(a)(2), for the allowance of an administrative expense claim on account of unpaid post-petition obligations owing by the above-captioned debtors (the “Debtors”). In support of this application, Cactus Wellhead relies upon the Declaration of Jennifer Reese attached hereto as **Exhibit A**, and shows as follows:

JURISDICTION AND PROCEDURAL BACKGROUND

1. On November 6, 2018 (the “Petition Date”), the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief in this Court under Chapter 11 of Title 11, United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”).

2. The statutory grounds for the relief sought herein are set forth in 11 U.S.C. §§ 503(b) and 507(a)(2).

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and such matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B).

4. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

5. On January 31, 2019, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' First Amended Chapter 11 Plan of Reorganization, as Immaterially Modified as of January 28, 2019* [Doc. No. 484] (the “Confirmation Order”) confirming the Debtors' Plan.²

6. On February 11, 2019, the Debtors filed their *Notice of (I) Entry of Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' First Amended Chapter 11 Plan of Reorganization, as Immaterially Modified as of January 28, 2019; (II)*

² Unless otherwise defined, capitalized terms shall have the meanings provided in the *First Amended Chapter 11 Plan of Reorganization, as Immaterially Modified as of January 28, 2019* [Doc. No. 451].

Occurrence of Effective Date; and (III) Administrative and Rejection Damage Claim Bar Dates (the "Notice of Effective Date") [Doc. No. 514]. The Notice provided, among other things, that the Effective Date of the Plan occurred on February 8, 2019, and that the deadline for filing requests for payment of Administrative Claims, other than Professional Fee Claims, is thirty (30) days after the Effective Date.

7. Cactus Wellhead files this Application as provided in the Plan, Confirmation Order, and Notice of Effective Date.

8. Cactus Wellhead will serve a copy of this Application on all parties receiving CM/ECF notice in this case.

FACTUAL BACKGROUND

9. The Debtors are engaged in the exploration, development, acquisition and operation of oil and gas properties in Texas and Louisiana.

10. Cactus Wellhead manufactures and services pressure control equipment for onshore and offshore oil and gas drilling, fracking, completion and production.

11. In particular, Cactus Wellhead provides specialized wellhead equipment to the Debtors for use in operating oil and gas wells. Cactus Wellhead has also provided the Debtors service and maintenance for wellhead equipment.

12. A summary of unpaid invoices for goods and services Cactus Wellhead provided to the Debtors prior to February 8, 2019 is attached as **Exhibit A-1**.

13. Copies of unpaid invoices for equipment and services provided to the Debtors prior to February 8, 2019 are attached as **Exhibit A-2**.³

³ Certain pages including invoice terms and conditions and delivery tickets are omitted from Exhibit A-2. Full copies are available from Cactus Wellhead's counsel upon request.

14. The total of all unpaid invoices for goods and services provided to the Debtors prior to February 8, 2019 is **\$95,654.74**.⁴

ARGUMENT

15. Section 503(a) of the Bankruptcy Code provides that any entity may file a request for payment of an administrative expense. Section 503(b)(1)(A) defines administrative expenses to include “the actual, necessary costs and expenses of preserving the estate”

16. “[A] § 503(b)(1)(A) expense ‘must have been of benefit to the estate and its creditors.’” *In re Am. Coastal Energy Inc.*, 399 B.R. 805, 808 (Bankr. S.D. Tex. 2009) (citing *Tex. v. Lowe (In re H.L.S. Energy Co., Inc.)*, 151 F.3d 434, 437 (5th Cir. 1998)). “The benefit requirement is not an additional element to a § 503(b)(1)(A) claim, but rather a means for testing whether an expense is truly ‘necessary.’” *Id.* at 809. The estate does not need to actually profit from a vendor’s services in order to qualify as a “benefit” under Section 503(b)(1)(A). *See In re ATP Oil & Gas Corp.*, 2014 WL 1047818, at *5 (Bankr. S.D. Tex. Mar. 18, 2014).

17. The policy of giving administrative priority to postpetition vendor claims is to induce vendors to engage in business with a bankrupt debtor's estate. *Toma Steel Supply, Inc. v. TransAmerican Natural Gas Corp. (In re TransAmerican Natural Gas Corp.)*, 978 F.2d 1409, 1416 (5th Cir. 1992).

18. By providing specialized equipment and services to the Debtors during their bankruptcies, the Debtors received an economic benefit equal to or in excess of the unpaid postpetition charges due and owing to Cactus Wellhead. The Debtors’ use and enjoyment of Cactus Wellhead’s equipment and services enhanced the Debtors’ ability to conduct business as usual during their reorganization for the benefit of the Debtors and their creditors. Cactus

⁴ This amount includes a credit of (\$1,487.57) applied to invoice 260284. Furthermore, certain recurring monthly invoices include amounts due for periods both before and after February 8, 2019.

Wellhead's equipment and services were essential to certain of the Debtors' operations and thus provided significant benefits to the Debtors and their creditors.

19. Accordingly, Cactus Wellhead is entitled to an administrative expense claim for all amounts due and owing prior to the Effective Date.

RESERVATION OF RIGHTS

20. Cactus Wellhead files this Application without limitation or waiver of any rights, claims, or defenses against the Debtors or Reorganized Debtors. Among other things, Cactus Wellhead reserves the right to recover and remove its equipment from any well operated by the Reorganized Debtors. Cactus Wellhead continues to provide equipment and services to the Reorganized Debtors, and reserves the right to collect all sums due and owing.

CONCLUSION

21. For the foregoing reasons, Cactus Wellhead requests allowance of an administrative expense claim under 11 U.S.C. § 503 in the maximum amount of \$95,654.74.

Respectfully submitted,

BRADLEY ARANT BOULT CUMMINGS LLP

/s/ Ryan T. Kinder

Ryan T. Kinder
Texas Bar No. 24065560
rkinder@bradley.com
600 Travis, Suite 4800
Houston, Texas 77002
(713) 576-0300 Telephone
(713) 576-0301 Facsimile

ATTORNEYS FOR CACTUS WELLHEAD, LLC

CERTIFICATE OF SERVICE

I hereby certify that on March 08, 2019, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all parties eligible to receive service via CM/ECF, including the following:

John F Higgins, IV
Michael Shane Johnson
Joshua W. Wolfshohl
Porter Hedges LLP
1000 Main St
Ste 3600
Houston, TX 77002-6336
jhiggins@porterhedges.com
sjohnson@porterhedges.com
jwolfshohl@porterhedges.com

Sarah Link Schultz
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201-4675
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: sschultz@akingump.com

William Patrick, III
Heller Draper Patrick Horn & Manthey LLC
650 Poydras St
Ste 2500
New Orleans, LA 70130
Email: wpatrick@hellerdraper.com

and I hereby certify that I have mailed by United States Postal Service the document to the following:

PetroQuest Energy, Inc.
Attn: Charles T. Goodson
400 E. Kaliste Saloom Road, Suite 6000
Lafayette, Louisiana 70508

Office of the United States Trustee
for the Southern District of Texas
Attn: Hector Duran, Jr.
515 Rusk Street, Suite 3516
Houston, Texas 77002

Reed Smith LLP
Attn: Kurt F. Gwynne
1201 Market Street, Suite 1500,
Wilmington, Delaware 19801

Kelley Drye & Warren LLP
Attn: Pamela Bruzzese-Szczygiel
101 Park Avenue
New York, New York 10178

Ryan T. Kinder

OF COUNSEL

EXHIBIT A

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

In re:

PetroQuest Energy, Inc., et al.,¹

Debtors.

Chapter 11

Case No. 18-36322 (DRJ)

(Jointly Administered)

**DECLARATION OF JENNIFER REESE IN SUPPORT OF
CACTUS WELLHEAD, LLC'S APPLICATION FOR ALLOWANCE
OF ADMINISTRATIVE EXPENSE CLAIM**

I, Jennifer Reese, pursuant to 28 U.S.C. § 1746, declare as follows:

1. My name is Jennifer Reese. I am an Accounts Receivable Supervisor for Cactus Wellhead, LLC ("Cactus Wellhead"). I am over the age of twenty-one years, and I am authorized and competent to testify to the matters contained herein.

2. I give this Declaration in support of Cactus Wellhead, LLC's Application for Allowance of Administrative Expense Claim.

3. As an Accounts Receivable Supervisor for Cactus Wellhead, I have access to and am familiar with the books and records concerning the equipment and services provided by Cactus Wellhead to PetroQuest Energy, Inc. and the other above-captioned debtors (the "Debtors"), all related agreements, and invoices. The business records related to Cactus Wellhead's equipment and services provided to the Debtors were made at or near the time of the events recorded by a person with knowledge of the events and charged with the responsibility of

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recording such events. These records are kept in the ordinary course of Cactus Wellhead's regularly conducted business activity. I have reviewed Cactus Wellhead's files on this matter, which leads me to the summary which is set forth below. All facts set forth herein are either (a) facts of which I have personal knowledge or (b) an accurate summary of Cactus Wellhead's business records. All records attached to this Declaration are true and accurate copies from Cactus Wellhead's business records.

4. Cactus Wellhead manufactures and services pressure control equipment for onshore and offshore oil and gas drilling, fracking, completion and production.

5. In particular, Cactus Wellhead provides specialized wellhead equipment to the Debtors for use in operating oil and gas wells. Cactus Wellhead has also provided the Debtors service and maintenance for wellhead equipment.

6. A summary of unpaid invoices for goods and services Cactus Wellhead provided to the Debtors prior to February 8, 2019 is attached as **Exhibit A-1**.

7. Copies of unpaid invoices for equipment and services provided to the Debtors prior to February 8, 2019 are attached as **Exhibit A-2**.

8. The total of all unpaid invoices for goods and services provided to the Debtors prior to February 8, 2019 is **\$95,654.74**.²

9. By providing specialized equipment and services to the Debtors during their bankruptcy, the Debtors received an economic benefit equal to or in excess of the unpaid postpetition charges due and owing to Cactus Wellhead. The Debtors' use and enjoyment of Cactus Wellhead's equipment and services enhanced the Debtors' ability to operate oil and gas wells during their reorganization for the benefit of the Debtors and their creditors. Cactus

² This amount includes a credit of (\$1,487.57) applied to invoice 260284. Furthermore, certain recurring monthly invoices include amounts due for periods both before and after February 8, 2019.

Wellhead's equipment and services were essential to certain of the Debtors' operations and thus provided significant benefits to the Debtors and their creditors.

10. Cactus Wellhead has continued to provide equipment and services to the Debtors after February 8, 2019 in the ordinary course of business.

[SIGNATURE ON FOLLOWING PAGE]

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

Executed this 7 day of March, 2019



Jennifer Reese

EXHIBIT A-1

<u>Well Name</u>	<u>Ship To #</u>	<u>Invoice</u>	<u>Invoice Date</u>	<u>Service Date</u>	<u>Invoice Amount</u>	<u>Description</u>
WIENER OWENS PSA 2H	13	259317	1/21/2019	1/16/2019	\$16,035.48	Service and equipment; delivered casing spool assembly
WIENER CV PSA 2H	10	259326	1/21/2019	1/13/2019	\$29,196.13	Service and equipment; frac tree
WIENER CV PSA 2H	9	259444	1/21/2019	1/20/2019	\$2,528.12	Service ticket
WIENER CV PSA 2H	9	259452	1/21/2019	1/18/2019	\$949.35	Service ticket
WIENER OWENS PSA 2H	13	259716	1/22/2019	1/17/2019	\$1,369.58	Service ticket
WIENER CV PSA 2H	10	260080	1/23/2019	1/14/19-1/21/19	\$3,637.20	Rental; valves and goathead
WIENER OWENS PSA 2H	13	260284	1/24/2019	1/17/2019	\$18,583.03	Service and equipment; Tubinghead assembly
WIENER CV PSA 2H	10	265134	2/14/2019	1/14/19 - 2/12/19	\$20,459.29	Rental; valves and goathead
WIENER OWENS PSA 2H	13	265928	2/19/2019	1/19/19 - 2/17/19	\$4,384.13	Rental; valves and goathead
WIENER OWENS PSA 2H		CR0000006950	2/22/2019		-\$1,487.57	Applies to invoice 260284

Total: \$95,654.74

EXHIBIT A-2

**Invoice**

Invoice Number:

259317**Cactus**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 1 of 4

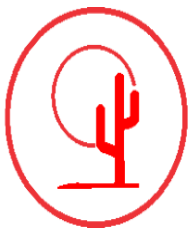
Bill To: 7215

PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US

Ship To: 13

WIENER OWENS PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms		
CES0006509	1810004		NET 30 DAYS		
		Quantity	Price	Ext Price	
CASING SPOOL ASSEMBLY					
1	101208	1.00	8,778.00	8,778.00	
	TBGHD,CW,CTH-P-HPS-F,9,11 5M X 11 5M,W/2 2-1/16 5M FP & HGR TEST PORT, W/8.00 MIN BORE,26.0/27.0 LG,6A-PU-AA-1-1				
2	100247	1.00	600.00	600.00	
	SECSEAL,HPS,9 X 7,F/3-1/2 CUTOFF,NACE CMS-003				
3	102242	1.00	800.00	800.00	
	VLV,AOZE,GEN,M-EXP,2-1/16 3/5M FE DD-NL (6A LU DD-NL PSL2 PR1) QPQ TRIM				
	SN-56748272				
4	VR2	1.00	40.00	40.00	
	VR PLUG,CW,1-1/2 (1.900) SHARP VEE X 1-1/4 HEX,API 6A-DD-NL				
5	200002	2.00	110.00	220.00	
	FLG,COMP,CW,2-1/16 5M X 2 LP,6A-KU-EE-NL-1				
6	BP2T	2.00	33.80	67.60	
	BULL PLUG,CW,2 LP X 1/2 LP,API 6A DD-NL				
7	R24	3.00	8.40	25.20	
	RING GASKET,R24,2-1/16 3/5M				
8	780067	8.00	5.20	41.60	
	STUD,ALL-THD W/2 NUTS,BLK,7/8-9UNC X 6-1/2,A193 GR B7/A194 GR 2H,NO PLATING				
9	RX54	1.00	84.00	84.00	
	RING GASKET,RX54,11 5M				
10	123354	1.00	1,040.00	1,040.00	
	CSGHGR,C21,11 X 7,W/SKIRT 9 OD X 8 LG CSG				
11	102563	1.00	896.00	896.00	
	PRISEAL,CW,H-BP,11 X 7,6A-PU-AA-1-1				
12	NVA	1.00	45.00	45.00	

**Invoice**Invoice Number: **259317****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 2 of 4

			Quantity	Price	Ext Price
NEEDLE VALVE,MFA,1/2 10M					
13	PG5M		1.00	50.00	50.00
PRESSURE GAUGE,5M,4-1/2 FACE,LIQUID FILLED,1/2 NPT					
14	780079		12.00	61.08	732.96
STUD,ALL-THD W/2 NUTS,BLK,1-7/8-8UN X 14-1/2,A193 GR B7/A194 GR 2H,NO PLATING					
FSO-193965 1/16/19					
15	RAT	ServiceTech Hourly Rate	11.00	85.00	935.00
16	MI2	Service Truck Mileage 2WD (per mile)	80.00	2.35	188.00
17	TCB	Torch Cut and Bevel	1.00	240.00	240.00
18	TST	Test Pump (per connection)	1.00	30.00	30.00

Invoice Sale Amount:	14,813.36
Sales Tax:	1,222.12
Prepaid Amount:	0.00
Invoice Total:	16,035.48

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

**Invoice**Invoice Number: **259326****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 1 of 5

Bill To: 7215PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US**Ship To:** 10WIENER CV PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms
CES0006871	1820001		NET 30 DAYS

	Quantity	Price	Ext Price
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FRAC TREE RENTAL

1	RNM	Rental Charge Minimum	1.00	730.00	730.00
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7-1/16" 10M X 5-1/8" 10M LOWER FRAC TREE RENTAL

RENTAL RATE = \$730.00 PER DAY

FRAC TREE ASSEMBLY CONSISTS OF THE FOLLOWING EQUIPMENT

RUN:

QTY 1 - 7-1/16" 10M X 5-1/8" 10M DSA (\$20.00 PER DAY)
QTY 1 - 5-1/8" 10M HYD VALVE, FE (\$135.00 PER DAY)
QTY 1 - 5-1/8" 10M X 4-1/16" 10M FLOW CROSS (\$25.00 PER DAY)
QTY 1 - 5-1/8" 10M HWO VALVE, FE (\$110.00 PER DAY)

LEFT SIDE OF CROSS:

QTY 1 - 4-1/16" 10M FE HYD VALVE (\$85.00 PER DAY)
QTY 1 - 4-1/16" 10M FE HWO VALVE (\$60.00 PER DAY)
QTY 1 - 4-1/16" 10M X 3 FIG 1502 WECO (\$15.00 PER DAY)

RIGHT SIDE OF CROSS:

QTY 1 - 4-1/16" 10M X 2-1/16" 10M FSA (\$15.00 PER DAY)
QTY 1 - 2-1/16" 10M FE HYD VALVE (\$50.00 PER DAY)
QTY 1 - 2-1/16" 10M FE HWO VALVE (\$35.00 PER DAY)
QTY 1 - 2-1/16" 10M X 2 FIG 1502 WECO (\$15.00 PER DAY)

QTY 1 - CLOSING UNIT, 4 STATION (\$165 PER DAY)

NOTE: ABOVE PRICING DOES NOT INCLUDE ASSEMBLY ITEMS, DELIVERY, TORQUE & TEST, PICK UP AND REPAIRS. RENTAL CHARGES MAY NOT BE APPLIED TO THE PURCHASE PRICE OF EQUIPMENT.

2	RNM	Rental Charge Minimum	1.00	305.00	305.00
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**Invoice**

Invoice Number:

259326**Cactus**

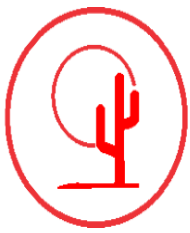
Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 2 of 5

		Quantity	Price	Ext Price
5-1/8" 10M UPPER FRAC TREE ASSEMBLY RENTAL				
RENTAL RATE = \$305.00 PER DAY				
FRAC TREE ASSEMBLY CONSISTS OF THE FOLLOWING EQUIPMENT				
RUN:				
QTY 1 - 5-1/8" 10M FLG X 5-1/8" 10M STD GOATHEAD W/(4) FOUR 4-1/16" 10M FPO (\$125.00 PER DAY)				
QTY 4 - 4-1/16" 10M X 3 FIG 1502 WECO (\$15.00 PER DAY EACH)				
QTY 1 - 5-1/8" 10M HWO VALVE, FE (\$110.00 PER DAY)				
QTY 1 - 5-1/8" 10M BLIND FLANGE (\$10.00 PER DAY)				
NOTE: ABOVE PRICING DOES NOT INCLUDE ASSEMBLY ITEMS, DELIVERY, TORQUE & TEST, PICK UP AND REPAIRS. RENTAL CHARGES MAY NOT BE APPLIED TO THE PURCHASE PRICE OF EQUIPMENT.				
ACCESSORIES FOR ASSEMBLY				
3	BX156	2.00	40.91	81.82
RING GASKET,BX156,7-1/16 10/15/20M				
4	780082	12.00	30.41	364.92
STUD,ALL-THD W/2 NUTS,BLK,1-1/2-8UN X 11-3/4,A193 GR B7/A194 GR 2H,NO PLATING				
5	BX169	6.00	17.39	104.34
RING GASKET,BX169,5-1/8 10/15/20M				
6	780086	12.00	15.16	181.92
STUD,ALL-THD W/2 NUTS,BLK,1-1/8-8UN X 9,A193 GR B7/A194 GR 2H,NO PLATING				
7	BX155	14.00	18.86	264.04
RING GASKET,BX155,4-1/16 10/15/20M				
8	780069	16.00	13.61	217.76
STUD,ALL-THD W/2 NUTS,BLK,1-1/8-8UN X 8-1/2,A193 GR B7/A194 GR 2H,NO PLATING				
9	BX152	3.00	6.22	18.66
RING GASKET,BX152,2-1/16 10/15/20M				
10	780080	16.00	10.61	169.76
STUD,ALL-THD W/2 NUTS,BLK,3/4-10UNC X 5-1/2,A193 GR B7/A194 GR 2H,NO PLATING				
FRAC TREE REPAIR CHARGE				
11	ADR	Invoiced Advance Rental Repairs	1.00	20,998.00
ADVANCE ALL-INCLUSIVE REPAIRS = \$20,998.00 PER TREE				

NOTE: ADVANCED REPAIR CHARGES ADDRESS NORMAL WEAR AND TEAR TO VALVE COMPONENTS. ANY DAMAGE TO BODIES OR BONNETS, WHICH RESULTS IN WELDING OR MACHING, WILL BE CHARGED AT STANDARD RATES.

**Invoice**Invoice Number: **259326****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 3 of 5

			Quantity	Price	Ext Price
SERVICE / FRAC WATCH					
12	FIR	Frac Equipment Installation/Removal	1.00	3,500.00	3,500.00
FRAC TREE INSTALLATION = \$3,500.00 PER WELL					
INCLUDES THE FOLLOWING:					
- LABOR					
- TORQUE & TEST (CUSTOMER SHALL PROVIDE WATER FOR TESTING IF MORE THAN 125 GALLONS IS REQUIRED)					
FSO-194049 1/13/19					
13	BX169		2.00	17.39	34.78
RING GASKET,BX169,5-1/8 10/15/20M					

Invoice Sale Amount:	26,971.00
Sales Tax:	2,225.13
Prepaid Amount:	0.00
Invoice Total:	29,196.13

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

**Invoice**Invoice Number: **259444****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 1 of 3

Bill To: 7215
PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US**Ship To:** 9
WIENER CV PSA 2H
GENERAL DELIVERY
TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms		
CES0006973	820001		NET 30 DAYS		
				Quantity	Price
					Ext Price
FSO-193967 1/20/19					
1	BX169			1.00	17.39
	RING GASKET,BX169,5-1/8 10/15/20M				
2	RAT	ServiceTech Hourly Rate		6.00	85.00
					510.00
3	RA2	Service Tech Secondary		6.00	85.00
					510.00
4	MI2	Service Truck Mileage 2WD (per mile)		80.00	2.35
					188.00
5	MI2	Service Truck Mileage 2WD (per mile)		80.00	2.35
					188.00
6	GRS	Grease Unit (per day)		1.00	270.00
					270.00
7	VLB	Valve Lubrication (per pound)		8.00	12.00
					96.00
8	TRQ	Torque Wrench (per connection)		3.00	200.00
					600.00

Invoice Sale Amount:	2,379.39
Sales Tax:	148.73
Prepaid Amount:	0.00
Invoice Total:	2,528.12

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

**Invoice**Invoice Number: **259452****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/21/2019

Page: 1 of 3

Bill To: 7215PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US**Ship To:** 9WIENER CV PSA 2H
GENERAL DELIVERY
TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms
CES0006972	1820001		NET 30 DAYS

			Quantity	Price	Ext Price
FSO-193931 1/18/19					
1	RAT	ServiceTech Hourly Rate	4.00	85.00	340.00
2	GRS	Grease Unit (per day)	1.00	270.00	270.00
3	VLB	Valve Lubrication (per pound)	6.00	12.00	72.00
4	MI2	Service Truck Mileage 2WD (per mile)	90.00	2.35	211.50

Invoice Sale Amount:	893.50
Sales Tax:	55.85
Prepaid Amount:	0.00
Invoice Total:	949.35

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

**Invoice**Invoice Number: **259716****Cactus**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/22/2019

Page: 1 of 3

Bill To: 7215

PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US

Ship To: 13

WIENER OWENS PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms		
CES0006975	1810004		COD Only		
				Quantity	Ext Price
FSO-195151 1/17/19					
1	RAT	ServiceTech Hourly Rate	14.00	85.00	1,190.00
2	MI2	Service Truck Mileage 2WD (per mile)	32.00	2.35	75.20

Invoice Sale Amount:	1,265.20
Sales Tax:	104.38
Prepaid Amount:	0.00
Invoice Total:	1,369.58

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254



Recurring Rental

Invoice

Cactus Wellhead, LLC
 Fed Tax ID 45-2727039
 920 Memorial City Way Suite 300
 Houston TX 77024

Invoice Number:

260080

1/23/2019

Page: 1 of 4

Bill To: 7215
 PETROQUEST ENERGY INC
 400 EAST KALISTE SALOOM ROAD #6000
 LAFAYETTE LA 70508
 US

Ship To: 10
 WIENER CV PSA 2H
 GENERAL DELIVERY
 CARTHAGE TX 75643-9999
 US

Contract

Customer PO/AFE

Terms

CER0000544

COD Only

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
1	RU9444A	#119561	110.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	880.00
		VLV,CW,SB200-QSR,5-1/8 10M FE EE-0,5 (6A LU EE-0,5 PSL3 PR1)								
2	RU39457	#118002	125.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	1,000.00
		GOATHEAD,CW,5-WAY,5-1/8 10M STD BTM X 5-1/8 10M STD TOP,W/5 4-1/16 10M FP,W/625 CLAD RING GROOVES,W/4.25 RADIUS CAVITY,6A-PU-EE-NL-1								
3	RU16149	#107395	15.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	120.00
		ADPT,CFH,4-1/16 10M X 4 FIG 1002 X 1/2 NPT,STD SVC (INCLUDE SEAL RING),BORE 4.06								
4	RU7304	#101677	15.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	120.00
		ADPT,FH,4-1/16 10M X 4 FIG 1002 X 1/2 NPT,STD SVC (INCLUDE SEAL RING),BORE 4.06								

**Recurring Rental****Invoice**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

Invoice Number:

260080

1/23/2019

Page: 2 of 4

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
5	RU15782	#107395	15.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	120.00
		ADPT,CFH,4-1/16 10M X 4 FIG 1002 X 1/2 NPT,STD SVC (INCLUDE SEAL RING),BORE 4.06								
6	RU10311	#100649	15.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	120.00
		ADPT,FH,4-1/16 10M X 4 FIG 1002 X 1/2 NPT,STD SVC								
7	RU10305	#100649	15.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	120.00
		ADPT,FH,4-1/16 10M X 4 FIG 1002 X 1/2 NPT,STD SVC								
8	RU38894	#125445T	110.00	1/13/2019	0	1/21/2019	1/14/2019	1/21/2019	8	880.00
		VLV,CW,SB200-QSR,5-1/8 10M FE EE-0,5 (6A LU EE-0,5 PSL1 PR1), INC 625 CLAD FLG RING AND BNT GASKET GROOVES								
Customer										

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

Invoice Sale Amount:	3,360.00
Sales Tax:	277.20
Invoice Total:	3,637.20

**Invoice**

Invoice Number:

260284**Cactus**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/24/2019

Page: 1 of 4

Bill To: 7215

PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US

Ship To: 13

WIENER OWENS PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

SRO	Customer PO/AFE	Ship Via	Terms		
CES0006511	1810003		NET 30 DAYS		
			Quantity	Price	Ext Price
TUBING HEAD ASSEMBLY					
1	109178		1.00	5,979.00	5,979.00
	TBGHD,CW,CTH-HPS-F,9,11 5M X 7-1/16 10M,W/2 1-13/16 10M FP,17-4PH LDS,RND BAR,6A-LU-EE-0,5-2-2				
2	103188		4.00	1,900.00	7,600.00
	VLV,AOZE,FC,1-13/16 10M FE EE-0,5 (6A LU EE-0,5 PSL3 PR1) QPQ				
	SN-57579509				
	SN-57340459				
	SN-57340460				
	SN-57340437				
3	200010		2.00	120.00	240.00
	FLG,COMP,1-13/16 10M X 2 LP,5000 PSI MAX WP,4130 60K,6A-KU-EE-NL-1				
4	BP2T		2.00	33.80	67.60
	BULL PLUG,CW,2 LP X 1/2 LP,API 6A DD-NL				
5	100048		1.00	40.66	40.66
	FTG,GRS,VENTED CAP,1/2 NPT,4140 -50F W/ELECTROLESS NICKEL COATING NACE,K-MONEL				
	BALL,INCONEL X-750 SPRING				
6	BX151		6.00	5.50	33.00
	RING GASKET,BX151,1-13/16 10/15/20M				
7	780080		32.00	10.61	339.52
	STUD,ALL-THD W/2 NUTS,BLK,3/4-10UNC X 5-1/2,A193 GR B7/A194 GR 2H,NO PLATING				
8	NVA		1.00	45.00	45.00
	NEEDLE VALVE,MFA,1/2 10M				
9	PG10M		1.00	45.00	45.00
	PRESSURE GAUGE,10M,4-1/2 FACE, LIQUID FILLED,1/2 NPT				
10	RX54		1.00	84.00	84.00
	RING GASKET,RX54,11 5M				
11	780082		12.00	30.41	364.92

**Invoice**Invoice Number: **260284****Cactus**Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

1/24/2019

Page: 2 of 4

		Quantity	Price	Ext Price
	STUD,ALL-THD W/2 NUTS,BLK,1-1/2-8UN X 11-3/4,A193 GR B7/A194 GR 2H,NO PLATING			
12	BX156 RING GASKET,BX156,7-1/16 10/15/20M	1.00	40.91	40.91
13	PG10M PRESSURE GAUGE,10M,4-1/2 FACE, LIQUID FILLED,1/2 NPT	1.00	45.00	45.00
14	780079 STUD,ALL-THD W/2 NUTS,BLK,1-7/8-8UN X 14-1/2,A193 GR B7/A194 GR 2H,NO PLATING	12.00	61.08	732.96
Rental				
15	RNM Rental Charge Minimum MM/DD/YY 7-1/16 10M FRAC VALVE RENTAL RENTAL RATE = \$135.00 PER DAY REF CER541	1.00	135.00	135.00
FSO-195152 1/18/19				
16	RX54 RING GASKET,RX54,11 5M	1.00	84.00	84.00
17	RAT ServiceTech Hourly Rate	14.00	85.00	1,190.00
18	MI2 Service Truck Mileage 2WD (per mile)	32.00	2.35	75.20
19	DRY Dry Rod (per rod)	1.00	25.00	25.00

Invoice Sale Amount:	17,166.77
Sales Tax:	1,416.26
Prepaid Amount:	0.00
Invoice Total:	18,583.03

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

**Recurring Rental****Invoice**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

Invoice Number:**265134**

2/14/2019

Page: 1 of 7

Bill To: 7215
PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US

Ship To: 10
WIENER CV PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

Contract	Customer PO/AFE	Terms
CER0000544	CES6871	COD Only

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
1	RU3970	#191000 FLG,BLIND,5-1/8 10M X 1/2" NPT,W/3/4-10UNC-2B LIFT THREADS	10.00	1/13/2019	0		1/14/2019	2/12/2019	30	300.00
2	RU7322	#100458 CRSS,CW,STD,5-1/8 10M X 4-1/16 10M,6A-PU-EE-NL-1	25.00	1/13/2019	0		1/14/2019	2/12/2019	30	750.00
3	RU8247	#100639 FSA,CW,4-1/16 10M X 2-1/16 10M,6A-PU-EE-NL-1	15.00	1/13/2019	0		1/14/2019	2/12/2019	30	450.00
4	RU2271	#101734 VLV/ACT,JMP,HYD,FC,2-1/16 10M FE EE-0,5 (6A-LU-EE-0,5-3-1),MAXIMUM ACTUATOR HYDRAULIC OPERATING PRESSURE, 850 PSI; PRESSURE REQUIRE TO OPERATE AT VALVE UNDER 10,000 PSI - ACTUATOR HYD PRESSURE - 400 PSI	50.00	1/13/2019	0		1/14/2019	2/12/2019	30	1,500.00



Recurring Rental

Invoice

Cactus Wellhead, LLC
 Fed Tax ID 45-2727039
 920 Memorial City Way Suite 300
 Houston TX 77024

Invoice Number:

265134

2/14/2019

Page: 2 of 7

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
5	RU23635	#620005	35.00	1/13/2019	0		1/14/2019	2/12/2019	30	1,050.00
		VLV,DSG-22,2-1/16 10M FE EE-0,5 (6A PU EE-0,5 PSL3 PR1) HARDFACED TRIM, CW LIP SEAL STEM PACKING, SEAT FACE SEALS, SEAT AND GATE								
6	RU18720	#100650	15.00	1/13/2019	0		1/14/2019	2/12/2019	30	450.00
		ADPT,TS,FH,2-1/16 10M X 2 FIG 1502 X 1/2 NPT,NACE SVC								
7	RU33175	#122558	85.00	1/13/2019	0		1/14/2019	2/12/2019	30	2,550.00
		VLV/ACT,CW,SB100F,HYD, 4-1/16 10M FE BB/EE-0,5 (API 6AV LU BB/EE-0,5 PSL3 PR1) HF TRIM,API 6A PR1 SECTION 10.5.2 (O-RING SEAT SEALS) C/W OMNI BNT/ACT HDX-60 DOUBLE ACTING HYDRAULIC;ACTUATOR MATERIAL CLASS BB, TEMP P (-20F TO 180F), PR-2 ACTUATOR REQUIRES 1,223 PSI TO CLOSE VALVE AT FULL 10,000 PSI DIFFERENTIAL AND REQUIRES 455 PSI TO OPEN VALVE AT FULL 10,000 PSI DIFFERENTIAL,ACTUATOR MAX OPERATING PRESSURE 3000 PSI								
8	RU39453	#119196	60.00	1/13/2019	0		1/14/2019	2/12/2019	30	1,800.00
		VLV,CW,SB200-QSR-ABS,4-1/16 10M FE BB/EE-0,5 (6A LU BB/EE-0,5 PSL3 PR1)								
9	RU31178	#104950	15.00	1/13/2019	0		1/14/2019	2/12/2019	30	450.00
		ADPT,CFH,4-1/16 10M X 3 FIG 1502 X 1/2 NPT,ALLOY NACE SVC (INCLUDES SEAL RING),BORE 3.06 & 10000 PSI MAX WP								

**Recurring Rental****Invoice**

Cactus Wellhead, LLC
 Fed Tax ID 45-2727039
 920 Memorial City Way Suite 300
 Houston TX 77024

Invoice Number:

265134

2/14/2019

Page: 3 of 7

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
10	RU35812	#118336	135.00	1/13/2019	0		1/14/2019	2/12/2019	30	4,050.00
		VLV/ACT,CW,SB200-QSR,5-1/8 10M FE EE-0,5 (6A LU EE-0,5 PSL3 PR1),HF TRIM,DAH9-2P ACT (6A 0/180F AA PR2),1350 PSI ACT WP, INC 625 CLAD FLG RING AND BNT GASKET GROOVES								
11	RU39448	#128050	20.00	1/13/2019	0		1/14/2019	2/12/2019	30	600.00
		DSA,BESTWAY,7-1/16 10M STD X 5-1/8 10M STD,W/L7 STUDS/2H NUTS,6A-LU-EE-NL-1								
12	RU15945	#105382	165.00	1/13/2019	0		1/14/2019	2/12/2019	30	4,950.00



Recurring Rental

Invoice

Cactus Wellhead, LLC
 Fed Tax ID 45-2727039
 920 Memorial City Way Suite 300
 Houston TX 77024

Invoice Number:

265134

2/14/2019

Page: 4 of 7

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
		ACCUMULATOR UNIT,MEYER,PER SHELL SEPCO 55,4 STATION CONTROL SYSTEM,SKID MOUNTED, 3,000 PSI OPERATING PRESSURE, ELECTRIC START DIESEL MOTOR, AIR COOLED,STANDARD TEMPERATURE RATED. HYPRO TRIPLEX PUMP (5.8 GPM) BELT DRIVE CONSISTING OF: (1) 125 GALLON HYD. OIL TANK WITH (4) 4" FILL PLUGS TOP AND BOTTOM (4) 1" FOUR WAY SELECTOR VALVES (MANIFOLD) MOUNTED TO A 2" HEAVY DUTY SUPPLY MANIFOLD (1) 1" BYPASS VALVE (FOR PRESSURE ON THE MANIFOLD ABOVE 1,500 PSI), (4) 11 GALLON ACCUMULATOR BOTTLES (APP. 40 GALLONS) MOUNTED ON A 4" HEAVY DUTY MANIFOLD WITH COLD WATER BLADDER, (1) 1" FULLFLOW REGULATOR FOR REGULATING PRESSURE ON THE MANIFOLD, (1) 3500 PSI SAFTY RELIEF VALVE, (1) DIESEL MOTOR PACKAGE CONSISTING OF: • (1) HATZ DIESEL MOTOR 14.5 HP @ 2000 RPM WITH GLOW PLUG • (1) HYPRO TRIPLEX PUMP (5.8 GPM) • (1) BELT DRIVE WITH GUARD • (1) MANUAL START / STOP CONTROL BOX CONSISTING OF (1) 30 MM PUSH BUTTON TO START; (1) 30 MM PUSH BUTTON TO STOP; (1) 3000 PSI PRESSURE SWITCH TURNS MOTOR OFF AT 3000 PSI AND ON AUTOMATIC AT 2500 PSI • (1) 0-15 PSI LOW OIL PRESSURE SAFETY STOP SWITCH • (1) PRESSURE INDICATING PANEL TO READ THE FOLLOWING PRESSURE (4 1/2" GAUGES) MANIFOLD PRESSURE & ACCUMULATOR PRESSURE THE UNIT TO BE IN COMPLIANCE WITH SHELL SEPCO 55 WHICH REQUIRES THE FOLLOWING SPECIAL ITEMS: • SPARK ARRESTOR FOR THE MOTOR • DRIP PAN UNDER THE SKID • CERTIFIED LIFT EYES LUGS AND HOLES PER SEPCO 55 & DNV 2.7-1 ALL ABOVE ITEMS WILL BE MOUNTED ON AN 8" HEAVY DUTY SKID WITH FORKLIFT SLOTS MOUNTED IN FRAME AND (4) POINT LIFTING FRAME. ALL ITEMS WILL BE SAND BLASTED PRIMED AND PAINTED								

**Recurring Rental****Invoice**

Cactus Wellhead, LLC
 Fed Tax ID 45-2727039
 920 Memorial City Way Suite 300
 Houston TX 77024

Invoice Number:

265134

2/14/2019

Page: 5 of 7

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
		TO CUSTOMERS REQUESTED COLOR. ALL EQUIPMENT WILL BE FULLY TESTED. COPY OF OWNERS MANUAL AND PARTS MANUAL IS INCLUDED WITH SHIPMENT AND ADDITIONAL COPY MAILED TO CACTUS WELLHEAD, ENGINEERING.								
		Contract								
		Customer								

REMIT TO:
 PO Box 734254
 Dallas, TX 75373-4254

Invoice Sale Amount: 18,900.00

Sales Tax: 1,559.29

Invoice Total: 20,459.29

**Recurring Rental****Invoice**

Cactus Wellhead, LLC
Fed Tax ID 45-2727039
920 Memorial City Way Suite 300
Houston TX 77024

Invoice Number:

265928

2/19/2019

Page: 1 of 3

Bill To: 7215
PETROQUEST ENERGY INC
400 EAST KALISTE SALOOM ROAD #6000
LAFAYETTE LA 70508
US

Ship To: 13
WIENER OWENS PSA 2H
GENERAL DELIVERY
CARTHAGE TX 75643-9999
US

Contract**Customer PO/AFE****Terms**

CER0000541

COD Only

Line	Unit	Item	Rate	Equipment Delivered	Days Previously Invoiced	Equipment Returned	Billing Cycle		# of Days	Ext Price
							Start	End		
1	RU34105	#118617	135.00	1/18/2019	0		1/19/2019	2/17/2019	30	4,050.00
		VLV,CW,FLS-R-QSR,7-1/16 10M FE EE-0,5 (6A LU EE-0,5 PSL3 PR1), INC 625 CLAD FLG RING AND BNT GASKET GROOVES								
Customer										

REMIT TO:
PO Box 734254
Dallas, TX 75373-4254

Invoice Sale Amount: 4,050.00
Sales Tax: 334.13
Invoice Total: 4,384.13