

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:)	
)	Case No. 17-14004-EEB
MESA OIL, INC.)	
)	Chapter 11
Debtor.)	
)	
)	
)	
Employer's Tax Identification No.:)	
85-0295589)	

**AMENDED DISCLOSURE STATEMENT TO ACCOMPANY
AMENDED CHAPTER 11 PLAN OF REORGANIZATION
DATED OCTOBER 25, 2017**

This Disclosure Statement ("Disclosure Statement") has been prepared by Mesa Oil, Inc. ("Mesa" or "Debtor"), to accompany its Chapter 11 Plan of Reorganization dated October 25, 2017 ("Plan") which was filed in the above-referenced Chapter 11 case. This Disclosure Statement is being provided to all creditors and interest holders of Mesa. This Disclosure Statement is subject to approval pursuant to 11 U.S.C. § 1125 by the United States Bankruptcy Court for the District of Colorado as containing adequate information to enable creditors and interest holders to determine whether to accept the Debtor's Plan. The Court's approval of this Disclosure Statement does not constitute a decision on the merits of the Plan. Issues related to the merits of the Plan and its confirmation will be the subject of a confirmation hearing which is scheduled for _____, 2018 at __:00 __.m. at the United States Bankruptcy Court, U.S. Customs House, 721 19th Street, Courtroom F, Denver, Colorado 80202.

Mesa is a New Mexico corporation that is wholly owned by Lawrence Meers ("Meers"). Mesa is headquartered in Commerce City, Colorado, and is engaged in business as a wholesale supplier and processor of blended fuel products, and recycles used oil, fuel, antifreeze, and related products through its facilities in Colorado, Arizona, and New Mexico. Mesa faced a number of financial issues that led to the filing of the chapter 11 case. All of this is described in more detail in this Disclosure Statement. Mesa believes that its proposed Plan represents the best and only meaningful way that unsecured creditors can be paid in this case and urges all creditors to vote to accept the Plan.

THIS DISCLOSURE STATEMENT HAS BEEN NEITHER APPROVED NOR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION. THE COMMISSION HAS SIMILARLY NOT REVIEWED THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE STATEMENT.

This Disclosure Statement is provided to you along with a copy of the Debtor's Plan and a Ballot to be used for voting on the Plan. Please complete the Ballot according to the instructions contained on the Ballot if you intend to vote for or against the Debtor's Plan. Each creditor or interest holder may vote on the Plan by completing the enclosed Ballot and returning it to counsel for the Debtors at the address set forth below:

Jeffrey S. Brinen
Keri L. Riley
Kutner Brinen, P.C.
1660 Lincoln St., Suite 1850
Denver, Colorado 80264

The Court set _____, **2018** as the last day to vote on the Plan (the "Balloting Deadline"). Accordingly, the Ballot must be received by Kutner Brinen, P.C. no later than the Balloting Deadline. Capitalized terms contained in this Disclosure Statement that are defined in the Plan have the same meaning as set forth in the definitional section of the Plan.

Recommendation. As set forth below, Debtor firmly believes that the Plan represents the best alternative for providing the maximum value for creditors. The Plan provides creditors with a distribution on their Claims in an amount greater than any other potential known option available to the Debtor and creditors. **The Debtor strongly believes that confirmation of the Plan is in the best interest of creditors and recommends that all creditors entitled to vote on the Plan vote to accept the Plan.**

Voting Requirements. Pursuant to the Bankruptcy Code, only Classes of Claims or Interests that are "impaired" under the Plan are entitled to vote to accept or reject the Plan. Classes of Claims and Interests that are not impaired are not entitled to vote and are deemed to have accepted the Plan. Voting on the Plan shall be pursuant to the provisions of the Bankruptcy Code and the Bankruptcy Rules, and a Class shall have accepted the Plan if the Plan is accepted by at least two-thirds in amount and more than one-half in number of the Allowed Claims of such Class actually voting.

Voting Classes. Each holder of an Allowed Claim in Classes 2 through 9 shall be

entitled to vote to accept or reject the Plan.

Deemed Acceptance of Plan. Unimpaired classes are conclusively presumed to accept the Plan pursuant to 11 U.S.C. § 1126(f).

Deemed Rejection of Plan. Classes that receive and retain nothing under the Plan are deemed to reject the Plan pursuant to 11 U.S.C. § 1126(g). No class will receive nothing under the Plan and therefore there are no classes deemed to have rejected the Plan.

One Vote Per Holder. If a holder of a Claim holds more than one Claim in any one Class, all Claims of such holder in such Class shall be aggregated and deemed to be one Claim for purposes of determining the number of Claims voting for or against the Plan.

I. CHAPTER 11 AND PLAN CONFIRMATION

Chapter 11 of the United States Bankruptcy Code is designed to allow for the rehabilitation and reorganization of financially troubled entities or individuals. Chapter 11 allows a debtor to retain its assets during administration of their Chapter 11 case as a debtor-in-possession and, following confirmation of a Plan, as a reorganized debtor pursuant to the Plan. Once the Court has approved a Plan of Reorganization, the Plan of Reorganization constitutes the permanent restructuring of a debtor's financial obligations. The Plan also provides a means through which the debtor will restructure or repay its obligations.

The Mesa Plan of Reorganization divides creditors into classes of similarly situated creditors. All creditors of the same Class are treated in a similar fashion. All member Interests are also classified and treated alike. Each Class of creditors or interest holders is either impaired or unimpaired under the Plan. A Class is "unimpaired" if the Plan leaves unaltered the legal, equitable, and contractual rights to which each creditor in the class is entitled. Alternatively, a claimant is "unimpaired" if the Plan provides for the cure of a default and reinstatement of the maturity date of the claim as it existed prior to the default.

On June 9, 2017, the Debtor filed a motion requesting the Court set a bar date for filing claims and requests for allowance of administrative expense claims under 11 U.S.C. § 503(b)(9). The Bankruptcy Court set a bar date establishing the last date for filing Proofs of Claim as August 18, 2017. The Plan provides that Claims of all Classes shall be allowed only if evidenced by a timely filed Proof of Claim or which otherwise appears in the Debtor's Schedules

and is not scheduled as disputed, contingent, or unliquidated unless subsequently allowed by the Court. Creditors may ascertain whether their claims have been scheduled as disputed, contingent, or unliquidated by reviewing the Debtor's Schedules and amendments thereto filed with the Bankruptcy Court. Alternatively, creditors may contact Debtor's counsel directly to determine how their claims have been scheduled.

Chapter 11 does not require that each holder of a Claim against or Interest in the Debtor vote in favor of the Plan in order for the Court to confirm the Plan. The Plan, however, must be accepted by at least one impaired Class of Claims by a majority in number and two-thirds in amount (excluding insider acceptance) of those Claims of such Class actually voting on the Plan. Assuming one impaired Class votes to accept the Plan, it may be confirmed over its rejection by other Classes if the Court finds that the Plan does not discriminate unfairly and is fair and equitable with respect to each Class of Claims or Interests that is impaired under and has not accepted the Plan.

If all Classes of Claims and Interests vote to accept the Plan, the Court may confirm the Plan. Section 1129 of the Bankruptcy Code sets forth the requirements for confirmation. Among other things, Section 1129 requires that the Plan be in the best interest of the holders of Claims and Interests and be feasible through a showing that confirmation will not be followed by the need for further financial reorganization of the Debtor.

Each class of creditors who is impaired will have an opportunity to vote on the Plan. In the event the requisite majority of each class votes to accept the Plan, the Plan will be deemed accepted by the subject class. If a class of creditors votes to reject the Plan, the Plan may be confirmed over the rejection of the class pursuant to 11 U.S.C. § 1129(b).

II. OVERVIEW OF THE PLAN AND MEANS OF EXECUTION

The following is a summary of all classes of Claims and Interests other than those Claims of a kind specified in 11 U.S.C. §§ 507(a)(2), 507(a)(3), or 507(a)(8).

Class	Impairment	Treatment
1. Priority Claims in Section 507(a)(4) and (5)	Unimpaired	100% Distribution. No Class 1 claims exist.
2. Internal Revenue Service ("IRS")	Impaired	The Class 2 Claim shall be allowed in the full amount due on the Effective Date

		and paid monthly payments of \$55,250 until paid in full within five (5) years of the Petition Date.
3. Colorado Department of Revenue (“CDR”)	Impaired	The Class 3 Claim shall be allowed in the full amount due on the Effective Date and paid monthly payments of \$3,380.70 until paid in full within five (5) years of the Petition Date.
4. New Mexico Taxation and Revenue Department (“NMTRD”)	Impaired	The Class 4 Claim shall be allowed in the full amount due on the Effective Date and paid monthly payments of \$3,700 until paid in full within five (5) years of the Petition Date.
5. Adams County Treasurer	Impaired	The Class 5 Claim shall be allowed in the full amount due on the Confirmation Date and paid monthly payments of approximately \$198.56 until paid in full within five (5) years of the Petition Date.
6. Valencia County Treasurer	Impaired	The Class 6 Claim shall be allowed in the full amount due on the Confirmation Date and paid monthly payments of approximately \$323.44 until paid in full within five (5) years of the Petition Date.
7. Vertex Refining LA, LLC (“Vertex”)	Impaired	Deemed unsecured pursuant to 11 U.S.C. § 506 and treated as a Class 9 general unsecured claim.
8. Transwest Freightliner, LLC d/b/a Transwest Truck Trailer RV (“Transwest”)	Impaired	The Class 8 Claim will be allowed in the amount owed on the Confirmation Date, and paid pursuant to the Stipulation for Turnover of Property.
9. Unsecured Creditors	Impaired	Class 9 Claimants shall

		receive monthly pro-rata distributions of an amount necessary to pay Class 9 Claims in full with interest at a rate of 3% per annum over five (5) years following the Effective Date of the Plan. Prior to the Effective Date of the Plan, Debtor will obtain agreement from Lawrence Meers to waive payment on account of his Class 9 Claim until all other creditors are paid in full. Monthly distributions shall be approximately \$21,071.10.
4. Interest in Mesa held by Meers	Unimpaired	Class 10 Interest holders shall retain their interest in Mesa

III. BACKGROUND AND EVENTS LEADING TO CHAPTER 11 FILINGS

A. Company History

The Debtor is a New Mexico corporation, with its principal place of business in Colorado. The Debtor is wholly owned and managed by Lawrence Meers (“Mr. Meers”). The Debtor was established in 1981 as a small re-refiner of used oil. As the demand for used oil collection increased, the Debtor expanded into the on-specification fuel oil market. By establishing controls and developing technology, the Debtor realized that used oil could be processed into a quality fuel. This quality processed fuel is able to compete with virgin fuel oils, based simply on productivity results from the customers using such fuel oil. By providing quality products, along with dependable service, the Debtor has experienced relatively steady growth since 1981. This growth has allowed the Debtor to develop a solid customer base. An awareness of the rapidly changing environmental industry has kept the Debtor ahead of other used oil collectors in the Southwestern United States. Additional information about the Debtor, its

history, and its operations may be viewed at www.mesaenvironmental.com and www.mesaoil.com.

The Debtor has three processing and recycling facilities in the Southwestern United States, including its headquarters in Commerce City, Colorado, Belen New Mexico, and Phoenix, Arizona. The Debtor currently collects and recycles over 6,000,000 million gallons of used oil and oily water annually. The Debtor collects used oil and antifreeze in Arizona, Colorado, New Mexico, Texas and Wyoming. The Debtor also collects used oil filters, used oil coolant, used oil grease, used oil absorbents, and used oil drums. The Debtor maintains current registrations for each of its facilities with the Federal EPA and the respective state agencies, including the Colorado Department of Health, the New Mexico Environmental Department, and the State of Arizona Department of Environmental Quality.

B. 2010 Bankruptcy Case

This is the Debtor's second Chapter 11 bankruptcy filing. In 2010, the Debtor filed for Chapter 11 Bankruptcy, Case No. 10-33755-ABC, as a result of the dramatic drop in the asphalt paving market following the collapse in the housing market in 2008, and the Debtor's failure to pay certain employee withholding taxes in 2008 and 2009. In 2008, the Debtor's primary customers were asphalt paving contractors, both privately employed and employed by government agencies. When the housing market collapsed in 2008 and 2009, the new construction of homes dropped substantially, resulting in a corresponding decrease in the need for asphalt paving services, and fewer new streets and subdivisions were needed. With decreased demand for asphalt paving services, there was decreased demand for recycled oil products for use burner fuel, resulting in the Debtor having to sell its inventory at reduced prices, or scramble to find new markets. The Debtor's financial situation was made worse by the Debtor's owner, Lawrence Meers, taking out approximately \$800,000 in loans from the company to pay his domestic support obligations. **Mr. Meers has not taken any loans from the Debtor since 2009.**

In 2010, the Debtor filed its first Chapter 11 bankruptcy case in order to restructure its debts and continue its operations. In order to improve its operations, the Debtor drastically cut its costs by reducing staff, office expenses, and insurance costs, while increasing productivity. The Debtor also entered into a repayment plan with the IRS to repay the wage withholding taxes.

As a result of the Debtor's efforts during its Chapter 11 case, on October 3, 2012, the Court entered an Order confirming the Debtor's Revised Plan Dated March 19, 2012 ("2012 Plan").

C. Events Leading to 2017 Bankruptcy Filing

After confirming it's the 2012 Plan, the Debtor operated successfully until approximately 2014 when the price of oil dropped to unsustainable prices. The Debtor successfully made a majority of the payments required under the 2012 Plan, including paying approximately \$1,440,503.54 in secured claims, \$1,365,558 in priority tax claims, and \$925,174.07 to unsecured creditors, as required by the Plan. The only amounts unpaid under the 2012 Plan are tax claims in the amount of \$327,976.46 which existed prior to the 2010 bankruptcy filing. These tax claims have accrued an additional \$746,788.86 in penalties and interest.

In 2014, the price of crude oil dropped from over \$100 per barrel to less than \$50 per barrel in January 2015, and continued to drop until reaching a 5 year low in January 2016. At this time, the Debtor was also locked into contracts to purchase used oil for a certain price, preventing the Debtor from quickly adjusting to the dramatic drop in the price of oil. As a result, the Debtor frequently had to sell its inventory at a loss, as the cost of the oil to be recycled and shipping costs were higher than the sale price for the recycled oil. The Debtor suffered substantial losses during 2014 and 2015, and failed to pay wage withholding taxes in 2014, 2015, and 2016.

Beginning in 2016, the Debtor began to restructure its operations to increase profits and recover from the substantial losses it suffered. The Debtor shifted from purchasing used oil to selling oil removal services, allowing the Debtor to convert an expense into a revenue stream. While the Debtor's operations continued to improve, the Debtor's tax problems continued to mount, resulting in numerous Federal and State Tax Liens against the company. In 2016, the Debtor entered into a Letter of Intent with Vertex Refining LA, LLC ("Vertex"), pursuant to which Vertex would purchase the Debtor's business as a going concern. Part of the consideration to be exchanged in the sale was stock in Vertex. In late 2016, the price of Vertex's stock dropped, and Vertex was no longer able to provide the contemplated consideration for the sale. The Debtor could no longer move forward with the sale at the lower price, and the sale of the Debtor's operations to Vertex fell through. With no sale pending, and mounting tax debt, on

May 2, 2017, the Debtor elected to file its voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code to restructure its debts and continue its operations.

IV. DESCRIPTION OF ASSETS

The following is a brief description of the Debtor's assets with valuations provided by the Debtor. Further information on the Debtor's assets can be found in the bankruptcy Schedule B, and amendments thereto.

<u>ASSET</u>	<u>VALUE</u>
Wells Fargo Bank Account (as of 11-30-17)	\$136,050.94
Deposit held by Peninsula Holdings (Landlord)	\$13,500.00
Deposit held by Southwest Gas Corp Utility	\$1,365.00
Deposit held by SRP Utility	\$2,000.00
Accounts Receivable (as of 11-30-17)	\$327,873.00
Inventory (as of 11-30-17)	\$566,689.21
Furniture, Fixtures, and Equipment	\$49,158.93
Trucks and Trailers	\$568,325
Personal Property Leased from Clean Parts	\$182,853.90
Real Property Located at 20 Lucero Road, Belen, NM 87002	\$1,019,196.00
Company Website	\$0.00
Claims Against Peninsula Holdings	Unknown
Total	\$2,867,011.98

All assets listed are valued as of the Petition Date unless otherwise indicated. The values of the assets are based on the anticipated liquidation value. The Debtor's primary assets are its inventory and its accounts receivable. The Debtor's inventory is comprised primarily of used oil that needs to be recycled before it can be blended and resold. Prior to processing, the used oil has minimal value, and would be difficult to liquidate quickly. A majority of the Debtor's furniture, fixtures, equipment and vehicles are several years old, and would likely receive minimal value in a liquidation of the Debtor's assets.

The Debtor owns real property located at 20 Lucero Road, Belen, New Mexico (“New Mexico Property”). The Debtor has valued this property at \$1,019,196 based on an appraisal conducted in 2010. The New Mexico Property connects to a rail spur and has storage tanks for the Debtor’s inventory. Property values in the Belen, New Mexico area have remained stable, and as a result, the Debtor does not believe that the New Mexico Property has changed in value since 2010.

The Debtor has also scheduled its claims against its landlord, Peninsula Holdings, LLC (“Peninsula”) related to the sublease of the Debtor’s Commerce City facilities. As set forth more fully below, on September 22, 2017, the Debtor initiated Adversary Proceeding No. 17-01380-EEB (“Peninsula Adversary”) to collect on these claims. The Peninsula Adversary is still pending before the Court. The total value of the claims alleged is approximately \$28,000.

The Debtor does not believe that it has any claims against its principal, Larry Meers. While Mr. Meers may have borrowed funds from the Debtor in the past, Mr. Meers has not taken any loans from the debtor since 2009. Any claims related to those loans are likely past any applicable statute of limitations. Furthermore, after the 2012 Plan was confirmed, Mr. Meers contributed significant personal funds to the Debtor in order to sustain its operations when its revenue decreased.

Avoidance Actions

Avoidance Actions constitute claims against creditors or insiders pursuant to 11 U.S.C. §§ 545 through 550 or state law fraudulent conveyance actions. The Debtor is reserving the right to bring Avoidance Actions pursuant to 11 U.S.C. §§ 545 through 550 and state and bankruptcy fraudulent conveyance actions. The Debtor has determined that it may have an avoidance action against Vertex as a preferential transfer pursuant to 11 U.S.C. § 547. The Debtor entered into a Used Motor Oil Buy/Sell Agreement (“UMO Agreement”) with Vertex in September 2015, pursuant to which the Debtor granted Vertex a lien on its equipment, inventory, and accounts. Vertex failed to perfect its interest through the filing of a UCC-1 financing statement on until March 28, 2017, within 90 days of the Debtor filing its bankruptcy case. As a result, the Debtor believes that all or part of Vertex’s secured claim may be avoidable as a preferential transfer. At the time that the Debtor entered into the UMO Agreement, Vertex also received a secured interest in the Debtor’s vehicles, which Vertex properly perfected by obtaining titles to the

vehicles securing its claim. The exchange of the titles occurred contemporaneously with or shortly after entering into UMO and Security Agreement well before the 90-day preference period, and is therefore not a preferential transfer. The Debtor has estimated that the vehicles securing Vertex's claim have a liquidation value of at least \$568,325. The Debtor has determined that the expense to the estate would likely outweigh the benefit to the estate, as the preference action would result in the Debtor expending substantial legal fees and could result in the Court determining that Vertex's secured claim is wholly unavoidable as a preference. Furthermore, the Debtor's Plan proposes to treat Vertex's claim as wholly unsecured, as the value of the collateral securing Vertex's claim is encumbered by prior tax liens, and the Debtor has no equity in the collateral above the value of the tax liens. The Debtor has therefore elected not to pursue its avoidance action against Vertex at this time.

V. DESCRIPTION OF LIABILITIES

A. Priority Claims

Priority Claims are defined in the Plan as any pre-petition Claim entitled to a priority payment under 11 U.S.C. § 507(a), excluding any Administrative Claim or Tax Claim.

1. Administrative Claims

Administrative Claims are those Claims for payment of an administrative expense of a kind specified in 11 U.S.C. § 503(b) or § 1114(e)(2) entitled to priority pursuant to 11 U.S.C. § 507(a)(2), including but not limited to: (a) actual and necessary costs and expenses incurred after the Petition Date to preserve the estate and operate the Debtor's business, including wages, salaries, or commissions for services rendered after the commencement of the Chapter 11 Case; (b) Professional Fee Claims; (c) all fees and charges assessed against the estate under 28 U.S.C. § 1930; and (d) all Allowed Claims that are entitled to be treated as Administrative Claims pursuant to a Final Order of the Court under 11 U.S.C. § 503.

Mesa retained Kutner Brinen, P.C. ("KB") as its bankruptcy counsel. The Court approved Mesa's employment of KB on June 5, 2017 *nunc pro tunc* to May 3, 2017. Mesa provided KB a retainer in the amount of \$9,720, which was approved by the Court on June 19, 2017. For the period of May 2, 2017 (Petition Date) through December 31, 2017, KB has incurred approximately \$31,890 in attorney fees and \$3,048.19 in costs on behalf of Mesa. In

addition to its retainer, KB has received post-petition payments in the amount of \$5,000. KB estimates that the total legal fees and costs for KB due from Mesa will increase by approximately an additional \$10,000 as of the estimated date on which the Plan will become effective. The fees could increase or decrease depending on the level of litigation over the Plan, Claims, and other matters pending before the Bankruptcy Court.

Mesa also retained Coan, Payton, & Payne, LLC (“Special Counsel”) to represent the Debtor with respect to litigation over the Debtor’s Commerce City Lease and its claims against Peninsula. The Debtor paid Special Counsel a pre-petition retainer in the amount of \$5,000. On December 14, 2017, the Debtor filed an Application for Interim Allowance and Payment of Fees for Special Counsel, seeking allowance and payment of fees in the amount of \$49,704.50, and costs in the amount of \$2,605.62. The Interim Fee Application is currently pending before the Court. The Debtor anticipates that Special Counsel’s fees and costs will increase by approximately \$10,000 through the Effective Date of the Plan depending on additional litigation regarding the Debtor’s assumption of the Commerce City Lease and the Peninsula Adversary.

2. Tax Claims

Tax Claims are any Claim of a governmental unit for taxes entitled to priority pursuant to 11 U.S.C. § 507(a)(8). The tax claims entitled to priority are as follows:

1. Internal Revenue Service (“IRS”)

The IRS filed Proof of Claim No. 3-2 asserting a Secured Claim provided for as Class 2 Secured Claim in the amount of \$2,933,100.41. The IRS also asserted a priority claim in the amount of \$122,209.36, which was not included in the Class 2 Claim. The Debtor is currently investigating the unsecured priority claim to determine whether all or a portion of this claim has been paid post-petition in the ordinary course of business. The priority claim will be paid in conjunction with the Class 2 Secured Claim. The IRS also asserted a general unsecured claim in the amount of \$41,370.48, which is treated as a Class 9 claim.

2. Colorado Department of Revenue (“CDR”)

The CDR filed Proof of Claim No. 1-3 asserting a secured claim in the amount of \$160,190, which is also entitled to priority. The CDR’s Claim is treated as the Class 3 Secured Claim.

3. New Mexico Taxation & Revenue Department (“NMTRD”)

The NMTRD filed Proof of Claim No. 4-3 asserting a secured claim in the amount of \$200,923.17, a separate priority claim in the amount of \$38,823.59, and a general unsecured claim in the amount of \$43,500.07. The Debtor disputes the amounts asserted by the NMTRD, and intends to file an Objection to the full allowance the NMTRD's claim. To the extent allowed, the secured claim is provided for as the Class 4 Secured Claim, and the priority claim will be paid in conjunction with the Class 4 Claim. The unsecured amount will be treated as a Class 9 claim.

4. Adams County and Valencia County

Adams County filed Proof of Claim No. 9-1 asserting a claim in the amount of \$7,781.88 which is secured by a statutory lien on the Debtor's property located in Adams County, Colorado and also entitled to priority. Valencia County similarity filed Proof of Claim No. 14-1 asserting a claim in the amount of \$14,571.17, which is also entitled to priority. These claims are treated as secured claims in Classes 5 and 6 respectively.

5. Arizona Department of Revenue

The Arizona Department of Revenue filed Proof of Claim No. 15-1 asserting a priority claim in the amount of \$4,081.75. This claim is treated as an unclassified priority claim.

6. Colorado Department of Labor and Unemployment

The Colorado Department of Labor and Unemployment filed Proof of Claim No. 2-1 asserting a claim in the amount of \$54,227.22 for unpaid unemployment insurance premiums. The Colorado Department of Labor and Unemployment's Claim is treated as unclassified priority claim.

7. New Mexico Department of Workforce Solutions

The New Mexico Department of Workforce Solutions filed Proof of Claim No. 5-1 asserting a claim in the amount of \$50,196.27. The New Mexico Department of Workforce Solutions' Claim is treated as unclassified priority claim.

3. Wage Claims

Wage Claims are the claims entitled to priority pursuant to 11 U.S.C. § 507(a)(4) and (a)(5) as unsecured claims for pre-petition wages and contributions to employee benefit plans up to the amount of \$12,850 for each individual. Mesa does not anticipate any Wage Claims.

B. Secured Claims.

A summary of the known Secured Claims for the Debtor's bankruptcy estate is set forth below.

1. Internal Revenue Service (Class 2). The IRS's claim is secured by a statutory lien on substantially all of the Debtor's assets pursuant to 26 U.S.C. § 6321. The IRS filed Proof of Claim No. 3-2 asserting a secured claim in the amount of \$2,933,100.41. The claim has been reduced by payments in the total amount of \$442,000 made to the IRS during the case under the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83).

2. Colorado Department of Revenue (Class 3). The CDR's claim is secured by a statutory lien on substantially all of the Debtor's assets located in the State of Colorado. The CDR filed Proof of Claim No. 1-3 asserting a secured claim in the amount of \$160,190. The claim has been reduced by payments in the total amount of \$27,045.60 made to the CDR during the case under the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83).

The Debtor believes that the CDR may be undersecured by the value of the collateral securing its claim. However, as set forth more fully in Section VI below, the Debtor's Plan proposes to treat the CDR as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the CDR's claim is valued in an amount higher than the secured claim of the IRS.

3. New Mexico Taxation and Revenue Department (Class 4). The NMTRD's claim is secured by a statutory lien on substantially all of the Debtor's assets located in the State of New Mexico. The NMTRD filed Proof of Claim No. 4-1 asserting a secured claim in the amount of \$200,923.14. The Debtor disputes this claim and intends to file an Objection to the full allowance of the claim. The claim has been reduced by payments in the total amount of \$29,600 made to the NMTRD during the case under the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83).

The Debtor believes that the NMTRD may be undersecured by the value of the collateral securing its claim. However, as set forth more fully in Section VI below, the Debtor's Plan proposes to treat the NMTRD as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the NMTRD's claim is valued in an amount higher than the secured claim of the IRS.

4. Adams County Treasurer (Class 5). The Adams County Treasurer's claim is secured by a statutory lien on the Debtor's assets located in Adams County, Colorado. The Adams County Treasurer filed Proof of Claim No. 9-1 asserting a secured claim in the amount of \$7,782.88.

The Debtor believes that the Adams County Treasurer may be undersecured by the value of the collateral securing its claim. However, as set forth more fully in Section VI below, the Debtor's Plan proposes to treat the Adams County Treasurer as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Adams County Treasurer's claim is valued in an amount higher than the secured claim of the IRS.

5. Valencia County Treasurer (Class 6). The Valencia County Treasurer's claim is secured by a statutory lien the Debtor's assets located in Valencia County, New Mexico. The Valencia County Treasurer filed Proof of Claim No. 14-1 asserting a secured claim in the amount of \$14,571.17.

The Debtor believes that the Valencia County Treasurer may be undersecured by the value of the collateral securing its claim. However, as set forth more fully in Section VI below, the Debtor's Plan proposes to treat the Valencia County Treasurer as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Valencia County Treasurer's claim is valued in an amount higher than the secured claim of the IRS.

6. Vertex Refining LA, LLC (Class 7). Vertex's claim is secured by a lien on the Debtor's inventory, equipment, and accounts pursuant to a Used Motor Oil Buy/Sell Contract and Security Agreement. Vertex filed Proof of Claim No. 19-1 asserting a secured claim in the amount of \$696,337.47. The claim has been reduced by the payments in the amount of \$40,000 made to Vertex during the case under the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83). The Debtor believes that Vertex's claim is undersecured by the value of the collateral.

7. Transwest Freightliner, LLC d/b/a Transwest Truck Trailer RV (Class 8). Transwest's claim is secured by a statutory lien on two tank trucks. On November 3, 2017, the Debtor and Transwest entered into a Stipulation for Turnover of Property, which the Court approved on December 1, 2017. Pursuant to the Stipulation, Transwest will have a secured claim

in the amount of \$23,000, which will be subordinated to any valid, prior liens on the tanker trucks. The amount of Transwest's claim will be reduced by payments made pursuant to the Stipulation upon approval by the Bankruptcy Court.

C. Executory Contracts and Unexpired Leases

Prior to the Effective Date of the Plan, the Debtor will file Motions to assume those executory contracts and unexpired leases which have not previously been assumed by Order of the Court. On the date of the entry of an Order confirming the Plan, Debtor shall be the holder of any and all right, title, and interest to the assumed leases and contracts, and as a result, such assumed leases and contracts shall be in full force and effect and shall be binding upon Debtor and the other parties thereto. Confirmation of the Plan shall constitute a determination that the payments to be made to said creditors pursuant to the Plan satisfy all conditions precedent to assumption and assignment set forth in 11 U.S.C. §§ 365(b) and (f).

As to any rejection of the leases and executory contracts, on the Effective Date of the Plan, the Debtor will file a Motion to reject any executory contracts and unexpired leases which it deems necessary and which have not been rejected by Order of the Court prior to the Confirmation Date. Executory contracts and unexpired leases will be rejected pursuant to the provisions of 11 U.S.C. § 365. Any executory contract or unexpired lease not assumed in accordance with the Plan shall be rejected. All proofs of claim with respect to claims arising from the rejection of any executory contract or unexpired lease shall be filed with the Court within twenty (20) days after the earlier of: (i) the date of the Court order approving the Debtor's rejection of such executory contract or unexpired lease; or (ii) the Confirmation Date. Any claims not filed within such time shall be forever barred against the Debtor, its estate, and property, and as a result, any such Claims shall be disallowed in full. Claims arising from such rejection, to the extent Allowed, shall be treated as non-priority unsecured Claims.

On July 28, 2017, the Debtor filed a Motion to Assume Non-Residential Real Property Lease Agreement for its facilities at 131 South 57th Avenue, Phoenix, Arizona

(“Arizona Lease”). The Court entered an Order authorizing the Debtor to assume the Arizona Lease on August 21, 2017.

On August 17, 2017, the Debtor filed a Motion to Assume Non-Residential Real Property Lease Agreement for its facilities at 6395 East 80th Avenue, Commerce City, Colorado 80022 (“Commerce City Lease”). Peninsula filed an Objection on August 31, 2017, asserting that the attached truck repair shop (“Truck Shop”) was not included in the Commerce City Lease. The Court held an evidentiary hearing on the Motion to Assume the Commerce City Lease on October 12, 2017 and October 26, 2017 to determine if the Debtor may assume the Commerce City Lease, and if the Truck Shop is included in the Commerce City Lease. The Court entered an Order Allowing: (I) Assumption of Sublease and (II) Opportunity for Further Briefing on Truck Shop Issue on December 15, 2017, pursuant to which the Debtor was authorized to assume its Sublease, as written, with Peninsula. The issue of whether the Debtor is entitled to possession of the truck shop under the Sublease remains pending before the Court.

The Debtor may be a party to certain executory contracts, including insurance contracts and/or utilities. To the extent the Debtor determines that such contracts are executory and subject to assumption or rejection, the Debtor will file appropriate Motions. To the extent any such contracts are assumed, the Debtor is current on payments and there will therefore be no cost to assume such contracts.

D. Non-Priority Unsecured Claims

The Debtor has a number of unsecured pre-petition date creditors, a list of which are attached hereto as Exhibit A. The Debtor has filed an Objection to the Proof of Claim filed by the Adams County Treasurer. If the Adams County Claim is disallowed in its entirety, the total amount of allowed unsecured claims will be \$748,980.46¹. If the claims are allowed, the total amount of the allowed unsecured claims will be approximately \$752,556.71.

VI. DESCRIPTION OF THE PLAN

A. General Description

¹ This amount does not include Vertex’s deficiency claim in the amount of approximately \$656,337.47 as set forth in Section VI below.

The Debtor filed its Plan of Reorganization with the United States Bankruptcy Court for the District of Colorado on October 25, 2017. The Plan provides for the reorganization of the Debtor under Chapter 11 of the Bankruptcy Code. Pursuant to the Plan, the Debtor shall restructure its debts and obligations and the Debtor shall continue to operate in the ordinary course of business. The Plan provides for the specification and treatment of all creditors and Interest holders of the Debtor. The Plan identifies whether each Class is impaired or unimpaired. A Class is unimpaired only if the Plan leaves unaltered the legal, equitable, or contractual obligations between the Debtor and the unimpaired claimants or Interest holders. The following is a brief summary of the Plan. The actual text of the Plan should be reviewed for more specific detail.

As provided in Section 1123(a)(1) of the Bankruptcy Code, the Priority Administrative and Tax Claims against the Debtor are not designated as classes unless otherwise specified. The holders of such Allowed Claims will be paid in full and are not entitled to vote on the Plan. The Plan divides the creditors into separate classes. The classes are set forth as follows:

Class 1 - All Allowed Unsecured Claims specified in Section 507(a)(4) and 507(a)(5) of the Code as having priority.

Class 2 – The Allowed Secured Claim held by the Internal Revenue Service.

Class 3 – The Allowed Secured Claim held by the Colorado Department of Revenue.

Class 4 – The Allowed Secured Claim held by the New Mexico Taxation & Revenue Department.

Class 5– The Allowed Secured Claim held by the Adams County Treasurer.

Class 6 – The Allowed Secured Claim held by the Valencia County Treasurer.

Class 7 – The Allowed Secured Claim held by Vertex Refining LA, LLC.

Class 8 – The Allowed Secured Claim held by Transwest Freightliner, LLC.

Class 9 – The Allowed Claims held by unsecured creditors.

Class 10 – The Interests in the Debtor.

B. The Claims

1. Unclassified Priority Claims

a. Administrative Claims

The holders of Allowed Claims of the type specified in Section 507(a)(2) of the Bankruptcy Code, including the costs and expenses of administration, shall receive cash equal to the Allowed amount of such Claim or a lesser amount or different treatment as may be acceptable and agreed to by the particular holders of such Claims. Such Claims shall be paid in full on the Effective Date, or treated as otherwise agreed by the particular holders of such Claims. Administrative Claims that are allowed by the Court after the Effective Date of the Plan shall be paid upon allowance or as otherwise agreed by the particular holders of such Claims.

All Administrative claims of professionals are subject to Court approval on notice to creditors with an opportunity for a hearing. Certain professional fees may be paid pursuant to interim fee applications and upon Court allowance. The professional fees set forth above and below are the total fees expected to remain in the case as of the estimated Confirmation Date of the Plan, assuming moderate litigation over the Plan and pending matters, and the payments that have been made during the case through retainers or otherwise.

Professional	Approximate fees & costs	Estimated fees & costs as of the estimated Confirmation Date (December 2017)
Kutner Brinen, P.C.	\$12,493.47 due as of 12-31-17 after application of the retainer and post-petition payments	Increase of approx. \$10,000 for bankruptcy legal services
Coan, Payton, & Payne, LLC	\$47,310.12 due as of 11-30-17 after application of retainer	Increase of approx. \$10,000 for litigation services

2. Tax Claims

Tax Claims are any Claim of a governmental unit for taxes entitled to priority pursuant to 11 U.S.C. § 507(a)(8). The Tax Claims will be paid in full on the Effective Date of the Plan, or in monthly payments over a period not to exceed five (5) years from the Petition Date, amortized with interest at the statutory rate. The total Tax Claims owed on the Effective Date and not provided for as secured creditors are as follows:

<u>Creditor</u>	<u>Proof of Claim</u>	<u>Amount</u>
Arizona Department of Revenue	15-1	\$4,081.75
Colorado Department of Labor & Employment	2-1	\$54,227.22
New Mexico Department of Workforce Solutions	5-1	\$50,196.27
Total		\$108,505.24

3. Classified Priority Claims

a. **Class 1 Priority Claims.** Allowed Class 1 Priority Claims shall be paid in full on the Effective Date. The Class 1 claims for certain pre-petition wages and employee Claims are more particularly described in Sections 507(a)(4) and 507(a)(5) of the Code. The Debtor does not anticipate any Class 1 Claims.

4. Secured Claims

a. **Internal Revenue Service (Class 2).** The Class 2 Secured Claim is impaired by the Plan. The principal amount of the Class 2 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 2 Claim shall bear interest at the applicable statutory rate of interest. The applicable statutory rate of interest as of the date of filing the Plan is 4% per annum. The Debtor shall pay continue to pay the Class 2 Claim \$55,250 per month in accordance with the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83) until paid in full. The Class 2 Claim will be paid in full no later than five (5) years following the Petition Date, on or before May 2, 2022.

b. **Colorado Department of Revenue (Class 3).** The Class 3 Secured Claim is impaired by the Plan. The principal amount of the Class 3 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 3 Claim shall bear interest at the applicable statutory rate of interest. The applicable statutory rate of interest as of the date of filing the Plan is 7% per annum. The Debtor shall pay continue to pay the Class 3 Claim \$3,380.70 per month in accordance with the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83) until paid in full. The Class 3

Claim will be paid in full no later than five (5) years following the Petition Date, on or before May 2, 2022.

The Debtor believes that the Class 3 Claim may be undersecured by the value of the collateral securing the Claim. However, the Debtor's Plan proposes to treat the Class 3 Claim as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Class 3 is determined to have a value higher than the first priority claim of the IRS. Furthermore, even if the Class 3 Claim is determined to be unsecured pursuant to 11 U.S.C. § 506, the Class 3 Claim is entitled to priority pursuant to 11 U.S.C. § 507(a)(8). The Debtor would therefore be required to pay the Class 3 Claim in full, with interest to accrue at a statutory rate, no later than five (5) years following the Petition Date, and as a result, the treatment of the Class 3 Claim would remain the same, save the Class 3 creditor retaining its lien. The Debtor therefore believes that treating the Class 3 Claim as fully secured is warranted in this case.

c. New Mexico Taxation & Revenue Department (Class 4). The Class 4 Secured Claim is impaired by the Plan. The principal amount of the Class 4 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 4 Claim shall bear interest at the applicable statutory rate of interest. The applicable statutory rate of interest as of the date of filing the Plan is 4% per annum. The Debtor shall pay continue to pay the Class 4 Claim \$3,700 per month in accordance with the Amended Stipulated Final Order Authorizing Use of Cash Collateral (Docket No. 83) until paid in full. The Class 4 Claim will be paid in full no later than five (5) years following the Petition Date, on or before May 2, 2022.

The Debtor believes that the Class 4 Claim may be undersecured by the value of the collateral securing the Claim. However, the Debtor's Plan proposes to treat the Class 4 Claim as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Class 4 is determined to have a value higher than the first priority claim of the IRS. Furthermore, even if the Class 4 Claim is determined to be unsecured pursuant to 11 U.S.C. § 506, the Debtor would nonetheless be required to pay the Class 4 Claim in full, with interest to accrue at a statutory rate, no later than five (5)

years following the Petition Date, and the treatment of the Class 4 Claim would therefore remain the same, save the Class 4 creditor retaining its lien. The Debtor therefore believes that treating the Class 4 Claim as fully secured is warranted in this case.

d. Adams County Treasurer (Class 5). The Class 5 Secured Claim is impaired by the Plan. The principal amount of the Class 5 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 5 Claim shall bear interest at a statutory rate of 12% per annum. The Debtor shall pay the Class 5 Claim in equal monthly installments beginning the first full month after the Effective Date until paid in full, no later than five (5) years following the Petition Date, on or before May 2, 2022.

The Debtor believes that the Class 5 Claim may be undersecured by the value of the collateral securing the Claim. However, the Debtor's Plan proposes to treat the Class 5 Claim as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Class 5 is determined to have a value higher than the first priority claim of the IRS. Furthermore, even if the Class 5 Claim is determined to be unsecured pursuant to 11 U.S.C. § 506, the Debtor would nonetheless be required to pay the Class 5 Claim in full, with interest to accrue at a statutory rate, no later than five (5) years following the Petition Date, and the treatment of the Class 5 Claim would therefore remain the same, save the Class 5 creditor retaining its lien. The Debtor therefore believes that treating the Class 5 Claim as fully secured is warranted in this case.

Assuming the Debtor's Plan is confirmed in March 2018, the Debtor anticipates that the payment on account of the Class 5 Claim will be approximately \$198.56 per month.

e. Valencia County Treasurer (Class 6). The Class 6 Secured Claim is impaired by the Plan. The principal amount of the Class 6 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 6 Claim shall bear interest at a statutory rate of 5% per annum. The Debtor shall pay the Class 6 Claim in equal monthly installments

beginning the first full month after the Effective Date until paid in full, no later than five (5) years following the Petition Date, on or before May 2, 2022.

The Debtor believes that the Class 6 Claim may be undersecured by the value of the collateral securing the Claim. However, the Debtor's Plan proposes to treat the Class 6 Claim as fully secured to ensure that statutory rights are preserved to the extent the collateral securing the Class 6 is determined to have a value higher than the first priority claim of the IRS. Furthermore, even if the Class 6 Claim is determined to be unsecured pursuant to 11 U.S.C. § 506, the Debtor would nonetheless be required to pay the Class 6 Claim in full, with interest to accrue at a statutory rate, no later than five (5) years following the Petition Date, and the treatment of the Class 6 Claim would therefore remain the same, save the Class 6 creditor retaining its lien. The Debtor therefore believes that treating the Class 6 Claim as fully secured is warranted in this case.

Assuming the Debtor's Plan is confirmed in March 2018, the Debtor anticipates that the payment on account of the Class 6 Claim will be approximately \$323.44 per month.

f. Vertex Refining LA, LLC (Class 7). The Class 7 Secured Claim is impaired by the Plan. On the Effective Date of the Plan, the Class 7 Claim shall be determined to be unsecured pursuant to 11 U.S.C. § 506, as the value of the collateral securing the Class 7 Claim does not exceed the amount of the Class 2 through 6 Claims. The amount of the Class 7 Claim shall be allowed in the amount owed on the Confirmation Date of the Plan and treated as a Class 9 general unsecured claim.

g. Transwest Freightliner, LLC d/b/a Transwest Truck Trailer RV (Class 8). The Class 8 Secured Claim is impaired by the Plan. The principal amount of the Class 8 claim will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim in accordance with the Stipulation for Turnover of Property which was approved by the Court on December 1, 2017 and shall be paid in accordance with the Stipulation for Turnover of Property until paid in full.

5. General Unsecured Claims.

The Class 9 claimants shall receive a pro-rata distribution of monthly payments in the amount necessary to pay all Class 9 Claims in full over five (5) years from the Effective Date of the Plan, with interest at a rate of 3% per annum. Prior to the Effective Date of the Plan, the Debtor shall also reach an agreement with Lawrence Meers pursuant to which Mr. Meers will agree to waive distribution on account of his Class 9 Claim in the amount of \$232,661.56 until all other Class 9 Claims are paid in full.

Assuming the total amount of Class 9 Claims, including the unsecured deficiency claim of Vertex and excluding the claim of Mr. Meers, is \$1,176,232.60, unsecured creditors will receive a pro rata distribution of monthly \$21,135.36. The Proof of Claim No. 10-1 is disallowed in its entirety, the total amount of Class 9 Claims will be reduced to \$1,172,656.40, and Class 9 creditors will receive a pro rata distribution of monthly payments in the amount of \$21,071.10.

6. Interests.

Class 10, Interests in Mesa held by Meers. Class 10 includes the Interests in Mesa held by the pre-confirmation members. Class 10 is unimpaired by the Plan. On the Effective Date of the Plan all Class 10 interests in Mesa shall be retained by the existing interest holder subject to the terms of the Plan.

Unsecured creditors will be receiving an amount equal to the allowed amount of such claims as of the Effective Date of the Plan. As a result, the Plan complies with the absolute priority rule.

C. Management and Means for Execution of the Plan.

Pursuant to the Plan, the Debtor shall restructure its debts and obligations and Mesa will continue to operate in the ordinary course of business. Funding for the Plan shall be from income derived from Mesa's ongoing operations. Lawrence Meers shall continue as the President of Mesa. Mr. Meers is the founder of the Debtor, and is responsible for oversight of the Debtor as well as its day to day operations. As the President the Debtor, Mr. Meers will receive a salary in the amount of \$100,000 per year.

D. Default Provisions Under the Plan

In the event of a default by the Debtor under the Plan, creditors shall be entitled to enforce all rights and remedies against the Debtor for breach of contract, the Plan. Any secured creditor claiming a breach of the Plan by the Debtor will be able to enforce all of their rights and remedies including foreclosure of their deed of trust, security agreement, lien, or mortgage pursuant to the terms of such document. Any creditor claiming a breach by the Debtor must provide written notice to the Debtor of the claimed default, the notice must provide the Debtor a thirty (30) day period within which to cure the claimed default, unless a longer period is specified elsewhere in the Plan. Upon the Debtor's failure to cure the default within such thirty (30) day period, the creditor may proceed to exercise their rights and remedies.

VII. PLAN FEASIBILITY

The Debtor's Plan is feasible based upon the Debtor's operations during the course of the Debtor's case. Profit and Loss Statements from the Debtor's Monthly Operating Reports for May through November 2017 are attached hereto as Exhibit C. As evidenced by the Debtor's Monthly Operating Reports, the Debtor has improved its operations during the course of its Chapter 11 case. From May through November, the Debtor has averaged a net income of \$83,321.69 per month while maintaining payments to several taxing authorities, including the IRS, the CDR, the NMTRD, and Vertex.

The Debtor has prepared projections, attached hereto as Exhibit B, which reflect a conservative prediction of the Debtor's operations during the term of the Plan. As evidenced by the projections, the Debtor anticipates that its income will be positive each year of the Plan, and will generate sufficient revenue to meet its obligations under the Plan and pay unsecured creditors in full.

VIII. RISK TO CREDITORS

This Disclosure Statement contains statements which look into the future. There is no way to determine the accuracy of these statements. While the Debtor has made its best efforts to maximize its revenue streams, if the price of oil drops substantially, the Debtor may not be able to meet its projected revenue and may be unable to make its Plan payments. The Debtor could also experience losses from severe weather events that hamper its operations. The Debtor has

attempted to be conservative in its analysis and believes that the Plan as proposed offers the best option for creditors. The principal alternative to the Debtor's reorganization under Chapter 11 is a conversion of the case to Chapter 7 of the Bankruptcy Code. As set forth in Section X below, liquidation of the Debtor will assure a distribution to unsecured creditors less than that proposed by the Plan

IX. TAX CONSEQUENCE

The Debtor is not providing tax advice to creditors or interest holders. **U.S. Treasury Regulations require you to be informed that, to the extent this section includes any tax advice, it is not intended or written by Debtor or its counsel to be used, and cannot be used, for the purpose of avoiding federal tax penalties.** Each party affected by the Plan should consult its own tax advisor for information as to the tax consequences of Plan confirmation. Generally, unsecured creditors should have no tax liabilities as a result of Plan confirmation. The recovery of each creditor is payment on account of a debt and generally not taxable, unless the creditor wrote off the debt against income in a prior year. In such cases, income may have to be recognized. Interest holders may have very complicated tax effects as a result of Plan confirmation. Pursuant to 11 U.S.C. § 1146(c), the issuance, transfer, or exchange of notes or equity securities under the Plan by the Debtor, the creation of any mortgage, deed of trust, or other security interest, the making or assignment of any lease or the making or delivery of any deed or instrument of transfer therewith, in furtherance of, or in connection with, the Plan or the Agreements shall not be subject to any stamp, real estate transfer, mortgage recording, or other similar tax.

X. LIQUIDATION ANALYSIS

The principal alternative to a debtor's reorganization under Chapter 11 is a conversion of the case to Chapter 7 of the Bankruptcy Code. Chapter 7 is the only alternative for Mesa under the Bankruptcy Code. Chapter 7 requires the liquidation of the debtor's assets by a Trustee who is appointed by the United States Trustee's office. In a Chapter 7 case, the Chapter 7 Trustee would take over control of the debtor's assets. The assets would be liquidated and the proceeds distributed to creditors in the order of their priorities. In this case, all of the Debtor's assets are encumbered by liens or subject to priority claims. As a result, the unsecured creditors would not

receive anything in a Chapter 7. In contrast, the Debtor's proposed Plan of Reorganization anticipates paying Class 9 unsecured creditors in full over five (5) years with interest at a rate of 3% per annum.

XI. SIGNIFICANT EVENTS DURING THE CHAPTER 11 CASE

During the course of the Chapter 11 case Mesa has met its requirements with respect to filing documents, monthly reporting, and attending creditors meetings, and has complied with the Bankruptcy Code.

A. Authority to Use Cash Collateral

On May 3, 2017, the Debtor filed a Motion for Authority to Use Cash Collateral, seeking authorization to use cash and accounts in which certain secured parties, including the IRS, the CDR, and Vertex had an interest. On May 5, 2017, the Court held a hearing on the Debtor's interim use of cash collateral, after which the court entered an Interim Order Authorizing Use of Cash Collateral. A final hearing on the Debtor's use of cash collateral was held on May 18, 2017. On May 19, 2017, the Court entered a Stipulated Final Order Authorizing Use of Cash Collateral. Pursuant to the Stipulated Final Order, the Debtor commenced making monthly adequate protection payments to the IRS in the amount of \$55,250, to the CDR in the amount of \$3,380.70, and to Vertex in the amount of \$5,000.

On June 12, 2017, after identifying that the NMTRD may have an interest in the Debtor's cash and accounts, the Debtor filed a Motion to Amend the Stipulated Final Order Authorizing Use of Cash Collateral. The Court entered the Amended Stipulated Final Order on June 13, 2017 *nunc pro tunc* to May 18, 2017. Pursuant to the Amended Stipulated Final Order, the Debtor commenced making monthly adequate protection payments to the NMTRD in the amount of \$3,700.

On September 15, 2017, the Debtor filed a Motion for Extension of the Amended Stipulated Final Order Authorizing Use of Cash Collateral, seeking to extend its use of cash collateral through at least December 31, 2017. No objections were filed, the Court entered an Order Authorizing Continued Use of Cash Collateral Pursuant to Amended Stipulated Final Order Authorizing Use of Cash Collateral on October 4, 2017 *nunc pro tunc* to September 30, 2017. At all times relevant hereto, the Debtor has complied with the Amended Stipulated Final Order.

B. Assumption of Leases

Pre-petition, the Debtor was a party to two leases for nonresidential real property. On July 28, 2017, the Debtor filed a Motion to Assume Non-Residential Real Property Lease Agreement for the real property located at 131 South 57th Avenue, Phoenix, Arizona (“Arizona Lease”). The Court entered an Order Authorizing the Debtor to Assume the Non-Residential Real Property Lease Agreement for the Arizona Lease on August 21, 2017.

On August 17, 2017, the Debtor filed a Motion to Assume Non-Residential Real Property Sublease with respect to its facilities located at 6395 East 80th Avenue, Commerce City, Colorado (“Commerce City Lease”). The Motion to Assume further sought to set off the Debtor’s claims against the landlord, Peninsula, against the amounts owed for unpaid rent for May 2017. On August 31, 2017, Peninsula filed an Objection to Motion to Assume Non-Residential Real Property Sublease Agreement, asserting that the Debtor had defaulted under the Commerce City Lease by failing to pay certain late charges, and that the Debtor was attempting to assume a truck repair shop attached to the main building which was not property part of the Commerce City Lease.

On September 18, 2017, the Court held a Status Conference on the Debtor’s Motion to Assume the Commerce City Lease. Following the Status Conference, the Court set an evidentiary hearing on the issue of whether the Truck Shop was part of the Commerce City Lease, and the amount necessary to cure any arrears under the Commerce City Lease. The Court further required the Debtor to bring any claims against Peninsula by filing a separate adversary proceeding.

To expedite the Debtor’s assumption of the Commerce City Lease, on September 29, 2017, the Debtor filed a Motion to Deposit Cure Funds in Court Registry. The Court entered an Order granting the Motion on October 3, 2017, following which the Debtor deposited \$13,500 into the registry of the Bankruptcy Court. The Debtor and Peninsula subsequently stipulated to a cure amount of \$15,120. The Debtor subsequently deposited the remaining funds into the registry of the Court pending a decision on the Debtor’s Motion to Assume.

On October 12, 2017 and October 26, 2017, the Court held an evidentiary hearing on the Debtor’s Motion to Assume the Commerce City Lease. On November 2, 2017, the Debtor filed

its Brief and Closing Argument in Support of Debtor's Motion to Assume Non-Residential Real Property Sublease Agreement. On December 15, 2017, the Court entered an Order Allowing: (1) Assumption of Sublease and (2) Opportunity for Further Briefing on Truck Shop Issue, pursuant to which the Debtor was authorized to assume the Commerce City Lease in its current form and maintain its operations in Colorado. The Debtor's continued use and occupation of the truck shop remains pending before the Court.

C. Peninsula Adversary Proceeding

On September 22, 2017, Mesa filed a Complaint against Peninsula Holdings, LLC, Adversary Proceeding No. 17-01380-EEB. The Debtor's claims arise out of Peninsula's collections of certain rents owed to the Debtor by Rex Oil, Inc., a company that was subleasing the truck repair shop from Mesa. Peninsula further required the Debtor to pay certain real property taxes that Peninsula was required to pay under the Commerce City Lease. On October 23, 2017, Peninsula filed its Answer. The Peninsula Adversary is still pending before the Court. The Debtor is seeking damages in the amount of approximately \$28,000. The Debtor's claims against Peninsula, while related to the Debtor's sublease with Peninsula, are an entirely separate matter. If the Debtor loses on its claims against Peninsula, it will have no adverse consequences to its operations.

D. Transwest Adversary Proceeding

On August 31, 2017, the Debtor filed a Complaint to Compel Turnover of Property against Transwest, Adversary Proceeding No. 17-01360, seeking the return of two tanker trucks. Transwest had repaired the trucks on a pre-petition basis, and retained possession of the trucks post-petition. Transwest further asserted a statutory lien against the trucks. Transwest filed an Answer on October 2, 2017. On November 3, the Debtor and Transwest entered into a Stipulation for Turnover of Property, pursuant to which Transwest will return the trucks to the Debtor and will retain a lien on the trucks in the amount of \$23,000, subject to any valid prior liens. The Debtor is further required to pay Transwest \$4,000 upon approval of the Stipulation, and pay the remaining balance over 48 equal monthly payments.

The Debtor filed a Motion to Approve the Stipulation for Turnover of Property on November 3, 2017. The Court entered an Order Approving the Stipulation for Turnover of

Property on December 1, 2017. On December 18, 2017, the Debtor filed a Motion to Dismiss the Transwest Adversary Proceeding, which was granted on December 19, 2017.

Dated: January 16, 2018

MESA OIL, INC.

By: /s/ Lawrence Meers
Lawrence Meers, President

Kutner Brinen, P.C. ("KB") has acted as legal counsel to Mesa on bankruptcy matters during the chapter 11 case. KB has prepared this Disclosure Statement with information provided primarily by the Debtor. The information contained herein has been approved by the Debtor. KB has not made any independent investigation as to the veracity or accuracy of the statements contained herein. The Disclosure Statement is filed subject to the applicable provisions of Bankruptcy Rule 9011.

KUTNER BRINEN, P.C.

By: /s/ Keri L. Riley
Jeffrey S. Brinen, #20565
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EXHIBITS TO DISCLOSURE STATEMENT

- Exhibit A: List of unsecured creditor claims
- Exhibit B: Projections
- Exhibit C: Excerpts from Monthly Operating Reports
- Exhibit D: Liquidation Analysis

Exhibit A to Disclosure Statement

Creditor	Amount of Claim on Schedule F	Amount in Proof of Claim	Amount of Claim for Class 9 Analysis	Notes
Aircraft Service International	\$107,111.50		\$107,111.50	
American Fire Equipment Sales & Service	\$746.23		\$746.23	
Belfor Environmental	\$7,426.17		\$7,426.17	
Bender Environmental Consulting, Inc.	\$10,281.20		\$0.00	Scheduled as disputed
Clean Parts	\$78,902.27	\$96,306.39 (POC 21-1)	\$96,306.39	
Colorado Fluids, LLC	\$2,489.75		\$2,489.75	
Comcast Cable Communications Management	\$0.00		\$0.00	
Conant Law Firm, PLC	\$2,915.00		\$2,915.00	
Duffy Crane & Hauling, Inc.	\$4,499.92	\$4,499.92 (POC 8-1)	\$4,499.92	
Fleetcor	\$0.00	\$28,534.85 (POC 18-1)	\$22,500.00	Reduced pursuant to Order Disallowing, in Part, Claims Filed by Fleetcor Technologies Operating Company, LLC (Docket No. 183)
Girsh & Rottman, PC	\$24,594.30		\$24,594.30	
Hall Environmental	\$1,228.19		\$1,228.19	
J Edward Hollington	\$2,349.73	\$2,385.72 (POC 16-1)	\$2,385.72	
James R Campbell	\$28,361.98	\$29,098.78 (POC 17-1)	\$29,098.78	
John J. Belanger	\$0.00		\$0.00	
John's Mobile Wash, Inc.	\$1,969.00		\$1,969.00	
Lawrence Meers	\$232,661.56			Debtor will obtain an Agreement from Meers to waive distribution on account of his Class 9 Claim until all other Class 9 Claims are paid in full pursuant to the Plan
M&W Repair	\$637.47		\$637.47	
Merriam Law	\$4,653.50		\$4,653.50	
Montgomery & Andrews, PA	\$26,373.90		\$26,373.90	
Mountain States Contracting, Inc.	\$15,373.11	\$18,603.03 (POC 22-1)	\$18,603.03	
Neighborhood Nerds LLC	\$2,800.00		\$2,800.00	
Peninsula Holdings, LLC	\$0.00	\$13,050 (POC 20-1)	\$0.00	Paid in full from funds in court registry
Rio Energy	\$10,564.71		\$10,564.71	
Robbie Kayser	\$2,322.88		\$2,322.88	
Sno-White Linen/Uniform	\$267.00		\$267.00	

Exhibit A to Disclosure Statement

State of New Mexico Environmental Dept	\$1,907.00	\$1,907 (POC 12-1)	\$1,907.00	
State of New Mexico Environmental Dept	\$1,200.00	\$19,813.49 (POC 11-1)	\$19,813.49	Disputed; The Debtor intends to file an Objection to Proof of Claim No. 11-1
State of New Mexico Environmental Dept	\$21,000.00	\$21,000 (POC 13-1)	\$21,000.00	
Teletrac Inc	\$15,100.41		\$0.00	Scheduled as disputed
United Healthcare	\$12,604.24		\$12,604.24	
Uni-View, Inc.	\$795.60		\$795.60	
Wolf, Slatkin & Madison	\$3,717.50		\$3,717.50	
Ye Min Chuan	\$0.00		\$0.00	
IRS (Unsecured Claim)	\$0.00	\$41,370.48 (POC 3-2)	\$41,370.48	
New Mexico Taxation & Revenue Department (Unsecured Claim)	\$0.00	\$43,500.07 (POC 4-1)	\$43,500.07	
FedEx Corporate Solutions	\$0.00	\$1,206.03 (POC 6-1)	\$1,206.03	
American Home Insurance Company	\$0.00	\$20,342 (POC 7-1)	\$0.00	Disallowed pursuant to Order Disallowing Claim Filed by American Home Assurance Company
Adams County Treasurer (Unsecured Claim)	\$0.00	\$3,576.22 (POC 10-1)	\$3,576.22	Disputed; Objection to Proof of Claim currently pending before the Court
Arizon Department of Revenue (Unsecured Claim)	\$0.00	\$911.08 (POC 15-1)	\$911.08	
Vertex Refining LA, LLC		\$696,337.47 (POC 19-1)	\$656,337.47	Decrease in claim amount attributed to \$40,000 in adequate protection payments paid during pending bankruptcy case
Total			\$1,176,232.62	

Exhibit B

Sales, Net		Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Total
4005	Residual Fuel Sales	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$360,000.00
4030	Drip Condensate Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4032	Clor D Tect Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4034	Drum Recycling Sales	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	\$3,600.00
4050	Used Oil Recycling Sales	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	\$840,000.00
4057	Rental Income	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	\$86,400.00
4060	Sales Discounts	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(\$18,000.00)
4070	Sales Returns & Allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4085	Used Oil Coolant Recycle Sales	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4090	Oily Water Recycling Sales	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	\$480,000.00
4091	Used Oil Absorbant Recycling	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4092	Grease Recycling Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4093	Recycled Steel Sales	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4100	Oil Filter Recycling Sales	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	\$180,000.00
4000	Burner Fuel Sales	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	\$2,410,800.00
4001	Freight Income	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4042	Tank Storage Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4084	Parts Cleaner Service Sales	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	\$102,000.00
	Total Sales	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Total Sales Net	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Oil Transportation													
6055	Truck Leasing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6100	Railcar Rental	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(\$26,400.00)
6110	Railroad Freight	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(\$44,400.00)
7040	Permits, Licenses, Road & Fuel Taxes	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
8080	Truck Repairs & Maintenance	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(\$120,000.00)
8090	Truck Fuel	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(\$90,000.00)
	Total Oil Transportation	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(\$316,800.00)
	Salaries, Wages And Related (Plants)													
0-000-6002	Dispatch Salaries & Wages	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(\$195,000.00)
1-000-6010	Plant Wages NM	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(\$229,060.00)
2-000-6010	Plant Wages CO	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(\$131,300.00)
3-000-6010	Plant Wages AZ	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(\$46,800.00)
0-000-6020	Sales Wages	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
1-100-6030	Drivers Wages-NM Semi	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(\$134,680.00)
1-200-6030	Drivers Wages-NM Oil Coll	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(\$229,996.00)
2-100-6030	Drivers Wages-CO Semi	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-200-6030	Drivers Wages-CO Oil Coll	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(\$299,520.00)
3-300-6030	Drivers Wages-AZ Oil Coll	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(\$99,072.00)
0-000-6260	Driver's Expenses	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
2-100-6261	Marketing Travel Expenses	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(\$8,400.00)
2-300-6261	Marketing Vehicle Expenses	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(\$9,000.00)
2-400-6261	Marketing Entertainment Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-300-6030	Drivers Wages-AZ Semi	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(\$80,184.00)
0-000-6040	Payroll Taxes	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(\$162,000.00)
	Total Salaries, Wages And Related	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(\$1,673,012.00)
	Oil Processing													
5000	Used Oil Purchase	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6130	Residual Fuel Purchase	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
5030	Water Disposal	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
5033	Plant Processing Costs	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(\$30,000.00)
5002	Tech Support Expense	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
6170	Lab Tests	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(\$6,000.00)

[illegible]

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Sales, Net		Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Total
4005	Residual Fuel Sales	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$360,000.00
4030	Drip Condensate Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4032	Clor D Tect Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4034	Drum Recycling Sales	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	\$3,600.00
4050	Used Oil Recycling Sales	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	\$840,000.00
4057	Rental Income	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	\$86,400.00
4060	Sales Discounts	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(\$18,000.00)
4070	Sales Returns & Allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4085	Used Oil Coolant Recycle Sales	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4090	Oily Water Recycling Sales	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	\$480,000.00
4091	Used Oil Absorbant Recycling	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4092	Grease Recycling Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4093	Recycled Steel Sales	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4100	Oil Filter Recycling Sales	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	\$180,000.00
4000	Burner Fuel Sales	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	\$2,410,800.00
4001	Freight Income	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4042	Tank Storage Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4084	Parts Cleaner Service Sales	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	\$102,000.00
	Total Sales	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Total Sales Net	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Oil Transportation													
6055	Truck Leasing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6100	Railcar Rental	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(\$26,400.00)
6110	Railroad Freight	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(\$44,400.00)
7040	Permits, Licenses, Road & Fuel Taxes	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
8080	Truck Repairs & Maintenance	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(\$120,000.00)
8090	Truck Fuel	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(\$90,000.00)
	Total Oil Transportation	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(\$316,800.00)
	Salaries, Wages And Related (Plants)													
0-000-6002	Dispatch Salaries & Wages	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(\$195,000.00)
1-000-6010	Plant Wages NM	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(\$229,060.00)
2-000-6010	Plant Wages CO	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(\$131,300.00)
3-000-6010	Plant Wages AZ	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(\$46,800.00)
0-000-6020	Sales Wages	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
1-100-6030	Drivers Wages-NM Semi	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(\$134,680.00)
1-200-6030	Drivers Wages-NM Oil Coll	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(\$229,996.00)
2-100-6030	Drivers Wages-CO Semi	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-200-6030	Drivers Wages-CO Oil Coll	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(\$299,520.00)
3-300-6030	Drivers Wages-AZ Oil Coll	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(\$99,072.00)
0-000-6260	Driver's Expenses	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
2-100-6261	Marketing Travel Expenses	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(\$8,400.00)
2-300-6261	Marketing Vehicle Expenses	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(\$9,000.00)
2-400-6261	Marketing Entertainment Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-300-6030	Drivers Wages-AZ Semi	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(\$80,184.00)
0-000-6040	Payroll Taxes	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(\$162,000.00)
	Total Salaries, Wages And Related	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(\$1,673,012.00)
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Sales, Net		Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Total
4005	Residual Fuel Sales	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$360,000.00
4030	Drip Condensate Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4032	Clor D Tect Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4034	Drum Recycling Sales	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	\$3,600.00
4050	Used Oil Recycling Sales	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	\$840,000.00
4057	Rental Income	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	\$86,400.00
4060	Sales Discounts	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(\$18,000.00)
4070	Sales Returns & Allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4085	Used Oil Coolant Recycle Sales	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4090	Oily Water Recycling Sales	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	\$480,000.00
4091	Used Oil Absorbant Recycling	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4092	Grease Recycling Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4093	Recycled Steel Sales	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4100	Oil Filter Recycling Sales	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	\$180,000.00
4000	Burner Fuel Sales	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	\$2,410,800.00
4001	Freight Income	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4042	Tank Storage Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4084	Parts Cleaner Service Sales	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	\$102,000.00
	Total Sales	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Total Sales Net	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Oil Transportation													
6055	Truck Leasing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6100	Railcar Rental	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(\$26,400.00)
6110	Railroad Freight	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(\$44,400.00)
7040	Permits, Licenses, Road & Fuel Taxes	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
8080	Truck Repairs & Maintenance	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(\$120,000.00)
8090	Truck Fuel	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(\$90,000.00)
	Total Oil Transportation	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(\$316,800.00)
	Salaries, Wages And Related (Plants)													
0-000-6002	Dispatch Salaries & Wages	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(\$195,000.00)
1-000-6010	Plant Wages NM	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(\$229,060.00)
2-000-6010	Plant Wages CO	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(\$131,300.00)
3-000-6010	Plant Wages AZ	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(\$46,800.00)
0-000-6020	Sales Wages	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
1-100-6030	Drivers Wages-NM Semi	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(\$134,680.00)
1-200-6030	Drivers Wages-NM Oil Coll	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(\$229,996.00)
2-100-6030	Drivers Wages-CO Semi	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-200-6030	Drivers Wages-CO Oil Coll	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(\$299,520.00)
3-300-6030	Drivers Wages-AZ Oil Coll	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(\$99,072.00)
0-000-6260	Driver's Expenses	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
2-100-6261	Marketing Travel Expenses	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(\$8,400.00)
2-300-6261	Marketing Vehicle Expenses	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(\$9,000.00)
2-400-6261	Marketing Entertainment Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-300-6030	Drivers Wages-AZ Semi	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(\$80,184.00)
0-000-6040	Payroll Taxes	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(\$162,000.00)
	Total Salaries, Wages And Related	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(\$1,673,012.00)
	Oil Processing													
5000	Used Oil Purchase	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6130	Residual Fuel Purchase	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
5030	Water Disposal	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
5033	Plant Processing Costs	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)	(\$30,000.00)
5002	Tech Support Expense	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
6170	Lab Tests	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(500.00)	(\$6,000.00)

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Sales, Net		Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Total
4005	Residual Fuel Sales	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$360,000.00
4030	Drip Condensate Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4032	Clor D Test Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4034	Drum Recycling Sales	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	300.00	\$3,600.00
4050	Used Oil Recycling Sales	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	70,000.00	\$840,000.00
4057	Rental Income	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	7,200.00	\$86,400.00
4060	Sales Discounts	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)	(\$18,000.00)
4070	Sales Returns & Allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4085	Used Oil Coolant Recycle Sales	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4090	Oily Water Recycling Sales	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00	\$480,000.00
4091	Used Oil Absorbant Recycling	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	\$48,000.00
4092	Grease Recycling Sales	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	200.00	\$2,400.00
4093	Recycled Steel Sales	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4100	Oil Filter Recycling Sales	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	\$180,000.00
4000	Burner Fuel Sales	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	200,900.00	\$2,410,800.00
4001	Freight Income	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	\$36,000.00
4042	Tank Storage Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
4084	Parts Cleaner Service Sales	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	8,500.00	\$102,000.00
	Total Sales	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Total Sales Net	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	384,800.00	\$4,617,600.00
	Oil Transportation													
6055	Truck Leasing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
6100	Railcar Rental	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(2,200.00)	(\$26,400.00)
6110	Railroad Freight	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(3,700.00)	(\$44,400.00)
7040	Permits, Licenses, Road & Fuel Taxes	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(3,000.00)	(\$36,000.00)
8080	Truck Repairs & Maintenance	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(10,000.00)	(\$120,000.00)
8090	Truck Fuel	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(7,500.00)	(\$90,000.00)
	Total Oil Transportation	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(26,400.00)	(\$316,800.00)
	Salaries, Wages And Related (Plants)													
0-000-6002	Dispatch Salaries & Wages	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(15,000.00)	(15,000.00)	(15,000.00)	(22,500.00)	(15,000.00)	(\$195,000.00)
1-000-6010	Plant Wages NM	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(17,620.00)	(17,620.00)	(17,620.00)	(26,430.00)	(17,620.00)	(\$229,060.00)
2-000-6010	Plant Wages CO	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(10,100.00)	(10,100.00)	(10,100.00)	(15,150.00)	(10,100.00)	(\$131,300.00)
3-000-6010	Plant Wages AZ	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(3,600.00)	(3,600.00)	(3,600.00)	(5,400.00)	(3,600.00)	(\$46,800.00)
0-000-6020	Sales Wages	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
1-100-6030	Drivers Wages-NM Semi	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(10,360.00)	(10,360.00)	(10,360.00)	(15,540.00)	(10,360.00)	(\$134,680.00)
1-200-6030	Drivers Wages-NM Oil Coll	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(17,692.00)	(17,692.00)	(17,692.00)	(26,538.00)	(17,692.00)	(\$229,996.00)
2-100-6030	Drivers Wages-CO Semi	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-200-6030	Drivers Wages-CO Oil Coll	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(23,040.00)	(23,040.00)	(23,040.00)	(34,560.00)	(23,040.00)	(\$299,520.00)
3-300-6030	Drivers Wages-AZ Oil Coll	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(7,621.00)	(7,621.00)	(7,621.00)	(11,431.00)	(7,621.00)	(\$99,072.00)
0-000-6260	Driver's Expenses	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(4,000.00)	(\$48,000.00)
2-100-6261	Marketing Travel Expenses	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(700.00)	(\$8,400.00)
2-300-6261	Marketing Vehicle Expenses	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(750.00)	(\$9,000.00)
2-400-6261	Marketing Entertainment Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$0.00
2-300-6030	Drivers Wages-AZ Semi	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(6,168.00)	(6,168.00)	(6,168.00)	(9,252.00)	(6,168.00)	(\$80,184.00)
0-000-6040	Payroll Taxes	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(12,000.00)	(21,000.00)	(12,000.00)	(\$162,000.00)
	Total Salaries, Wages And Related	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(128,651.00)	(128,651.00)	(128,651.00)	(193,251.00)	(128,651.00)	(\$1,673,012.00)

[illegible]

DEBTOR(S): Mesa Oil, Inc.

CASE NO:

17-14004-EEB

Form 2-C
COMPARATIVE BALANCE SHEET
 For Period Ended: 5/31/2017

Exhibit C

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 85021.97	\$ 19707.39
Accounts Receivable (from Form 2-E)	288086.12	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	846258.59	800,863.00
Other Current Assets :(List) <u>Lease deposit</u>	13500	13500
	0	0
Total Current Assets	\$ <u>1232866.68</u>	\$ <u>1152326.39</u>
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	<u>4810795</u>	<u>4810795</u>
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ <u>263901</u>	\$ <u>263901</u>
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ <u><u>1496767.68</u></u>	\$ <u><u>1416227.39</u></u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 102632.3	\$ 0
Post-petition Accrued Profesional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	7886.54	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ <u>110518.84</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt	3953489	3953489
Priority Debt	331530	331530
Unsecured Debt	0	703,203
Total Pre Petition Liabilities	\$ <u>4285019</u>	\$ <u>4988222</u>
TOTAL LIABILITIES	\$ <u><u>4395537.84</u></u>	\$ <u><u>4988222</u></u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	235889.5	171617.59
TOTAL OWNERS' EQUITY	\$ <u><u>-3636399.5</u></u>	\$ <u><u>-3700671.41</u></u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u><u>759138.34</u></u>	\$ <u><u>1287550.59</u></u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

Rev. 1/15/14

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 5/2/2017 to 5/31/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 372946.16	\$ 0
Less: Discounts, Returns and Allowances	(2409.05)	(0)
Net Operating Revenue	\$ 370537.11	\$ 0
Cost of Goods Sold	106389.06	0
Gross Profit	\$ 264148.05	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	169006.92	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 198199.24	\$ 0
Operating Income (Loss)	\$ 65948.81	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	-301	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ -301	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 65647.81	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 65647.81	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

Rev. 1/15/14

DEBTOR(S): Mesa Oil, Inc.

CASE NO:

17-14004-EEB

Form 2-C
COMPARATIVE BALANCE SHEET
 For Period Ended: 6/30/2017

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 25533.91	\$ 19707.39
Accounts Receivable (from Form 2-E)	359262.24	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	627807.38	800,863.00
Other Current Assets (List) <u>Lease deposit</u>	0	13500
	0	0
Total Current Assets	\$ <u>1012603.53</u>	\$ <u>1152326.39</u>
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	<u>4810795</u>	<u>4810795</u>
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ <u>263901</u>	\$ <u>263901</u>
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ <u><u>1276504.53</u></u>	\$ <u><u>1416227.39</u></u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 98311.84	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	7994.81	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ <u>106306.65</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt	3887160.1	3953489
Priority Debt	327831.05	331530
Unsecured Debt	0	703,203
Total Pre Petition Liabilities	\$ <u>4214991.15</u>	\$ <u>4988222</u>
TOTAL LIABILITIES	\$ <u><u>4321297.8</u></u>	\$ <u><u>4988222</u></u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	290587.2	171617.59
TOTAL OWNERS' EQUITY	\$ <u><u>-3581701.8</u></u>	\$ <u><u>-3700671.41</u></u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u><u>739596</u></u>	\$ <u><u>1287550.59</u></u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 6/1/2017 to 6/30/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 504178.67	\$ 0
Less: Discounts, Returns and Allowances	(2242.67)	(0)
Net Operating Revenue	\$ 501936	\$ 0
Cost of Goods Sold	141242.04	0
Gross Profit	\$ 360693.96	\$ 0
Operating Expenses		
Officer Compensation	\$ 11538.48	\$ 0
Selling, General and Administrative	261725.73	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 294764.21	\$ 0
Operating Income (Loss)	\$ 65929.75	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	314.19	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 314.19	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 10292.58	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 10292.58	\$ 0
Net Income (Loss) Before Income Taxes	\$ 55951.36	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 55951.36	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR(S): Mesa Oil, Inc.

CASE NO:

17-14004-EEB

Form 2-C

COMPARATIVE BALANCE SHEET

For Period Ended: 7/31/2017

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 55111.36	\$ 15303
Accounts Receivable (from Form 2-E)	341624.51	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	623056.11	800,863.00
Other Current Assets : (List) <u>Lease deposit</u>	13500	13500
	0	0
Total Current Assets	\$ 1033291.98	\$ 1147922
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	4810795	4810795
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ 263901	\$ 263901
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ 1297192.98	\$ 1411823
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 85835.56	\$ 0
Post-petition Accrued Profesional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ 85835.56	\$ 0
Pre Petition Liabilities:		
Secured Debt	3820831	3953489
Priority Debt	324231	331530
Unsecured Debt	0	703,203
Total Pre Petition Liabilities	\$ 4145062	\$ 4988222
TOTAL LIABILITIES	\$ 4230897.56	\$ 4988222
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 3873289
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ -3872289	\$ -31500
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 358608.56	\$ 4956722

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

Rev. 1/15/14

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 7/1/2017 to 7/31/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 388834.02	\$ 0
Less: Discounts, Returns and Allowances	(1448.53)	(0)
Net Operating Revenue	\$ 387385.49	\$ 0
Cost of Goods Sold	83169.67	0
Gross Profit	\$ 304215.82	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	175496.94	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 204689.26	\$ 0
Operating Income (Loss)	\$ 99526.56	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	-389.4	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ -389.4	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 5869.84	\$ 0
Other Reorganization Expense	4875	0
Total Reorganization Expenses	\$ 10744.84	\$ 0
Net Income (Loss) Before Income Taxes	\$ 88392.32	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 88392.32	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

Rev. 1/15/14

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 8/31/2017

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 33756.37	\$ 19707.39
Accounts Receivable (from Form 2-E)	341455	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	669008.24	800,863.00
Other Current Assets :(List) Lease deposit	13500	13500
	0	0
Total Current Assets	\$ 1057719.61	\$ 1152326.39
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	4810795	4810795
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ 263901	\$ 263901
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ 1321620.61	\$ 1416227.39
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 80928	\$ 0
Post-petition Accrued Profesional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ 80928	\$ 0
Pre Petition Liabilities:		
Secured Debt	3277066.92	3953489
Priority Debt	0	331530
Unsecured Debt	1322136	703,203
Total Pre Petition Liabilities	\$ 4599202.92	\$ 4988222
TOTAL LIABILITIES	\$ 4680130.92	\$ 4988222
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ -3872289	\$ -3872289
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 807841.92	\$ 1115933

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 8/1/2017 to 8/31/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 368640.16	\$ 0
Less: Discounts, Returns and Allowances	(1627.55)	(0)
Net Operating Revenue	\$ 367012.61	\$ 0
Cost of Goods Sold	76553.09	0
Gross Profit	\$ 290459.52	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	167328.74	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list): <u>Legal</u>	1123.89	0
	<u>0</u>	<u>0</u>
Total Operating Expenses	\$ 197644.95	\$ 0
Operating Income (Loss)	\$ 92814.57	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	-317.35	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ -317.35	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 92497.22	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 92497.22	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

Rev. 1/15/14

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 9/30/2107

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 16659.39	\$ 19707.39
Accounts Receivable (from Form 2-E)	434228	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	614,180.34	800,863.00
Other Current Assets :(List) <u>Lease deposit</u>	13500	13500
	<u>0</u>	<u>0</u>
Total Current Assets	\$ <u>1,078,567.73</u>	\$ <u>1152326.39</u>
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	<u>4810795</u>	<u>4810795</u>
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ <u>263901</u>	\$ <u>263901</u>
Other Assets (List):	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
TOTAL ASSETS	\$ <u><u>1,342,468.73</u></u>	\$ <u><u>1416227.39</u></u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 69464	\$ 0
Post-petition Accrued Profesional Fees (from Form 2-E)	20942	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	\$ <u>90406</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt	3060217.46	3953489
Priority Debt	0	331530
Unsecured Debt	1322136	703,203
Total Pre Petition Liabilities	\$ <u>4382353.46</u>	\$ <u>4988222</u>
TOTAL LIABILITIES	\$ <u><u>4472759.46</u></u>	\$ <u><u>4988222</u></u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ <u><u>-3872289</u></u>	\$ <u><u>-3872289</u></u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u><u>600470.46</u></u>	\$ <u><u>1115933</u></u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 9/1/2017 to 9/30/2107

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 359862.17	\$ 0
Less: Discounts, Returns and Allowances	(1700.77)	(0)
Net Operating Revenue	\$ 358161.4	\$ 0
Cost of Goods Sold	107664.69	0
Gross Profit	\$ 250496.71	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	162441.5	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 191633.82	\$ 0
Operating Income (Loss)	\$ 58862.89	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	405.06	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 405.06	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 3655.64	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 3655.64	\$ 0
Net Income (Loss) Before Income Taxes	\$ 55612.31	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 55612.31	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

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DEBTOR(S): Mesa Oil, Inc.

CASE NO:

17-14004-EEB

Form 2-C
COMPARATIVE BALANCE SHEET
 For Period Ended: 10/31/2017

ASSETS	Current Month	Petition Date (1)
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 14778.51	\$ 19707.39
Accounts Receivable (from Form 2-E)	447287	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	503824.99	800,863.00
Other Current Assets :(List) <u>Lease deposit</u>	13500	13500
	<u>0</u>	<u>0</u>
Total Current Assets	\$ 979390.5	\$ 1152326.39
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	<u>4810795</u>	<u>4810795</u>
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ 263901	\$ 263901
Other Assets (List): <u></u>	0	0
	<u>0</u>	<u>0</u>
TOTAL ASSETS	\$ 1243291.5	\$ 1416227.39
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 44187	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	26835	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List): <u></u>	0	0
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	\$ 71022	\$ 0
Pre Petition Liabilities:		
Secured Debt	2997886	3953489
Priority Debt	0	331530
Unsecured Debt	1317156	703,203
Total Pre Petition Liabilities	\$ 4315042	\$ 4988222
TOTAL LIABILITIES	\$ 4386064	\$ 4988222
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ -3872289	\$ -3872289
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 513775	\$ 1115933

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

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DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 10/1/2017 to 10/31/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 405634.48	\$ 0
Less: Discounts, Returns and Allowances	(1595.55)	(0)
Net Operating Revenue	\$ 404038.93	\$ 0
Cost of Goods Sold	97070.74	0
Gross Profit	\$ 306968.19	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	169359.72	0
Rents and Leases	21500	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 198552.04	\$ 0
Operating Income (Loss)	\$ 108416.15	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	314.28	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 314.28	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 1859.83	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 1859.83	\$ 0
Net Income (Loss) Before Income Taxes	\$ 106870.6	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 106870.6	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

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DEBTOR(S): Mesa Oil, Inc.

CASE NO:

17-14004-EEB

Form 2-C

COMPARATIVE BALANCE SHEET

For Period Ended: ##### 11/30/17

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 136050.94	\$ 19707.39
Accounts Receivable (from Form 2-E)	327883	318,256.00
Receivable from Officers, Employees, Affiliates	0	0
Inventory	566689.21	800,863.00
Other Current Assets :(List) <u>Lease deposit</u>	13500	13500
	0	0
Total Current Assets	\$ 1044123.15	\$ 1152326.39
Fixed Assets:		
Land	\$ 188291	\$ 188291
Building	510622	510622
Equipment, Furniture and Fixtures	4111882	4111882
Total Fixed Assets	4810795	4810795
Less: Accumulated Depreciation	(4546894)	(4546894)
Net Fixed Assets	\$ 263901	\$ 263901
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ 1308024.15	\$ 1416227.39
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 9446	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	4250	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ 13696	\$ 0
Pre Petition Liabilities:		
Secured Debt	2935556	3953489
Priority Debt	0	331530
Unsecured Debt	1317156	703,203
Total Pre Petition Liabilities	\$ 4252712	\$ 4988222
TOTAL LIABILITIES	\$ 4266408	\$ 4988222
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 32500	\$ 32500
Retained Earnings - Prepetition	-3904789	-3904789
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ -3872289	\$ -3872289
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 394119	\$ 1115933

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR(S): Mesa Oil, Inc.CASE NO: 17-14004-EEB

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 11/1/2017 to 11/30/2017

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 414611.9	\$ 0
Less: Discounts, Returns and Allowances	(2652.55)	(0)
Net Operating Revenue	\$ 411959.35	\$ 0
Cost of Goods Sold	91462.05	0
Gross Profit	\$ 320497.3	\$ 0
Operating Expenses		
Officer Compensation	\$ 7692.32	\$ 0
Selling, General and Administrative	163490.04	0
Rents and Leases	22169.13	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 193351.49	\$ 0
Operating Income (Loss)	\$ 127145.81	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	-332.18	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ -332.18	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 4033.41	\$ 0
Other Reorganization Expense Trustee fees	6500	0
Total Reorganization Expenses	\$ 10533.41	\$ 0
Net Income (Loss) Before Income Taxes	\$ 116280.22	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 116280.22	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

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Exhibit D

ASSET	VALUE	COST OF SALE/RECOVERY	NET VALUE
Wells Fargo Bank Account (as of 9-30-17)	\$16,659.39		
		\$0.00	\$16,659.39
Deposit held by Peninsula Holdings (Landlord) (Not collectible)	\$0.00		
		\$0.00	\$0.00
Deposit held by Southwest Gas Corp Utility	\$1,365.00	\$0.00	\$1,365.00
Deposit held by SRP Utility	\$2,000.00	\$0.00	\$2,000.00
Accounts Receivable (as of 9-30-17)	\$434,228.00	\$86,845.60	\$347,382.40
Inventory (as of 9-30-17)	\$614,180.34	\$122,836.07	\$491,344.27
Furniture, Fixtures, and Equipment	\$49,158.93	\$4,915.89	\$44,243.04
Trucks and Trailers	\$568,325.00	\$56,832.50	\$511,492.50
Personal Property Purchased from Clean Parts	\$182,853.90		
		\$18,285.39	\$164,568.51
Real Property Located at 20 Lucero Road, Belen, NM 87002	\$1,019,196.00		
		\$61,151.76	\$958,044.24
Company Website	\$0.00	\$0.00	\$0.00
Claims Against Peninsula Holdings (assumes full recovery)	\$28,211.91	\$11,284.76	\$16,927.15
Total			\$2,554,026.50
IRS Lien			\$2,933,100.41
Total Recovery for Remaining Creditors			(\$379,073.92)