

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

In re:

NITRO FLUIDS, LLC, *et al.*

Debtors.¹

§ **Chapter 11**
§
§ **Case No. 24-60018 (CML)**
§
§ **(Jointly Administered)**
§
§ *Re Docket No. 146*
§

**STIPULATION REGARDING MARKETING AND SALE OF CERTAIN EQUIPMENT
AS REQUIRED BY THE SENIOR SECURED SUPERPRIORITY DEBTOR-IN-
POSSESSION CREDIT AGREEMENT**

Debtors Nitro Fluids, LLC ("Fluids"), NFH Leasing, LLC, and Straitline Pumps, LLC ("Straitline," and collectively with Fluids and NFH Leasing, LLC, the "Debtors"), as debtors and debtors-in-possession in the above-captioned bankruptcy cases (collectively, the "Bankruptcy Case"), together with the Official Committee of Unsecured Creditors (the "Committee"), Crescent Pass Energy, LLC ("Crescent") and Simmons Bank ("Lender," and collectively with the Debtors, Crescent and the Committee, the "Parties"), have agreed to this stipulation (this "Stipulation"). In support of the Stipulation, the Parties represent as follows:

RECITALS

WHEREAS, the Court entered the *Final Order (a) Authorizing the Debtors to Obtain Postpetition Financing; (b) Authorizing the Debtors to Use Cash Collateral, (c) Granting Liens*

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors' federal tax identification numbers, are Nitro Fluids, LLC (2119); NFH Leasing, LLC (9218); Straitline Pumps, LLC (4168). The location of the service address for Nitro Fluids, LLC and NFH Leasing, LLC is: 117 Broadway, Nordheim, TX 78141. The location of the service address for Straitline Pumps, LLC is: 13750 San Pedro Ave., Ste. 560, San Antonio, Texas 78232.

and Providing Claims with Superpriority Administrative Expense Status, (d) Granting Adequate Protection, and (e) Modifying the Automatic Stay [Docket No. 146] (the “Final DIP Order”);

WHEREAS, the Court entered the *Stipulation and Agreed Order Authorizing Modification to Senior Secured Superpriority Debtor-In-Possession Credit Agreement* [Docket No. 268] (the “DIP Loan Modification” and together with the Final DIP Order, the “DIP Orders”);

WHEREAS, the DIP Orders contain certain milestones for the sale of assets of the Debtors (the “Milestones”);

WHEREAS, Straitline desires to perform additional work for Crescent under that certain Master Service Agreement dated September 27, 2022, as modified and amended (the “Crescent MSA”), attached hereto as Exhibit A; and

WHEREAS, Crescent has requested assurance from: (i) the Debtors that they will not sell certain equipment; and (ii) Simmons that it will not require the sale of the same equipment to be used by the Debtors to perform the additional work (the “Equipment”), as set forth in Exhibit B attached hereto, as long as Crescent and Straitline are performing under the Crescent MSA;

NOW, THEREFORE, the Parties enter into this Stipulation with respect to the Milestones.

STIPULATION

1. Pursuant to this Stipulation, the Debtor agree that they will not sell the Equipment and Simmons agrees that it will not require Debtors to sell the Equipment as long as Crescent and Straitline are performing under the Crescent MSA.

2. All Milestones associated with the Equipment shall be extended and shall not be considered a default under the DIP Orders so long as Crescent and Straitline continue to perform under the Crescent MSA and there is not otherwise a breach or termination of the Crescent MSA.

3. In the event Crescent or Straitline cease to perform under the Crescent MSA, or there is a breach or termination of the Crescent MSA, the Equipment may be immediately marketed for sale.

STIPULATED AND AGREED TO BY:

/s/ Jason A. Enright

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COUNSEL FOR CRESCENT

EXHIBIT A

Crescent MSA

[CONFIDENTIAL]

EXHIBIT B*Equipment List*

Blenders	Data Van	Chem Add	Boost Pump for Split Stream
BLD116	DV-110	CAT-101	TP-137
BLD117	DV-103	CAT-105	TP-138
BLD120			TP-140
BLD121			

Pumps					
Trailer	Fluid End	Power End	Engine	Transmission	Horsepower
FP-320	2500 SPM	4.0" GD QUINT	MTU 4000 TIER 1	ALLISON 9820M	2500HHP
FP-321	2500 GD	4.0" QUINT	MTU 4000 TIER 1	ALLISON 9820M	2500HHP
FP-322	2500 VALTEK	4.5" VULCAN QUINT 60"	MTU 4000 TIER 1	ALLISON 9820M	2500HHP
FP-324	2500 SPM	4.0" GD QUINT	MTU 4000 TIER 1	ALLISON 9820M	2500HHP
FP-325	2500 GD	4.5" GD QUINT	MTU 4000 TIER 1	ALLISON	2500HHP
FP-328	2500 GD	4.0" ENDURANCE Q	MTU 4000 TIER 2	ALLISON 9820M	2500HHP
FP-329	2500 GD	4.0" QUINT	CAT 3512 C	CAT TH55	2500HHP
FP-334	2500 FORUM	4.5" OMT QUINT	CUMMINS QSK50 TIER2	CAT TH48	2500HHP
FP-338	2500 SPM	4.5" GD QUINT	CUMMINS QSK45 TIER 1	TWIN DISK	2250HHP
FP-339	2250 GD	4.5" SPM TRI	CUMMINS QSK50 TIER2	CAT TH48	2500HHP
FP-341	2250 SPM	4.5" END TRI	CUMMINS QSK50 TIER2	CAT TH48	2500HHP
FP-344	3000 FMC	5.0" GD TRI TLS	MTU 4000 3000 HHP TIER2	TWIN DISK	3000HHP
FP-345	3000 FMC	5.0" GD TRI TLS	MTU 4000 TIER2	TWIN DISK	3000HHP
FP-346	3000 GD	5.0" GD TRI TLS	CUMMINS QSK50 TIER2	CAT TH55	3000HHP
FP-347	3000 GD	4.5" GD QLF	MTU 4000 TIER2	TWIN DISK	3000HHP
FP-348	3000 FMC	5.0" GD TRI TLS	MTU 4000 TIER2	TWIN DISK	3000HHP
FP-349	2500 FMC	4.0" END QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-351	2500 SPM	4.0" END QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-352	3000 FMC	4.5" ENDURANCE Q	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-354	3000 FMC	4.5" VULCAN QLF	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-355	GD 2500	4.0" GD QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-357	2500 GD	4.0" GD QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-361	2500 GD	4.5" GD QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-367	2500 SPM	4.0" GD QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-368	2500 GD	4.0" ST9 QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-370	2250 GD	4.5" TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-397	2250 GD	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-401	2250 SPM	4.5" ENDURANCE TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-402	2250 GD	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-408	2250 SPM	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-411	2500 SPM	4.5" GD QUINT	CAT 3512 C	CAT TH55	2500HHP
FP-417	2500 GD	4.5" GD QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-418	2500 SPM	4.0" QUINT	CUMMINS QSK50 TIER2	CAT TH55	2500HHP
FP-432	2250 SPM	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON	2500HHP
FP-436	2250 GD	4.5" GD TRI	CUMMINS QSK45 TIER1	CAT TH55	2250HHP
FP-437	2250 GD	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP
FP-439	2250 SPM	4.5" ENDURANCE TRI	CUMMINS QSK50 TIER2	ALLISON 9820M	2500HHP

FP-441	2250 SPM	4.5" SPM TRI	CUMMINS QSK50 TIER2	ALLISON	2500HHP
FP-447	2250 GD	4.5" GD TRI	CUMMINS QSK 50 TIER 2	ALLISON 9820M	2500HHP
