

Fill in this information to identify the case:

Debtor 1 Limetree Bay Refining, LLC  
Debtor 2 \_\_\_\_\_  
(Spouse, if filing)  
United States Bankruptcy Court for the: Southern District of Texas, Houston Division  
Case number 21-32354

E-Filed on 08/05/2021  
Claim # 19

Official Form 410  
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor? Universal Plant Services (VI), LLC  
Name of the current creditor (the person or entity to be paid for this claim)  
Other names the creditor used with the debtor \_\_\_\_\_

2. Has this claim been acquired from someone else?  No  
 Yes. From whom? \_\_\_\_\_

3. Where should notices and payments to the creditor be sent?  
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
<u>Duston McFaul, Sidley Austin LLP</u> Name	<u>Ruben Kendrick, Jr., Universal Plant Services</u> Name
<u>1000 Louisiana, Suite 5900</u> Number Street	<u>4460 Highway 225</u> Number Street
<u>HOUSTON TX 77002</u> City State ZIP Code	<u>Deer Park TX 77536</u> City State ZIP Code
Contact phone <u>(713) 495-4500</u>	Contact phone <u>(281) 476-6000</u>
Contact email <u>dmcfaul@sidley.com</u>	Contact email <u>rkendrick@universalplant.com</u>
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	

4. Does this claim amend one already filed?  No  
 Yes. Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_  
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?  No  
 Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2:** Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?**  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. **How much is the claim?** \$ 30,119,936.40. **Does this amount include interest or other charges?**  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
See attached.

9. **Is all or part of the claim secured?**  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: See attached.  
**Basis for perfection:** See attached.  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ \_\_\_\_\_  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)  
**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable

10. **Is this claim based on a lease?**  No  
 Yes. **Amount necessary to cure any default as of the date of the petition.** \$ 0.00

11. **Is this claim subject to a right of setoff?**  No  
 Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check one:

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$3,025\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$13,650\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

Other. Specify subsection of 11 U.S.C. § 507(a)(    ) that applies.

Amount entitled to priority

\$                      0.00

\$                      0.00

\$                      0.00

\$                      0.00

\$                      0.00

\$                      0.00

\* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/05/2021  
MM / DD / YYYY

Ruben Kendrick, Jr.

Signature

Print the name of the person who is completing and signing this claim:

Name Ruben Kendrick, Jr.  
First name Middle name Last name

Title Senior Vice President and Chief Financial Officer

Company Universal Plant Services (VI), LLC  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 4460 Highway 225  
Number Street

Deer Park TX 77536  
City State ZIP Code

Contact phone (281) 479-6000 Email rkendrick@universalplant.com

Attachment 1 - Limetree Bay - UPS Addendum to POC.pdf

Description -

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

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In re:	§	
	§	Chapter 11
	§	
LIMETREE BAY SERVICES, LLC, <i>et al.</i> , <sup>1</sup>	§	Case No. 21-32351 (DRJ)
	§	
Debtors.	§	Jointly Administered
	§	

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**STATEMENT IN SUPPORT OF PROOF OF CLAIM  
OF UNIVERSAL PLANT SERVICES (VI), LLC**

This proof of claim (the “Proof of Claim”) is being filed in the above-captioned bankruptcy case by Universal Plant Services (VI), LLC (“UPS”) under that certain Term Services Agreement with Debtor Limetree Bay Refining, LLC (“LBR”), designated Contract No. LTR-139 (the “Contract”).

**Background and Nature of Claim**

1. UPS is a Houston-based privately-owned company with around 2,000 compensated personnel providing services to the refining, petrochemical, and power generation sectors.
2. On or about February 21, 2019, UPS and LBR entered into the Contract. Under the terms of the Contract, UPS agreed to perform services for the Debtors, including at times engaging over 250 personnel on-site at the Debtors’ refinery to install, uninstall, repair, and overhaul plant equipment, including fixed, rolling, rotating, reciprocating, and electrical equipment (including steam turbines). Such services improved the real property of the Debtors.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

3. Unpaid invoices delivered to LBR as early as August 26, 2020 with amounts due net 30 days from receipt of the approved invoices remain due and payable. Due to the Debtors' failure to remit payment, on June 15, 2021, UPS filed its *Notice of Claim of Construction Lien*, attached hereto as **Exhibit A**, with the Office of the Lieutenant Governor of the U.S. Virgin Islands (the "Notice of Lien"). The property upon which UPS has filed the Construction Lien (the "UPS Collateral") is described in further detail in the Notice of Lien and the Property Descriptions attached hereto as **Exhibit B**. With the filing of the Construction Lien, under the law of the U.S. Virgin Islands, the Construction Lien attached and was perfected. UPS is currently unaware of the value of the secured portion of its claim and reserves all of its rights thereto.

4. On July 12, 2021 (the "Petition Date"), LBR and its debtor affiliates (collectively, the "Debtors"), as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Chapter 11 Cases"), filed their petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

5. UPS asserts that the total amount owed to UPS as of the Petition Date is \$30,119,936.40, including accrued interest of \$2,754,396.80. UPS continued to perform services for the Debtors after the Petition Date and reserves all rights to seek payment of the postpetition amounts owed as an administrative priority claim or otherwise.

### **Reservation of Rights**

6. Due to the sheer volume of the documents and that all such materials are also in possession of the Debtors, related and supporting documents have not been filed with this Proof of Claim, but the Debtors have copies of the documents, and, subject to any confidentiality and other provisions with the Debtors, copies of such documents may be made available to parties in interest upon request by contacting counsel for UPS at Sidley Austin LLP, 1000 Louisiana Street,

Suite 5900, Houston, Texas 77002, Attn: Maegan Quejada (mquejada@sidley.com), (713) 495-4500.

7. UPS reserves the right to (i) amend, update and/or supplement this Proof of Claim at any time and in any respect, including without limitation to: (a) add or amend documents and other information, including for unpaid interest and fees; (ii) file additional proofs of claim for additional claims which may be based on the same or additional documents; and (iii) file requests for payment of administrative expenses in accordance with sections 503 and 507 of the Bankruptcy Code or the allowance of postpetition interest and fees in accordance with section 506(b) of the Bankruptcy Code.

8. UPS's claim is not subject to any setoff or counterclaim by the Debtors other than as described herein. UPS reserves any and all setoff rights to which it is entitled under section 553 of the Bankruptcy Code or otherwise.

9. Nothing contained in this Proof of Claim shall be construed as limiting UPS's rights, remedies, and interests under the Contract. To the extent of any conflict between the terms of this Proof of Claim and the terms and conditions of the Contract, the terms and conditions of the Contract, as applicable, shall govern.

10. The filing of this Proof of Claim shall not constitute any of the following: (i) a waiver or release of UPS's rights against any person, entity or property; (ii) a consent by UPS to the jurisdiction of the Bankruptcy Court with respect to the subject matter of this Proof of Claim, any objection or other proceeding commenced with respect thereto, or any other proceeding commenced in these cases against or otherwise involving UPS; (iii) a waiver of the right to move to withdraw the reference, or otherwise to challenge the jurisdiction of the Bankruptcy Court, with respect to the subject matter of this Proof of Claim, any objection or other proceeding commenced

with respect thereto, or any other proceeding commenced in these cases against or otherwise involving UPS, or to assert that the reference has already been withdrawn with respect to the subject matter of this Proof of Claim, any objection or other proceeding commenced with respect thereto, or any other proceeding commenced in these cases against or otherwise involving UPS; (iv) an election of remedies; or (v) a waiver of any past, present or future defaults under the Contract. UPS expressly reserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against UPS by the Debtors or by any trustee in bankruptcy.

11. All notices with respect to this Proof of Claim should be sent to:

Universal Plant Services (VI), LLC  
4460 Highway 225  
Deer Park, Texas 77536  
Attn: Ruben Kendrick, Jr.  
Email: rkendrick@universalplant.com  
Telephone: (281) 476-6000

With a copy to:

Duston McFaul  
Maegan Quejada  
Sidley Austin LLP  
1000 Louisiana Street Suite 5900  
Houston, Texas 77002  
Emails: dmcfaul@sidley.com  
mquejada@sidley.com  
Telephone: (713) 495-4500

*[Remainder of page intentionally left blank.]*



**Exhibit A**

**Notice of Lien**

(See attached.)



OFFICE OF THE LIEUTENANT GOVERNOR  
RECORDER OF DEEDS

JUN 15 2021

1105 King Street • Christiansted, Virgin Islands 00820 • 340.773.6449 • Fax 340.719.2355  
5049 Kongens Gade • Charlotte Amalie, Virgin Islands 00802 • 340.776-8505 • Fax 340.779.7825

RECORDER OF DEEDS-STX

NOTICE OF CLAIM OF CONSTRUCTION LIEN  
Pursuant to 28 V.I.C, Chapter 12

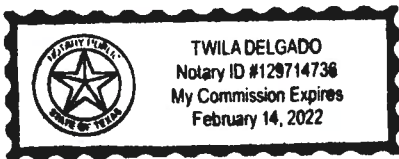
Notice: No construction lien may be recorded against the Government of the Virgin Islands. Attention is directed to all provisions of the Virgin Islands Code relating to duration of liens, additional notices, and necessity for timely filing of suit. Failure to file suit within the applicable time period may result in the Recorder striking the construction lien from the public record.

NAME OF LIEN FILER:	Universal Plant Services (VI), LLC
ADDRESS OF LIEN FILER:	806 Seaco Court, Deer Park, Texas 77536
NAME OF PERSON WITH WHOM LIEN FILER HAS A CONSTRUCTION CONTRACT:(please provide evidence of the contract):	Limetree Bay Refining, LLC 1 Estate Hope Christiansted, St. Croix, U.S. Virgin Islands
ADDRESS OF THE PROPERTY AGAINST WHICH LIEN IS FILED:	Remainder Refinery Plot #1, 1A and 1AB Estates Blessing & Hope, and Terminal Property, Plot 4 Estate Blessing, Christiansted, USVI *
IS THIS THE SAME ADDRESS WHERE SERVICES WERE RENDERED?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
NAME OF THE PROPERTY OWNER AGAINST WHOM LIEN IS BEING FILED:	Limetree Bay Terminals, LLC, 1 Estate Hope, Christiansted, USVI Limetree Bay Refining, LLC, 1 Estate Hope, Christiansted, USVI
DATE THE CONTRACT COMMENCED:	02/21/2019      DATE THE LAST SERVICES PERFORMED: Ongoing
TOTAL VALUE OF THE CONTRACT:	Based on Work Releases      \$26,263,226.16
DESCRIBE MATERIALS FURNISHED OR CONSTRUCTION SERVICES PERFORMED:	Man the machine, pump and motor shop for repairs, install repaired rotating equipment and overhaul larger rotating equipment; support repair of running equipment overhaul steam turbines
Lien is Claimed Pursuant to	1. ___ Notice of Commencement filed on _____, Recorder Doc. No. _____ 2. <input checked="" type="checkbox"/> On the basis of unpaid moneys due Lien Filer which became due as of <u>May 24, 2021</u> 3. ___ Payment bond filed with _____

Under penalty of perjury Lien Filer certifies that all information contained herein is accurate, and that a copy of the foregoing Notice of Claim of Construction Lien was served by  PERSONAL DELIVERY or  CERTIFIED MAIL (check all that apply) to person against whose interest lien is claimed on this 15<sup>th</sup> day of June, 2021. Please provide proof of service.

Signature of Lien Filer

Subscribed and sworn to before me this 8 day of June, 2021



Signature of Notary Public: Twila Delgado

\*Plots 2; 2-B and 3 Estate Blessing, Plots 3, 4, and 5 Estate Hope, Christiansted, USVI

**Exhibit B**

**Property Descriptions**

(See attached.)

Received by KP  
JUN 23 2021

Attachment to Notice of Claim of Construction Lien  
Lien Filer: Universal Plant Services (VI), LLC

#### Property Descriptions

Remainder of Refinery Plot No. 1, over portions of Estates Blessing and Hope, King and Queen Quarters, St. Croix, U.S. Virgin Islands, comprised of 114.9456 U.S. acres, as shown on OLG Drawing No. A9-140-C019, dated May 24, 2019.

Plot No. 1-A Estates Blessing and Hope, King and Queen Quarters, St. Croix, U.S. Virgin Islands, comprised of 53.3349 U.S. acres, as shown on OLG Drawing No. A9-140-C019, dated May 24, 2019.

Refinery Plot No. 1-AB, over portions of Estates Blessing and Hope, King and Queen Quarters, St. Croix, U.S. Virgin Islands, comprised of 6.8818 U.S. acres, as shown on OLG Drawing No. A9-140-C019, dated May 24, 2019.

Remainder of Refinery Plot No. 2, over portions of Estates Blessing, Hope and Jerusalem, King and Queen Quarters, St. Croix, U.S. Virgin Islands, comprised of 26.5670 U.S. acres, as shown on OLG Drawing No. A9-142-C019 dated May 30, 2019.

Plot No. 2-B, over portions of Estate Blessing, King and Queen Quarters, St. Croix, U.S. Virgin Islands, comprised of 0.4172 U.S. acres, as shown on OLG Drawing No. A9-142-C019, dated May 30, 2019 (To be joined in perpetuity with Terminal Plot 4).

Remainder of Refinery Plot No. 3, over portions of Estates Jerusalem, Figtree Hill and Castle Coakley Land, Queen Quarter, St. Croix, U.S. Virgin Islands, comprised of 184.4305 U.S. acres, as shown on OLG Drawing No. A9-141-C019, dated May 24, 2019.

Terminal Plot No. 4, over portions of Estate Blessing, Hope, Jerusalem and Figtree Hill, King and Queen Quarters, St. Croix, U.S. Islands, comprised of 386.444 U.S. acres, as shown on OLG Drawing No. A9-116-C016 dated June 24, 2016.

Plot No. 3 Estate Hope, Queen Quarter, St. Croix, U.S. Virgin Islands, comprised of 2.804 U.S. acres, as shown on OLG Drawing No. 277, dated May 15, 1952.

Plot No. 4 Estate Hope, Queen Quarter, St. Croix, U.S. Virgin Islands, comprised of 0.0281 U.S. acres, as shown on OLG Drawing No. 277, dated May 15, 1952.

Plot No. 5 Estate Hope, Queen Quarter, St. Croix, U.S. Virgin Islands, comprised of 0.0281 U.S. acres, as shown on OLG Drawing No. 277, dated May 15, 1952.