

00009360178

Filing Number: 801028941

111092901145

TX2011

VER. 2.0 05-102  
(9-09/29)**TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT**

To be filed by Corporations, Limited Liability Companies (LLCS) and Financial Institutions

This report **MUST** be signed and filed to satisfy franchise tax requirements

S-35859

(2)

Tcode 13196

Taxpayer number

32038462894

Report year

2011

*You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.*

Taxpayer name

COMPLETE VACUUM &amp; RENTAL, INC.

Mailing address

525 PARKS DRIVE

City

FRIERSON

State

LA

ZIP Code

71037

Plus 4

Secretary of State file number or  
Comptroller file number

801028941

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

525 PARKS DRIVE, FRIERSON, LA 71037

Principal place of business

525 PARKS DRIVE, FRIERSON, LA 71037

Please sign below!

Officer, director, and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.



3203846289411

**SECTION A** Name, title and mailing address of each officer, director or member.

Name

Title

Director

m m d d y y

☐ Yes Term expiration

State

ZIP Code

STEVEN KENT II

PRESIDENT

Mailing address

525 PARKS DRIVE

Name

Title

Director

m m d d y y

☐ Yes Term expiration

State

ZIP Code

JANA KENT

VICE-PRESIDENT

Mailing address

525 PARKS DRIVE

Name

Title

Director

m m d d y y

☐ Yes Term expiration

State

ZIP Code

Mailing address

City

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of ten percent (10%) or more.

Name of owned (subsidiary) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of Ownership

NONE

Name of owned (subsidiary) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of Ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of ten percent (10%) or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of Ownership

NONE

Registered agent and registered office currently on file. (See instructions if you need to make changes)

Agent:

Office:

City

☐ Check box if you need forms to change the registered agent or registered office information.

State

ZIP Code

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign  
here

Title

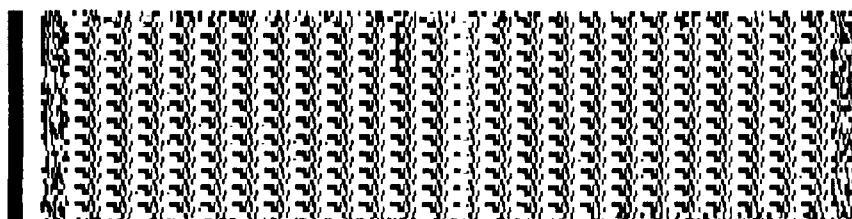
PRESIDENT

Date

4-12-11

Area code and phone number

Texas Comptroller Official Use Only



VE/DE

☐

PIR IND

☐



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697  
(Form 503)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 5/29/2012  
Document #: 423689600002  
Image Generated Electronically  
for Web Filing

**ASSUMED NAME CERTIFICATE  
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

**COMPLETE VACUUM AND RENTAL, INC.**

---

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

**Heckmann Water Resources (CVR), Inc.**

---

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:  
**350 North St. Paul St., Ste. 2900, Dallas, TX, USA 75201-4234**

4. The period, not to exceed 10 years, during which the assumed name will be used is : **10**  
**year(s)**

5. The entity is a : **Domestic For-Profit Corporation**

6. The entity's principal office address in Texas is:

**350 N, ST PAUL STREET, SUITE 2900, DALLAS, TX, USA 75201-4234**

---

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

---

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

**ALL COUNTIES**

---

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**Heckmann Water Resources (CVR), Inc.**

**Name of the entity**

By: **JOE GONZALEZ, AGENT**

**Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity**

**FILING OFFICE COPY**



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697  
(Form 503)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 6/4/2012  
Document #: 424468670002  
Image Generated Electronically  
for Web Filing

**ASSUMED NAME CERTIFICATE  
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

**COMPLETE VACUUM AND RENTAL, INC**

---

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

**Heckmann Water Resources (CVR), Inc.**

---

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:  
**350 North St. Paul St., Ste. 2900, Dallas, TX, USA 75201-4234**

4. The period, not to exceed 10 years, during which the assumed name will be used is : **10**  
**year(s)**

5. The entity is a : **Domestic For-Profit Corporation**

6. The entity's principal office address in Texas is:

**350 N ST PAUL STREET, SUITE 2900, DALLAS, TX, USA 75201-4234**

---

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

---

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

**ALL COUNTIES**

---

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**Heckmann Water Resources (CVR), Inc.**

**Name of the entity**

By: **J GONZALEZ, AGENT**

**Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity**

**FILING OFFICE COPY**

**Form 623****(Revised 05/11)**

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

**Filing Fee: see instructions****Parent-Subsidiary  
Certificate of Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas**JUN 26 2012****Corporations Section****Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

**Parent**

Heckmann Water Resources (CVR), Inc.

Name of Organization

The organization is a for profit corporation

It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*TexasUSAThe file number, if any, is 801028941*State**Country**Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address**City**State Country***Subsidiary 1**

Heckmann Water Resources (Excalibur), Inc.

Name of Organization

The organization is a for profit corporation

It is organized under the laws of:

*Specify organizational form (e.g., for-profit corporation)*OklahomaUSA

The file number, if any, is

*Texas Secretary of State file number**State**Country*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

1833 South Morgan Road,Oklahoma CityOK USA*Street Address**City**State Country*

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
500	Common		500	100%

☐ The organization will survive the merger.☒ The organization will not survive the merger.**Subsidiary 2**

Name of Organization

The organization is a:

*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of:

**RECEIVED**

TX040BOC - 06/09/2011 C.T. System Online

**JUN 26 2012****Secretary of State**

The file number, if any, is: \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Country \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

☐ The organization will survive the merger.    ☐ The organization will not survive the merger.

Subsidiary 3

Name of Organization

The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Country \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

☐ The organization will survive the merger.    ☐ The organization will not survive the merger.

### Resolution of Merger

☒ A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on May 25, 2012

mm/dd/yyyy

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 \_\_\_\_\_ Jurisdiction \_\_\_\_\_ Entity Type (See instructions) \_\_\_\_\_

Principal Place of Business Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

**Effectiveness of Filing** (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Tax Certificate**

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

☒ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: May 25, 2012

Heckmann Water Resources (CVR), Inc.

Parent Organization Name

Signature of authorized person (see instructions)

Danahar C. Georgino, Vice President

Printed or typed name of authorized person



**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
HECKMANN WATER RESOURCES (CVR), INC.**

The undersigned, being all of the members of the board of directors (the "**Board**") of Heckmann Water Resources (CVR), Inc., a Texas corporation (the "**Corporation**"), do hereby waive the holding of a meeting, and notice thereof, and consents to and adopts the following resolutions by written consent pursuant to the provisions of Section 6.201 of the Business Organizations Code of the State of Texas, as amended, (the "**Code**"), effective as of May 25, 2012:

**I. APPROVAL OF MERGER**

**WHEREAS**, the Corporation desires to effect a short-form merger of its wholly-owned subsidiary, Heckmann Water Resources (Excalibur), Inc., an Oklahoma corporation ("**Excalibur**"), with and into it, whereby the Corporation shall be the surviving entity (the "**Merger**"), pursuant to Section 10.006 of the Code, and Section 1083 of the Oklahoma General Corporation Act, as amended, in each case, as applicable;

**WHEREAS**, the Board has determined that the consummation and performance of the Merger are desirable and in the best interests of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Merger presented to and heretofore reviewed by the Board be, and it hereby is, approved and authorized, and in connection therewith, that any officer of the Corporation (each, a "**Designated Officer**" and together, the "**Designated Officers**"), be, and hereby is, authorized, empowered and directed to execute and deliver, on behalf of the Corporation, a certificate of merger (the "**Certificate of Merger**"), in substantially the form previously presented to and heretofore reviewed by the Board, together with such changes, additions and omissions thereto as the Board shall approve, such approval to be evidenced conclusively by the Board's execution and delivery of the Certificate of Merger for filing with the Secretary of State of the State of Texas, and the State of Oklahoma, as applicable, and such other states as necessary and required, and such changes, additions and omissions are hereby further authorized and approved;

**FURTHER RESOLVED**, that any Designated Officer be, and hereby is, authorized, empowered and directed to do all such acts and things, and to execute and deliver on behalf of the Corporation any and all other documents, certificates and instruments any Designated Officer deems necessary or advisable to consummate the Merger, including, but not limited to, the filing of the Certificate of Merger and these resolutions with each of the Secretary of State of the State of Texas, and the State of Oklahoma, as applicable.

**II. GENERAL AUTHORITY**

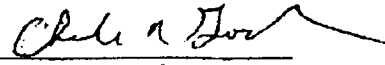
**RESOLVED**, that any and all action heretofore taken by any Designated Officer within the terms of any of the foregoing resolutions is hereby ratified and confirmed as the act and deed of the Corporation;

**FURTHER RESOLVED**, that the Board be, and hereby is, authorized, empowered and directed to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions; and

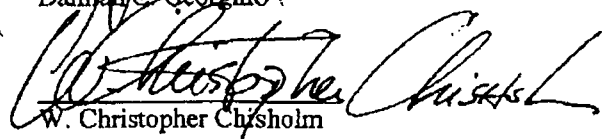
**FURTHER RESOLVED**, that this written consent, as executed by the undersigned, may be transmitted by facsimile machine, portable document format (.pdf) or any other electronic means and shall be treated in all manners and respects as an original document and an original signature.

[Remainder of this page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Corporation, has executed this written consent as of the date first set forth above.

  
\_\_\_\_\_  
Charles R. Gordon

  
\_\_\_\_\_  
Damian C. Georgino

  
\_\_\_\_\_  
W. Christopher Chisholm

**Form 424**  
**(Revised 05/11)**

Submit in duplicate to  
Secretary of State  
P O Box 13697  
Austin, TX 78711-3697  
512 463 5555  
FAX 512/463-5709  
Filing Fee See instructions



**Certificate of Amendment**

This space reserved for office use

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**

**OCT 18 2012**

**Corporations Section**

**Entity Information**

The name of the filing entity is

Heckmann Water Resources (CVR) Inc

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a (Select the appropriate entity type below.)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> For profit Corporation | <input type="checkbox"/> Professional Corporation               |
| <input type="checkbox"/> Nonprofit Corporation             | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association           | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company         | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is 801028941

The date of formation of the entity is September 15 2008

**Amendments**

**1 Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement.)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2 Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

**RECEIVED**

**OCT 18 2012**

**Secretary of State**

Registered Agent  
(Complete either A or B but not both. Also complete C.)

☐ A The registered agent is an organization (cannot be entity named above) by the name of

OR

☐ B The registered agent is an individual resident of the state whose name is

First Name	MI	Last Name	Suffix
The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.			

C The business address of the registered agent and the registered office address is

Street Address (No P.O. Box)	City	State	Zip Code
IX			

### 3 Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☒ Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:  
By resolution of stockholder the current directors are: Charles R. Gordon, Damian C. Georgino and W. Christopher Chisholm.  
By resolution of the directors the current officers of the corporation are as listed on the attached Addendum incorporated herein by reference.

☐ Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

☒ Delete each of the provisions identified below from the certificate of formation:  
Reference to Steven Kent II as President and Jana Kent as Vice President (update 7/15/2011) and to Steven Kent II and Jana Kent as directors on Certificate of Amendment to Certificate of Formation filed 7/20/2009.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A ☒ This document becomes effective when the document is filed by the secretary of state.
- B ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is \_\_\_\_\_.
- C ☐ This document takes effect upon the occurrence of a future event or fact other than the passage of time. The 90<sup>th</sup> day after the date of signing is \_\_\_\_\_.
- The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date September 21, 2012

By Heckmann Water Resources (CVR) Inc.

Sean D. Hawkins

Signature of authorized person

Sean D. Hawkins Vice President and Secretary

Printed or typed name of authorized person (see instructions)

**ADDENDUM**  
**HECKMANN WATER RESOURCES (CVR), INC**

<b><u>NAME</u></b>	<b><u>OFFICER POSITION(S)</u></b>
Charles R Gordon	Chairman, Chief Executive Officer and President
Damian C Georgino	Vice President, Assistant Secretary and Assistant Treasurer
W Christopher Chisholm	Vice President, Assistant Secretary and Assistant Treasurer
Brian R Anderson	Vice President, Assistant Secretary and Assistant Treasurer
John Lucey	Executive Vice President, Business Development and Engineering
Michael Welch	Vice President, Assistant Secretary and Assistant Treasurer
Sean D Hawkins	Vice President, Business Unit Counsel, Secretary and Assistant Treasurer
Beth Huddleston	Vice President and Treasurer
Billy G Clark	Vice President of Operations – Pipeline, Disposal Wells and Water Transfer
Mary Welle	Vice President, Human Resources

The principal office address of all of the above named officers is  
300 Cherrington Parkway, Suite 200  
Coraopolis, PA 15108

1D5238 7.00

TX2012

Ver. 3.1

05-102  
(Rev.9-11/30)**Texas Franchise Tax Public Information Report**

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

202291795

2012

Taxpayer name HECKMANN WATER RESOURCES (CVR), INC.

Mailing address

300 CHERRINGTON PARKWAY, SUITE 200

City CORAOPOLIS

State PA

ZIP Code 15108 Plus 4

Secretary of State (SOS) file number or Comptroller file number

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

Principal place of business

**Please sign below!**

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.



0202291795012

**SECTION A** Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration	m m d d y y	State	ZIP Code
CHARLES R. GORDON	PRESIDENT	<input type="checkbox"/> YES				
	City					
DAMIAN C. GEORGINO	V.P.	<input type="checkbox"/> YES				
	City					
BRIAN ANDERSON	V.P.	<input type="checkbox"/> YES				
	City					

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
HECKMANN CORPORATION	DE	N/A	100.000

Registered agent and registered office currently on file. (see instructions if you need to make changes)

Agent: C T CORPORATION SYSTEM

Office: 350 NORTH ST. PAUL STREET, SUITE 29

City DALLAS

State TX

ZIP Code 75201

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here

Title

C T CORPORATION SYSTEM

Date

11/14/15

Area code and phone number

760/341-3606

Texas Franchise Tax Public Information Report

VE/DE

☐

PIR IND

☐



00014976751

1D5238 7.000

TX2012

Ver. 3.1

05-102

(Rev.9-11/30)

**Texas Franchise Tax Public Information Report**

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

202291795

2012

Taxpayer name HECKMANN WATER RESOURCES (CVR), INC.

Mailing address

Secretary of State (SOS) file number or Comptroller file number

300 CHERRINGTON PARKWAY, SUITE 200

City CORAOPOLIS

State PA

ZIP Code 15108 Plus 4

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

Principal place of business



0202291795012

**Please sign below!**

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

**SECTION A** Name, title and mailing address of each officer, director or member.

Name

Title

Director

☐ YES

Term expiration

m m d d y y

W. CHRISTOPHER CHISHOLM

CFO

Mailing address

State

ZIP Code

Name

Title

Director

☒ YES

Term expiration

m m d d y y

RICHARD J. HECKMANN

CEO

Mailing address

State

ZIP Code

Name

Title

Director

☐ YES

Term expiration

m m d d y y

Mailing address

State

ZIP Code

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of ownership

Name of owned (subsidiary) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company

State of formation

Texas SOS file number, if any

Percentage of ownership

Registered agent and registered office currently on file. (see instructions if you need to make changes)

Agent:

☐ Check box if you need forms to change the registered agent or registered office information.

Office:

City

State

ZIP Code

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign  
here ▶

Title

Date

Area code and phone number

Texas Comptroller of Public Accounts

VE/DE

☐

PIR IND

☐

1062



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697  
(Form 503)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 6/25/2013  
Document #: 487266940013  
Image Generated Electronically  
for Web Filing

**ASSUMED NAME CERTIFICATE  
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

**Nuverra Environmental Solutions**

---

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

**Heckmann Water Resources (CVR), Inc.**

---

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:  
**350 North St. Paul St., Ste. 2900, Dallas, TX, USA 75201-4234**

4. The period, not to exceed 10 years, during which the assumed name will be used is :  
**06/25/2023**

5. The entity is a : **Domestic For-Profit Corporation**

6. The entity's principal office address in Texas is:

**24900 Pitkin Road, Suite 310, Spring, TX, USA 77386**

---

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

---

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

**ALL COUNTIES**

---

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**Heckmann Water Resources (CVR), Inc.**

**Name of the entity**

**By: Damian C. Georgino, Vice President**

**Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity**

**FILING OFFICE COPY**



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697  
(Form 503)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 6/25/2013  
Document #: 487266940014  
Image Generated Electronically  
for Web Filing

**ASSUMED NAME CERTIFICATE  
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

**Nuverra**

---

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

**Heckmann Water Resources (CVR), Inc.**

---

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **TEXAS** and the address of its registered or similar office in that jurisdiction is:  
**350 North St. Paul St., Ste. 2900, Dallas, TX, USA 75201-4234**

4. The period, not to exceed 10 years, during which the assumed name will be used is :  
**06/25/2023**

5. The entity is a : **Domestic For-Profit Corporation**

6. The entity's principal office address in Texas is:

**24900 Pitkin Road, Suite 310, Spring, TX, USA 77386**

---

7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:

---

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

**ALL COUNTIES**

---

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**Heckmann Water Resources (CVR), Inc.**

Name of the entity

By: **Damian C. Georgino, Vice President**

Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

FILING OFFICE COPY



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697  
(Form 408)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 12/02/2013  
Document #: 518827968206  
Image Generated Electronically

---

**STATEMENT OF CHANGE OF  
ADDRESS OF REGISTERED AGENT**

1. The name of the entity represented is  
Heckmann Water Resources (CVR), Inc.

The entity's filing number is 801028941

2. The address at which the registered agent has maintained the registered office address for such entity is: (Please provide street address, city, state and zip code presently shown in the records of the Secretary of State.)

350 N. St. Paul Street, Suite 2900, Dallas, TX, 75201-4234

3. The address at which the registered agent will hereafter maintain the registered office address for such entity is: (Please provide street address, city, state and zip code. The address must be in Texas.)

1999 Bryan St., Ste. 900, Dallas, TX, 75201 - 3136

4. Notice of the change of address has been given to said entity in writing at least 10 business days prior to the submission of this filing.

Date: 12/02/2013

C T Corporation System

**Name of Registered Agent**

Marie Hauer

**Signature of Registered Agent**

**FILING OFFICE COPY**

**Texas Franchise Tax Public Information Report**

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

12022917954

2013

Taxpayer name Heckmann Water Resources (CVR), Inc.

Mailing address  
14624 N. Scottsdale Rd., Suite 300Secretary of State (SOS) file number or  
Comptroller file number

City Scottsdale

State AZ

ZIP Code 85254

Plus 4

0801028941

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 14624 N. SCOTTSDALE RD SUITE 300 SCOTTSDALE AZ 852

Principal place of business 14624 N. SCOTTSDALE RD SUITE 300 SCOTTSDALE AZ 852



0202291795013

**Please sign below!**

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

**SECTION A** Name, title and mailing address of each officer, director or member.

Name W. Chrsopher Chisholm	Title SRVP	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N. SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name Brian R. Anderson	Title V.P.	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N. SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name Christopher E. Kevane	Title ASecretary	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD SUITE 300	City SCOTTSDALE	State AZ	ZIP Code 85254

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company 1960 Well Services, LLC	State of formation OH	Texas SOS file number, if any NONE	Percentage of ownership 100.000
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company Nuverra Environmental Solutions, Inc.	State of formation DE	Texas SOS file number, if any	Percentage of ownership 100.000
--	--------------------------	-------------------------------	------------------------------------

Registered agent and registered office currently on file. (see instructions if you need to make changes)

Agent:

☐ Check box if you need forms to change the registered agent or registered office information.

Office:

City

State

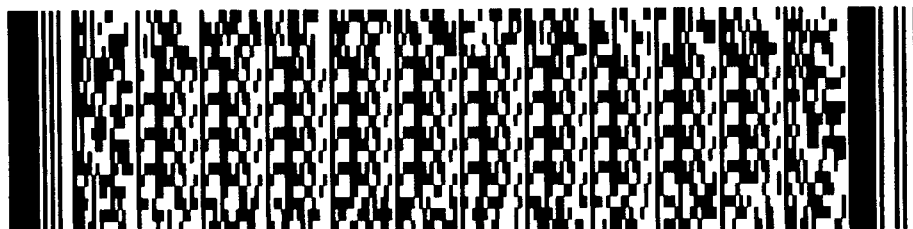
ZIP Code

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title V.P. TAXES	Date 11/14/13	Area code and phone number (602) 903-7823
-------------	---------------------	------------------	--

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	--------------------------	---------	--------------------------



**Form 401**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709



**Statement of Change of  
Registered Office/Agent**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801028941 11/06/2014  
Document #: 576915250002  
Image Generated Electronically  
for Web Filing

Filing Fee: See Instructions

**Entity Information**

The name of the entity is :

**Heckmann Water Resources (CVR), Inc.**

The file number issued to the entity by the secretary of state is: **801028941**

The registered agent and registered office of the entity as currently shown on the records of the secretary of state are:

**C T Corporation System**

**1999 Bryan St., Ste. 900, Dallas, TX, USA 75201-3136**

**Change to Registered Agent/Registered Office**

The following changes are made to the registered agent and/or office information of the named entity:

**Registered Agent Change**

☒ A. The new registered agent is an organization by the name of:

**Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company**

OR

☐ B. The new registered agent is an individual resident of the state whose name is:

**Registered Office Change**

☒ C. The business address of the registered agent and the registered office address is changed to:

**211 E. 7th Street, Suite 620, Austin, TX, USA 78701-3136**

The street address of the registered office as stated in this instrument is the same as the registered agent's business address.

**Consent of Registered Agent**

☒ A. A copy of the consent of registered agent is attached. **TX - HECKMANN WATER RESOURCES (CVR), INC..pdf**

☐ B. The consent of the registered agent is maintained by the entity.

**Statement of Approval**

The change specified in this statement has been authorized by the entity in the manner required by the BOC or in the manner required by the law governing the filing entity, as applicable.

**Effectiveness of Filing**

☒ A. This document becomes effective when the document is filed by the secretary of state.

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: **November 6, 2014**

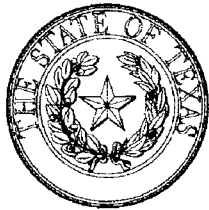
**Dona Priebe, Vice President**



Signature of authorized person(s)

FILING OFFICE COPY

**Form 401-A**  
**(Revised 12/09)**



**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u><b>Acceptance of Appointment and Consent to Serve as Registered Agent</b></u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
<b>X:</b>	<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>
		<i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u><b>Acceptance of Appointment and Consent to Serve as Registered Agent</b></u>		
I am authorized to act on behalf of Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:		
HECKMANN WATER RESOURCES (CVR), INC.		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
<b>x: By:</b>	<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>
	Sylvia Queppet Assistant Vice President	11/06/2014
	Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company	<i>Date (mm/dd/yyyy)</i>

3D5238 5.000

TX2014 05-102  
Ver. 5.1 (Rev.9-13/32)**Texas Franchise Tax Public Information Report**  
To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions  
This report MUST be signed and filed to satisfy franchise tax requirements2F  
KJOH  
788

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381.

202291795 ✓		2014	
Taxpayer name Heckmann Water Resources (CVR), Inc.			
<input type="checkbox"/> Check box if the mailing address has changed.			
Mailing address 14624 N. Scottsdale Rd., Suite 300			Secretary of State (SOS) file number or Comptroller file number
City Scottsdale	State AZ	ZIP Code 85254	Plus 4 0801028941

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 14624 N. SCOTTSDALE RD SCOTTSDALE AZ 85254
Principal place of business 14624 N. SCOTTSDALE RD SCOTTSDALE AZ 85254



0202291795014

**Please sign below!**

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

**SECTION A** Name, title and mailing address of each officer, director or manager.

Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code 85254
Name	Title	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
W. Chrsopher Chisholm	SRVP		
Mailing address 14624 N. SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Brian R. Anderson	V.P.		
Mailing address 14624 N. SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
1960 Well Services, LLC	OH	NONE	100.000
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Nuverra Environmental Solutions, Inc.	DE		100.000

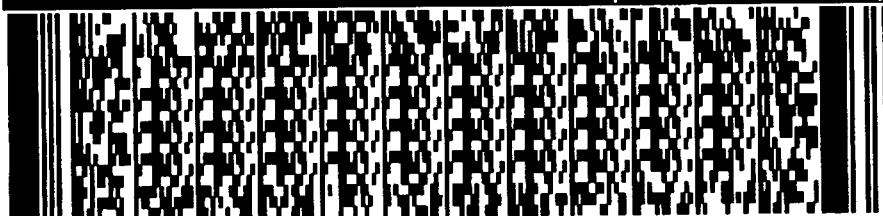
Registered agent and registered office currently on file (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent:	City	State	ZIP Code
Office:			

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title V.P. TAXES	Date 11/6/2014	Area code and phone number
-------------	------------------	----------------	----------------------------

Texas Comptroller Official Use Only



VE/DE <input type="checkbox"/>	PIR IND <input type="checkbox"/>
--------------------------------	----------------------------------



# Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions  
This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

202291795		2014	
Taxpayer name Heckmann Water Resources (CVR), Inc.			
<input type="checkbox"/> Check box if the mailing address has changed.			
Mailing address 14624 N. Scottsdale Rd., Suite 300			Secretary of State (SOS) file number or Comptroller file number
City Scottsdale	State AZ	ZIP Code 85254	Plus 4 0801028941

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office
Principal place of business

**Please sign below!**

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.



0202291795014

**SECTION A** Name, title and mailing address of each officer, director or manager.

Name  Sean D. Hawkins	Title  Secretary	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name  David Mandelbaum	Title  V.P. Taxes	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name  Daniel Huang	Title  V.P.	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

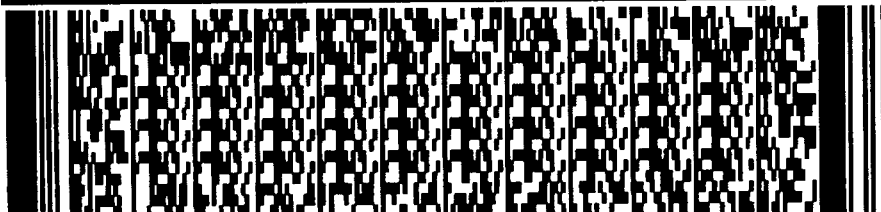
Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Registered agent and registered office currently on file (see instructions if you need to make changes)			
<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.			
Agent:	City	State	ZIP Code
Office:			

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title	Date	Area code and phone number
-------------	-------	------	----------------------------

Texas Comptroller Official Use Only



VE/DE <input type="checkbox"/>	PIR IND <input type="checkbox"/>	
--------------------------------	----------------------------------	--



305238 5.000

TX2014 05-102  
Ver. 5.1 (Rev.9-13/32)**Texas Franchise Tax Public Information Report**

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number <b>202291795</b>		Report year <b>2014</b>		You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.	
Taxpayer name Heckmann Water Resources (CVR), Inc.				<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address 14624 N. Scottsdale Rd., Suite 300				Secretary of State (SOS) file number or Comptroller file number	
City Scottsdale	State AZ	ZIP Code 85254	Plus 4	0801028941	

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office
Principal place of business

**Please sign below!** Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.



0202291795014

**SECTION A** Name, title and mailing address of each officer, director or manager.

Name <b>LARENCE W GILES, III</b>	Title <b>VP</b>	Director <input type="checkbox"/> YES	Term expiration m m d d y y	
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254	
Name <b>WILLIAM E HALEY</b>	Title <b>VP &amp; GM</b>	Director <input type="checkbox"/> YES	Term expiration m m d d y y	
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254	
Name <b>DONALD M. JUSTUS</b>	Title <b>VP &amp; GM</b>	Director <input type="checkbox"/> YES	Term expiration m m d d y y	
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254	

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
---	--------------------	-------------------------------	-------------------------

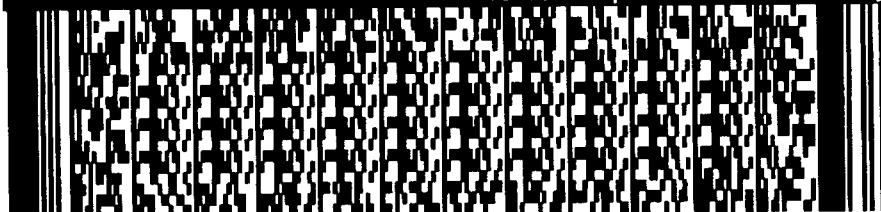
Registered agent and registered office currently on file (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent:	City	State	ZIP Code
Office:			

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title	Date	Area code and phone number
-------------	-------	------	----------------------------

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	--------------------------	---------	--------------------------



**Texas Franchise Tax Public Information Report**

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

202291795

2014

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

Taxpayer name Heckmann Water Resources (CVR), Inc.				<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address 14624 N. Scottsdale Rd., Suite 300				Secretary of State (SOS) file number or Comptroller file number	
City Scottsdale	State AZ	ZIP Code 85254	Plus 4	0801028941	

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

Principal place of business

**Please sign below!** Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.



0202291795014

**SECTION A** Name, title and mailing address of each officer, director or manager.

Name MARK RIDGLEY	Title VP	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
---	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file (see instructions if you need to make changes)

Agent:

☐ Check box if you need forms to change the registered agent or registered office information.

Office:	City	State	ZIP Code
---------	------	-------	----------

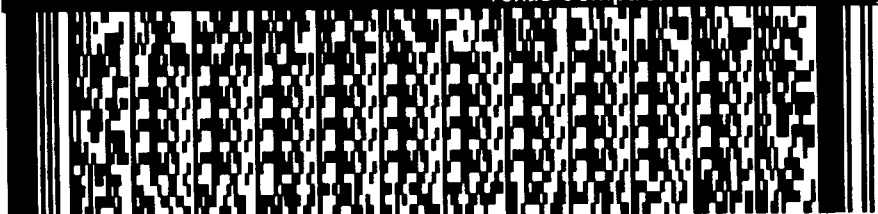
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title	Date	Area code and phone number
-------------	-------	------	----------------------------

Texas Comptroller Official Use Only

VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	--------------------------	---------	--------------------------



4D5238 3.000

TX2015 05-102  
Ver. 6.0 (Rev.9-13/32)**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions  
This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

202291795		2015	
Taxpayer name Heckmann Water Resources (CVR), Inc.		<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address 14624 N. Scottsdale Rd., Suite 300		Secretary of State (SOS) file number or Comptroller file number 0801028941	
City Scottsdale	State AZ	ZIP Code 85254	Plus 4 4

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 14624 N. SCOTTSDALE RD SCOTTSDALE AZ 85254
Principal place of business 14624 N. SCOTTSDALE RD SCOTTSDALE AZ 85254

**Please sign below!**

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.



0202291795015

**SECTION A** Name, title and mailing address of each officer, director or manager.

Name Sean D. Hawkins	Title VP & Asst Corporate Secretary	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name Gregory J. Heinlein	Title CFO	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254
Name Joseph M. Crabb	Title VP & Secretary	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 14624 N SCOTTSDALE RD, STE 300	City SCOTTSDALE	State AZ	ZIP Code 85254

**SECTION B** Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company 1960 Well Services, LLC	State of formation OH	Texas SOS file number, if any NONE	Percentage of ownership 100.000
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company Nuverra Environmental Solutions, Inc.	State of formation DE	Texas SOS file number, if any	Percentage of ownership 100.000
Registered agent and registered office currently on file (see instructions if you need to make changes) Agent:		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Office:	City	State	ZIP Code

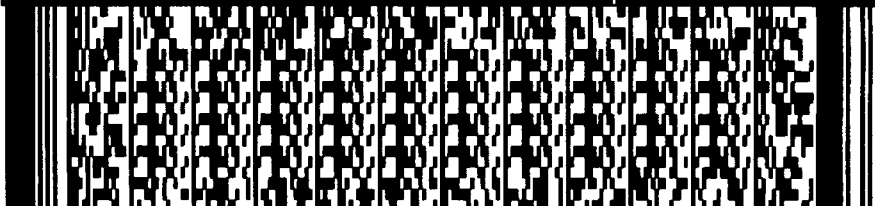
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here ▶	Title VP & Asst Corporate Secretary	Date	Area code and phone number
-------------	--	------	----------------------------

Texas Comptroller Official Use Only

VE/DE	<input checked="" type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	-------------------------------------	---------	--------------------------



769823C 780701

TX2018 05-102

Ver. 9.0 (Rev 9-15/33)

**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381.

202291795

2018

Taxpayer name <b>HECKMANN WATER RESOURCES (CVR), INC.</b>		<input checked="" type="checkbox"/> Check box if the mailing address has changed.
Mailing address <b>6720 N. SCOTTSDALE RD., #190</b>		Secretary of State (SOS) file number or Comptroller file number
City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP code plus 4 <b>85253</b>

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office <b>6720 N. SCOTTSDALE RD., #190 SCOTTSDALE, AZ 85253</b>
Principal place of business <b>6720 N. SCOTTSDALE RD., #190 SCOTTSDALE, AZ 85253</b>

You must report officer, director, member, general partner and manager information as of the date you complete this report.

**Please sign below!****This report must be signed to satisfy franchise tax requirements.**

0202291795018

**SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.**

Name <b>EDWARD A. LANG</b>	Title <b>CFO</b>	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address <b>6720 N. SCOTTSDALE RD., #190</b>	City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP Code <b>85253</b>
Name <b>JOSEPH M. CRABB</b>	Title <b>VP &amp; CLO</b>	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address <b>6720 N. SCOTTSDALE RD., #190</b>	City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP Code <b>85253</b>
Name	Title	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address	City	State	ZIP Code

**SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.**

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

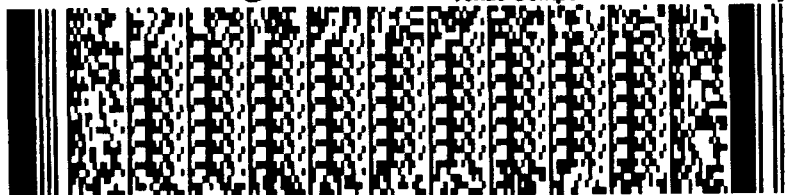
**SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.**

Name of owned (parent) corporation, LLC, LP, PA or financial institution <b>NUVERRA ENVIRONMENTAL SOLUTIONS,</b>	State of formation <b>DE</b>	Texas SOS file number, if any <b>32051862004</b>	Percentage of ownership <b>100.00</b>
Registered agent and registered office currently on file (see instructions if you need to make changes)		You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.	
Agent:		Date	
Office:	City	State	ZIP Code

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here 	Title	Date <b>10/12/18</b>	Area code and phone number <b>(602) 903-7802</b>
---	-------	----------------------	---

**Texas Comptroller Official Use Only**

VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	--------------------------	---------	--------------------------





769823C 880701

TX2019 05-102

Ver. 10.0 (Rev.9-15/33)

**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381

202291795

2019

Taxpayer name <b>HECKMANN WATER RESOURCES (CVR), INC.</b>		<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address <b>6720 N. SCOTTSDALE RD., #190</b>		Secretary of State (SOS) file number or Comptroller file number	
City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP code plus 4 <b>85253</b>	

☐ Check box if there are currently no changes from previous year, if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office <b>6720 N. SCOTTSDALE RD., #190 SCOTTSDALE, AZ 85253</b>
Principal place of business <b>6720 N. SCOTTSDALE RD., #190 SCOTTSDALE, AZ 85253</b>



0202291795019

You must report officer, director, member, general partner and manager information as of the date you complete this report.

**Please sign below!****This report must be signed to satisfy franchise tax requirements.****SECTION A** Name, title and mailing address of each officer, director, member, general partner or manager.

Name <b>STACY HILGENDORF</b>	Title <b>CFO</b>	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address <b>6720 N. SCOTTSDALE RD., #19</b>	City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP Code <b>85253</b>
Name <b>JOSEPH M. CRABB</b>	Title <b>VP &amp; CLO</b>	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address <b>6720 N. SCOTTSDALE RD., #19</b>	City <b>SCOTTSDALE</b>	State <b>AZ</b>	ZIP Code <b>85253</b>
Name	Title	Director <input type="checkbox"/> YES	Term expiration <b>m m d d y y</b>
Mailing address	City	State	ZIP Code

**SECTION B** Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

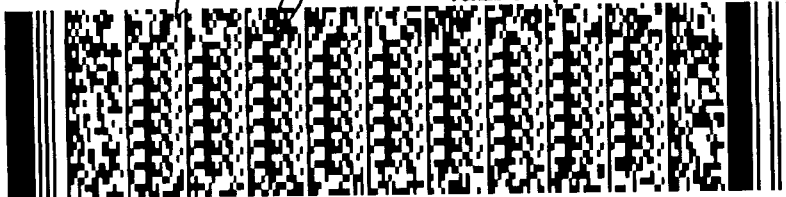
**SECTION C** Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution <b>NUVERRA ENVIRONMENTAL SOLUTIONS,</b>	State of formation <b>DE</b>	Texas SOS file number, if any <b>32051862004</b>	Percentage of ownership <b>100.00</b>
Registered agent and registered office currently on file (see instructions if you need to make changes)		You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.	
Agent:	City	State	ZIP Code
Office:			

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.			
sign here	Title <b>CFO</b>	Date <b>10/2/19</b>	Area code and phone number <b>(602) 903-7802</b>

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
-------	--------------------------	---------	--------------------------





## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Heckmann Water Resources (CVR), Inc. (file number 801028941), a Domestic For-Profit Corporation, was filed in this office on September 15, 2008.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 07, 2021.



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs  
Secretary of State