Case 20-32243 Document 5 Filed in TXSR on 04/23/20 Page 1 of 19 Docket #0005 Date Filed: 4/23/2020

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

In re:

SPEEDCAST INTERNATIONAL

LIMITED, et al.,

Debtors. 1

SUBJECT:

SUB

EMERGENCY MOTION OF DEBTORS FOR AN ORDER (I) AUTHORIZING DEBTORS TO PAY CERTAIN PREPETITION TAXES AND ASSESSMENTS AND (II) GRANTING RELATED RELIEF

EMERGENCY RELIEF HAS BEEN REQUESTED. A <u>VIDEO/TELEPHONIC</u> HEARING WILL BE CONDUCTED ON THIS MATTER ON APRIL 23, 2020 AT 3:00 PM (PREVAILING CENTRAL TIME). PARTIES WISHING TO PARTICIPATE TELEPHONICALLY MUST DIAL IN USING THE COURT'S TELECONFERENCE SYSTEM AT 1-832-917-1510 AND ENTERING CONFERENCE CODE 954554. PARTIES WHO ALSO WISH TO PARTICIPATE BY VIDEOCONFERENCE MAY DO SO BY USE OF AN INTERNET CONNECTION, USING THE WEBSITE WWW.JOIN.ME, SELECTING "JOIN A MEETING," AND ENTERING MEETING CODE "Judgelsgur."

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN APRIL 23, 2020.

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at http://www.kccllc.net/speedcast. The Debtors' service address for the purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.



SpeedCast International Limited and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows in support of this motion (the "Motion"):

#### **Background**

- 1. On the date hereof (the "Petition Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. The Debtors have also filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
- 2. affiliates The Debtors. combined with their non-debtor (collectively, "Speedcast" or the "Company"), are the largest provider of remote and offshore satellite communications and information technology services in the world. Speedcast's fullymanaged service is delivered to more than 2,000 customers in 140 countries via a leading global, multi-access technology, multi-band and multi-orbit network of 80+ satellites and an interconnecting global terrestrial network, bolstered by on-the-ground local support from 40+ countries. Speedcast services customers in sectors such as Commercial Maritime, Cruise, Energy, Mining, Government, NGOs, Enterprise, and Media.<sup>2</sup> Additional information regarding the Debtors' business and capital structure and the circumstances leading to the commencement of

None of the Speedcast entities associated with the Company's Government business are Debtors in these chapter 11 cases.

these chapter 11 cases is set forth in the *Declaration of Michael Healy in Support of the Debtors'*Chapter 11 Petitions and First Day Relief, sworn to on the date hereof (the "Healy Declaration"),<sup>3</sup>

which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

#### Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Relief Requested**

4. By this Motion, pursuant to sections 105(a), 363(b), 507(a), and 541 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, the Debtors request (i) authority to satisfy, in the Debtors' sole discretion and in the ordinary course of business, but subject in all respects to the terms of the DIP Order and DIP Documents,<sup>4</sup> all Taxes and Assessments (as defined herein) due and owing to various local, state, federal, and foreign taxing authorities (collectively, the "Taxing Authorities") that arose prior to the Petition Date, including all Taxes and Assessments substantially determined by audit or otherwise to be owed for periods prior to the Petition Date and (ii) related relief.

<sup>&</sup>lt;sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Healy Declaration. All dollar (\$) references in this Motion are to the U.S. dollar, unless stated otherwise.

<sup>&</sup>quot;DIP Order" means any interim or final order entered in connection with the Debtors' (1) postpetition financing facility (the "DIP Facility") and/or (2) use of cash collateral, including in connection with the Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing and (VI) Granting Related Relief, filed contemporaneously herewith, and the definitive documents related thereto, the "DIP Documents").

- 5. Such relief will be without prejudice to the Debtors' rights to contest the amounts of any Taxes and Assessments on any grounds they deem appropriate or the Debtors' ability to request further relief related to the Taxes and Assessments in the future. The Debtors propose that prior to making a payment to any of the Taxing Authorities under the Motion, the Debtors be authorized, in their sole discretion, to settle all or some of the prepetition claims of such Taxing Authorities for less than their face amount without further notice or hearing.
- 6. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the "**Proposed Order**").

#### **Debtors' Prepetition Taxes and Assessments**

- 7. In the ordinary course of business, the Debtors are obligated to pay certain taxes and assessments, which generally fall into the following categories, each of which is discussed in more detail below: (i) sales and use taxes, (ii) franchise and income taxes, (iii) property taxes, (iv) foreign taxes, and (v) regulatory and compliance obligations (collectively, the "Taxes and Assessments"). A non-exclusive list of the Taxing Authorities is annexed as Exhibit 1 to the Proposed Order (the "Taxing Authorities List").<sup>5</sup>
- 8. The Debtors pay or remit Taxes to various Taxing Authorities through checks and electronic funds transfers that are processed through their banks and other financial institutions on a monthly, quarterly, semiannually, or annual basis, in each case as required by applicable law and regulation.
- 9. The Debtors estimate that approximately \$17.2 million in Taxes and Assessments relating to the prepetition period will become due and owing to the Taxing

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Although the Taxing Authorities List is substantially complete, the relief requested herein is to be applicable with respect to all Taxing Authorities and is not limited to those Taxing Authorities listed on the Taxing Authorities List.

Authorities after the Petition Date. The following table describes the various categories of Taxes incurred by the Debtors in the ordinary course of business and includes good faith estimates of such Taxes that have accrued as of the Petition Date based on the Debtors' books and records and remain subject to potential audits and other adjustments:

| Category                      | Description   | Approx. Amount as of Petition Date |
|-------------------------------|---|------------------------------------|
| Sales and Use Taxes           | Taxes on goods and services that are used/consumed or sold and assessed based on the value of those goods and services                          | \$90,000                           |
| Franchise and Income<br>Taxes | Taxes incurred in connection with profits generation and taxes required to conduct business within certain states in which the Debtors operate. | \$16.5 million                     |
| Property Taxes                | Taxes and obligations related to real and personal property holdings.   | \$125,000                          |
| Foreign Taxes                 | Income taxes, withholding taxes, customs taxes, value-added taxes, and other business taxes incurred in connection with foreign operations.     | \$400,000                          |
|                               | Total   | \$17,115,000                       |

#### A. Sales and Use Taxes

10. In the ordinary course of business, the Debtors incur and remit U.S. sales taxes (the "Sales Taxes"), which are essentially general consumption taxes charged at the point of purchase for certain goods and services. The Sales Taxes are usually set by the applicable Taxing Authorities as a percentage of the retail price of the good or service purchased. The Debtors also incur U.S. use taxes on account of the purchase of various inventory, supplies, and goods the Debtors utilize in the ordinary course of business (the "Use Taxes," and together with the Sales Taxes, the "Sales and Use Taxes"). Use Taxes typically arise if a supplier does not have business

operations in the state or jurisdiction in which it is supplying goods and, therefore, does not charge sales tax on goods that are otherwise taxable to the purchaser.

11. The timing and frequency of remittance and payment of the Sales and Use Taxes differs depending on the jurisdiction. The Debtors estimate that, as of the Petition Date, they owe approximately \$90,000 in prepetition Sales and Use Taxes that have not yet become due and payable in relation to their domestic operations.

#### **B.** Franchise and Income Taxes

- 12. In the ordinary course of business, the Debtors are required to pay federal income taxes, as well as state and local income and franchise taxes in the U.S. and foreign jurisdictions (collectively, the "Franchise and Income Taxes"). The Franchise and Income Taxes are typically assessed by Taxing Authorities against the Debtors in connection with operating their business within a particular jurisdiction, and the franchise taxes paid by the Debtors are based on capital employed. Franchise and Income Taxes are remitted by the Debtors on an estimated and extension basis throughout the year and on an annual basis, in the form of a final return, to the relevant Taxing Authority.
- 13. As of the Petition Date, the Debtors estimate that they owe approximately \$16.5 million in outstanding prepetition Franchise and Income Taxes that have not yet become due and payable in connection with their domestic and foreign operations.

#### C. Property Taxes

14. The Debtors own or lease certain real and personal property in U.S. jurisdictions that are subject to local property taxes (the "**Property Taxes**"). The Property Taxes are generally assessed in estimated amounts once per year, although certain Property Taxes are assessed more frequently on a monthly or semi-monthly basis.

15. As of the Petition Date, the Debtors estimate that they owe approximately \$125,000 in outstanding prepetition Property Taxes.

#### D. Foreign Taxes

- business with customers in more than 140 countries around the world, and a majority of the Debtors are organized in jurisdictions outside of the United States. In connection with such foreign operations, the Debtors withhold and incur certain sales and use taxes, property taxes, income taxes, withholding taxes, customs taxes, value-added taxes, and other business taxes (the "Foreign Taxes"), and are obligated to timely collect, withhold, incur, and remit the Foreign Taxes to foreign Taxing Authorities. The timing and frequency of payment of the Foreign Taxes differs depending on the tax, ranging from monthly, to quarterly, to annually or with variant timing, depending upon assessment by a Taxing Authority. The Debtors estimate that they will owe approximately \$400,000 in Foreign Taxes relating to periods prior to the Petition Date.
- 17. In addition to payment of Foreign Taxes, certain of the non-U.S. countries in which the Debtors operate require a tax paying entity to post bonding in the form of a cash deposit, a cash collateralized bond, or a letter of credit (a "Tax Bond") before contesting any tax audit claims or assessments of applicable Foreign Taxes owed by the Debtor (the "Contested Taxes"). Absent a Tax Bond, the Debtors forgo their right to contest any tax audit claim or assessment and risk entry of a form of default judgment under the laws of such foreign jurisdictions. To the extent the Debtors seek authority to pay any Contested Tax or post a Tax Bond, the Debtors will request appropriate relief from this Court by separate motion.

#### E. Regulatory and Compliance Assessments

18. The Debtors from time to time in the ordinary course of business also incur and pay certain regulatory assessments and other miscellaneous taxes and compliance obligations

Assessments") that are payable to various Taxing Authorities. The continued payment of these Regulatory and Compliance Assessments, including any amounts relating to the prepetition period that are due and owing, are crucial to the continued operation of the Debtors' business. The Debtors seek authority to pay all prepetition Regulatory and Compliance Assessments, including amounts the Debtors later determine to be owed, under the Proposed Order.

#### **Relief Requested Should Be Granted**

### A. Payment of Taxes and Assessments is Warranted Under Sections 363(b) and 105(a) of the Bankruptcy Code

the Bankruptcy Code, which provides, in relevant part, that "[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Courts in the Fifth Circuit have granted a debtor's request to use property of the estate outside of the ordinary course of business pursuant to section 363(b) of the Bankruptcy Code upon a finding that such use is supported by sound business reasons. See, e.g., In re BNP Petroleum Corp., 642 F. App'x 429, 435 (5th Cir. 2016); In re Cont'l Air Lines, 780 F.2d 1223, 1226 (5th Cir. 1986) ("[F]or a debtor-in-possession or trustee to satisfy its fiduciary duty to the debtor, creditors and equity holders, there must be some articulated business justification for using, selling, or leasing the property outside the ordinary course of business."); see also In re Crutcher Res. Corp., 72 B.R. 628, 631 (Bankr. N.D. Tex. 1987) ("A Bankruptcy Judge has considerable discretion in approving a § 363(b) sale of property of the estate other than in the ordinary course of business, but the movant must articulate some business justification for the sale."); In re Terrace Gardens Park P'ship, 96 B.R. 707, 714 (Bankr. W.D. Tex. 1989).

- 20. In addition, under section 1107(a) of the Bankruptcy Code, a debtor has, among other things, the "implied duty of the debtor-in-possession to 'protect and preserve the estate, including an operating business' going-concern value." In re CEI Roofing, Inc., 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting In re CoServ, L.L.C., 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002)). Under section 105(a) of the Bankruptcy Code, "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." See CoServ, 273 B.R. at 497 (holding that sections 105 and 1107 of Bankruptcy Code provide authority for a debtor-in-possession to pay prepetition claims); see also In re Tusa-Expo Holdings, Inc., Case No. 08-45057-DML-11, 2008 WL 4857954, at \*1 (Bankr. N.D. Tex. Nov. 7, 2008); CEI Roofing, 315 B.R. at 56; In re Mirant Corp., 296 B.R. 427 (Bankr. N.D. Tex. 2003). Moreover, Bankruptcy Rule 6003 itself implies that the payment of prepetition obligations may be permissible within the first 21 days of a case where doing so is "necessary to avoid immediate and irreparable harm." Accordingly, the Bankruptcy Code authorizes the postpetition payment of prepetition claims where, as here, such payments are critical to preserving the going-concern value of a debtors' estate.
- 21. Payment of the prepetition Taxes and Assessments is an exercise of sound business judgment and is necessary to ensure a smooth transition into chapter 11. The Debtors seek to pay the prepetition Taxes and Assessments, among other reasons, to prevent the Taxing Authorities from taking actions that would interfere with the Debtors' continued business operations and potentially impose significant costs on the Debtors' estates. Such actions may include asserting liens on estate assets or seeking to lift the automatic stay. Additionally, failure to satisfy the prepetition Taxes and Assessments may jeopardize the Debtors' maintenance of good standing to operate in the jurisdictions in which they do business.

22. Further, to the extent any prepetition Taxes and Assessments remain unpaid by the Debtors, the Debtors' officers and directors may be subject to lawsuits or criminal prosecution during the pendency of these chapter 11 cases. The dedicated and active participation of the Debtors' directors, officers, and other employees is not only integral to the Debtors' continued, uninterrupted operations, but essential to the orderly administration of these chapter 11 cases. The threat of a lawsuit or criminal prosecution, and any ensuing liability, would distract the Debtors and their personnel from important tasks, to the detriment of all parties in interest. Accordingly, the proposed relief is in the best interests of the Debtors' estates.

### B. Certain of Prepetition Taxes and Assessments May Not Be Property of Debtors' Estates

23. Additionally, certain of the Taxes and Assessments may not be property of the estate, as they are collected from third parties and held in trust for payment to various Taxing Authorities. Section 541(d) of the Bankruptcy Code provides, in relevant part:

Property in which the debtor holds, as of the commencement of the case, only legal title and not an equitable interest . . . becomes property of the estate . . . only to the extent of the debtor's legal title to such property, but not to the extent of any equitable interest in such property that the debtor does not hold.

11 U.S.C. § 541(d).

24. To the extent the Debtors have collected or hold Taxes and Assessments in trust for payment to the Taxing Authorities, such funds may not constitute property of the Debtors' estates. *See, e.g., Begier v. IRS*, 496 U.S. 53, 60–62 (1990) (holding that excise and withholding taxes are property held by a debtor in trust for another and, as such, are not property of the debtor's estate); *City of Farrell v. Sharon Steel Corp.*, 41 F.3d 92, 96 (3d Cir. 1994) (finding that

withholding taxes were subject to a trust); Al Copeland Enters., Inc. v. Texas, 991 F.2d 233, 235 (5th Cir. 1993) (finding that debtors' prepetition collection of sales taxes and interest thereon held subject to trust and not property of estate); In re Megafoods Stores, Inc., 163 F.3d 1063, 1067–68 (9th Cir. 1989) (holding that under Texas law, state sales taxes collected created statutory trust fund, if traceable, and were not property of the estate); In re Equalnet Commc'ns. Corp., 258 B.R. 368, 370 (Bankr. S.D. Tex. 2000) ("[C]ertain prepetition tax claims, such as sales taxes, could be trust fund claims."); In re Am. Int'l Airways, Inc., 70 B.R. 102, 103 (Bankr. E.D. Pa. 1987) (holding that funds held in trust for federal excise and withholding taxes are not property of the debtor's estate); Official Comm. of Unsecured Creditors v. Columbia Gas Sys. Inc. (In re Columbia Gas Sys. Inc.), 997 F.2d 1039, 1059–60 (3d Cir. 1993) (indicating that even if a statute does not establish an express trust, a constructive trust may be found). The Debtors, therefore, generally do not have an equitable interest in such funds, and they should be permitted to pay those funds to the applicable Taxing Authorities as the related Taxes and Assessments become due.

### C. Failure to Pay Prepetition Taxes and Assessments May Increase the Scope of Secured and Priority Claims Held by Taxing Authorities

25. Payment of prepetition Taxes and Assessments is also warranted here because the Debtors' nonpayment may increase the amount of secured claims held by Taxing Authorities against the Debtors' estates. Specifically, Taxing Authorities may assert liens against any personal property for which the Taxes and Assessments are due and owing. Arguably, the relation back of a tax lien to the assessment or tax status date generally does not affect the

Additionally, a constructive trust may be imposed on collected taxes where there exists a reasonable nexus between the funds and the taxes in question. *See In re Integrated Health Servs., Inc.*, 344 B.R. 262, 270 (Bankr. D. Del. 2006). The Debtors, therefore, may not have a legally cognizable interest in funds held on account of such "trust fund" taxes and, accordingly, such taxes, which generally consist of sales taxes, would not constitute "property of the [Debtors'] estate[s]" as such term is defined in section 541 of the Bankruptcy Code.

enforceability of the tax lien against a debtor or violate the automatic stay imposed by section 362(a) of the Bankruptcy Code. *See* 11 U.S.C. § 362(b)(3). In fact, the creation and perfection of such a lien may not violate the automatic stay—even if the lien arises under applicable law for taxes due after the Petition Date. *See* 11 U.S.C. § 362(b)(18) (automatic stay does not apply to "the creation or perfection of a statutory lien for an ad valorem property tax, or a special tax or special assessment on real property whether or not ad valorem, imposed by a governmental unit, if such tax or assessment comes due after the date of the filing of the petition[.]"); *see also In re Gifaldi*, 207 B.R. 54, 56 n.1 (Bankr. W.D.N.Y. 1997) (noting that section 362(b)(18) of the Bankruptcy Code reversed case law that had held that the creation of a statutory lien against ad valorem property taxes violated the automatic stay).

26. Furthermore, to the extent the Taxing Authorities hold oversecured claims, if the prepetition Taxes and Assessments are not paid, postpetition interest, fees, penalties, and other charges may accrue. See 11 U.S.C. § 506(b); U.S. v. Ron Pair Enters., Inc., 489 U.S. 235, 241–43 (1989) (holding that nonconsensual lienholders may receive interest on their claims under section 506(b) of the Bankruptcy Code). Even if such Taxes and Assessments are not treated as secured claims, they may still, as discussed below, be entitled to priority treatment. See 11 U.S.C. § 507(a)(8). Any attendant penalties assessed by the applicable Taxing Authorities on delinquent taxes owed by the Debtors may be entitled to similar treatment. The Debtors' failure to pay prepetition Taxes and Assessments thus may increase the amount of priority claims held by the Taxing Authorities against the Debtors' estates. Paying the prepetition Taxes and Assessments now will avoid the potential imposition of liens and the accrual of interest charges and unnecessary fees and penalties on such claims, thereby preserving the value of the Debtors' estates and maximizing the distribution available for other creditors.

#### D. Payment of Prepetition Taxes and Assessments Affects Only Timing of Payments

- afforded priority status pursuant to section 507(a)(8) of the Bankruptcy Code. See 11 U.S.C. § 507(a)(8)(A) ("[A] tax on or measured by income or gross receipts for a taxable year ending on or before the date of the filing of the petition . . . ."); id. at (B) ("[A] property tax incurred before the commencement of the case and last payable without penalty after one year before the date of the filing of the petition."); id. at (C) ("[A] tax required to be collected or withheld and for which the debtor is liable in whatever capacity."); id. at (E) ("[An] excise tax on . . . a transaction occurring before the date of the filing of the petition . . . ."); id. at (G) ("[A] penalty related to a claim of a kind specified in this paragraph and in compensation for actual pecuniary loss."). Thus, payment of such Taxes and Assessments would give the Taxing Authorities no more than that to which they otherwise would be entitled to under a chapter 11 plan, which will save the Debtors the potential interest expense, legal expense, and penalties that otherwise might accrue on, or be incurred in connection with, such Taxes and Assessments.
- 28. Courts frequently authorize early payment of priority claims when such early payment is intended to prevent some harm or to procure some benefit for the estate. *See, e.g., In re CEI Roofing, Inc.*, 315 B.R. at 60–61 (finding that authorization of early payment of priority claims does not trigger concerns of either upsetting priority scheme of Bankruptcy Code or of unfair discrimination); *In re CoServ, L.L.C.*, 273 B.R. at 493 (implying that bankruptcy court may authorize early payment of prepetition priority claims in instances where nonpayment could impair debtor's ability to operate); *In re Equalnet Commc'ns Corp.*, 258 B.R. at 370 (stating that court may authorize pre-plan payment of priority claims, including certain tax claims, because "the need to pay these claims in an ordinary course of business time frame is simple common sense").

- 29. To the extent the prepetition Taxes and Assessments are priority claims, they must be paid in full before any general unsecured obligations of the Debtors may be satisfied. The Debtors submit that sufficient assets exist to pay all the prepetition Taxes and Assessments. Accordingly, the proposed relief will affect only the timing of payment of prepetition Taxes and Assessments and will not prejudice the rights of any general unsecured creditor or other party in interest.
- 30. For the foregoing reasons, the payment of prepetition Taxes and Assessments is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Court should authorize the Debtors to pay prepetition Taxes and Authorities.

# Applicable Financial Institutions Should Be Authorized to Receive, Process, Honor, and Pay Checks Issued and Transfers Requested to Pay Taxes and Assessments

31. The Debtors further request that the Court authorize applicable financial institutions (the "Banks") to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to the Taxes and Assessments, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payment. The Debtors also seek authority to issue new postpetition checks or effect new postpetition electronic funds transfers in replacement of any checks or fund transfer requests on account of prepetition Taxes and Assessments dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

#### Bankruptcy Rule 6003(b) Has Been Satisfied

32. Pursuant to Rule 9013-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules"), the Debtors respectfully request emergency consideration of this Motion under Bankruptcy Rule 6003, which

provides that the Court may grant relief within the first 21 days after the Petition Date to the extent such relief is necessary to avoid immediate and irreparable harm. As described herein and in the Healy Declaration, the relief requested is essential to avoid the immediate and irreparable harm that would be caused by the Debtors' inability to transition smoothly into chapter 11. Accordingly, the Debtors submit that the requirements of Bankruptcy Rule 6003 are satisfied.

### Compliance with Bankruptcy Rule 6004(a) and Waiver of Bankruptcy Rule 6004(h)

33. To implement the foregoing successfully, the Debtors request that the Court find that notice of the Motion satisfies Bankruptcy Rule 6004(a) and that the Court waive the 14-day period under Bankruptcy Rule 6004(h).

#### **DIP Order and DIP Documents Control**

34. Contemporaneously herewith, the Debtors are seeking entry by the Bankruptcy Court of an interim and final DIP Order, which provide for, among other things, the Debtors' entry into the DIP Facility and DIP Documents and provision of adequate protection in connection with the DIP Facility and the use of cash collateral. The DIP Order and the DIP Documents contain terms that limit and otherwise apply to the Debtors' ability to utilize certain of the relief requested herein. For the avoidance of doubt, the relief described and requested herein and/or granted by any order issued pursuant hereto is subject in all respects to, and superseded by, the terms of the DIP Order and the DIP Documents.

#### **Reservation of Rights**

35. Nothing contained herein is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver or limitation of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable

nonbankruptcy law, (iv) an agreement or obligation to pay any claims (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (vi) an admission as to the validity of any liens satisfied pursuant to this Motion, or (vii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

#### **Notice**

Trustee for the Southern District of Texas; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) (A) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: Damian S. Schaible, Esq., David Schiff, Esq., and Jonah A. Peppiatt, Esq.) and (B) Rapp & Krock, PC, 1980 Post Oak Blvd, Suite 1200 Houston, TX 77056 (Attn: Henry Flores, Esq.) counsel to the Ad Hoc Group of Secured Lenders; (iv) Skadden, Arps, Slate, Meagher & Flom LLP, One Manhattan West, New York, NY 10001 (Attn: Steven Messina, Esq. and George Howard, Esq.) and 155 N. Wacker Drive, Chicago, IL 60606 (Attn: David M. Wagener, Esq.), counsel to Credit Suisse AG, Cayman Islands Branch, as administrative agent under the Syndicated Facility Agreement and the DIP Agent; (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the Southern District of Texas; (vii) the Securities and Exchange Commission; (viii) the Taxing Authorities; (ix) the Banks; and (x) any other party entitled to notice pursuant to Local Rule 9013-1(d).

#### **No Previous Request**

37. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order

granting the relief requested herein and such other and further relief as the Court may deem just

and appropriate.

Dated: April 23, 2020 Houston, Texas

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#### Respectfully submitted,

#### /s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP

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Proposed Attorneys for Debtors and Debtors in Possession

#### **Certificate of Service**

I hereby certify that on April 23, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

<u>/s/ Alfredo R. Pérez</u> Alfredo R. Pérez

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

In re:

SPEEDCAST INTERNATIONAL

LIMITED, et al.,

Debtors.

Debtors.

SChapter 11

SCASE No. 20-32243 (MI)

## ORDER (I) AUTHORIZING DEBTORS TO PAY CERTAIN PREPETITION TAXES AND ASSESSMENTS; AND (II) GRANTING RELATED RELIEF

Upon the motion, dated April 23, 2020 (the "Motion"),<sup>2</sup> of SpeedCast International Limited and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to sections 105(a), 363(b), 507(a), and 541(d) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 (i) authorizing the Debtors to pay certain prepetition Taxes and Assessments and (ii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the Healy Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at http://www.kccllc.net/speedcast. The Debtors' service address for the purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

#### IT IS HEREBY ORDERED THAT

- 1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), 507(a), and 541(d) of the Bankruptcy Code to satisfy all Taxes and Assessments due and owing, in the ordinary course of business as such obligations become due, to the Taxing Authorities that arose prior to the Petition Date, including all Taxes and Assessments subsequently determined by audit or otherwise to be owed for periods prior to the Petition Date.
- 2. The Debtors are further authorized, but not directed, to settle some or all of the prepetition Taxes and Assessments for less than their face amount without further notice or hearing.
- 3. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or

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any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

- 4. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Order.
- 5. The Debtors shall maintain a matrix/schedule of payments made pursuant to this Order, including the following information: (a) the names of the payee; (b) the nature, date and amount of the payment; (c) the category or type of payment as characterized in the Motion; and (d) the Debtor or Debtors that made the payment. The Debtors shall provide a copy of such matrix/schedule to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Order.
- 6. Notwithstanding anything to the contrary herein, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with any orders entered by the Court approving the Debtors' (1) entry into any postpetition debtor in possession financing facility, including any budget and the terms of any definitive documentation in connection therewith (the "DIP Documents"), and/or (2) authorizing the Debtor's use of cash collateral and/or any budget in connection therewith (in either case, the "DIP Order"). To the extent there is any inconsistency between the terms of the DIP Order or any DIP Documents, on the one hand, and any action taken or proposed to be taken hereunder, on the other hand, the terms of the DIP Order or such DIP Document, as applicable, shall control.

7. Nothing contained in the Motion or this Order or any payment made

pursuant to the authority granted by this Order is intended to be or shall be deemed as (i) an

admission as to the validity of any claim against the Debtors, (ii) a waiver or limitation of the

Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity

of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other

applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims (v) a waiver of

any claims or causes of action which may exist against any creditor or interest holder, (vi) an

admission as to the validity of any liens satisfied pursuant to this Motion, or (vii) an approval,

assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under

section 365 of the Bankruptcy Code.

8. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

9. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order

shall be immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary or appropriate to

carry out the relief granted in this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising

from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_\_, 2020 Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

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### Exhibit 1

**Taxing Authorities List** 

| AUTHORITY                | TAX TYPE       | Address                    |
|--------------------------|----------------|----------------------------|
|                          |                | P.O. BOX 10505             |
| ABERDEEN COUNTY          | FOREIGN:       | ABERDEEN, AB12 9EW         |
| COUNCIL                  | PROPERTY       | UNITED KINGDOM             |
| ACADIA PARISH SCHOOL     |                | P.O. DRAWER 309            |
| BOARD                    | SALES AND USE  | CROWLEY, LA 70527-0309     |
|                          |                | 115 S WALL STREET          |
| ADAMS CO TAX COLLECTOR   | PROPERTY       | NATCHEZ, MS 39120-3493     |
|                          |                | SAUS QUADRA 06 BLOCO H     |
|                          |                | ALA NORTE 4º ANDAR         |
|                          |                | CEP: 70                    |
| AGENCIA NACIONAL DE      | FOREIGN: SALES | BRASÍLIA, DF 070-940       |
| TELECOMUNICAÇÕES         | AND USE        | BRASIL                     |
|                          |                | ALABAMA DEPARTMENT OF      |
|                          |                | REVENUE                    |
| ALABAMA DEPARTMENT OF    |                | 50 NORTH RIPLEY STREET     |
| REVENUE                  | INCOME         | MONTGOMERY, AL 36104       |
|                          |                | BUSINESS PRIVILEGE TAX     |
| ALABAMA DEPT OF          | INCOME; SALES  | SECTION, PO BOX 327950.    |
| REVENUE                  | AND USE        | MONTGOMERY. AL. 36132-7950 |
| BEXAR COUNTY - ALBERT    |                | P.O. BOX 2903              |
| URESTI, MPA              | PROPERTY       | SAN ANTONIO, TX 78299-2903 |
|                          |                | 2520 W.W. THORNE BLVD      |
| ALDINE ISD               | PROPERTY       | HOUSTON, TX 77032-3027     |
|                          |                | 111 WEST 7TH AVE           |
| ALLEN PARISH SCHOOL      | SALES AND USE; | P. O. DRAWER C             |
| BOARD                    | PROPERTY       | OBERLIN, LA 70655          |
| HARRIS COUNTY - ANN      |                | P.O. BOX 4622              |
| HARRIS BENNETT           | PROPERTY       | HOUSTON, TX 77210-4622     |
|                          |                | P.O. BOX 29032             |
| ARIZONA DEPT. OF REVENUE | SALES          | PHOENIX, AZ 85038-9032     |
| ARKANSAS DEPARTMENT OF   |                | P.O. BOX 919               |
| FINANCE AND              |                | LITTLE ROCK, AR 72203      |
| ADMINISTRATION           | INCOME         |                            |
| ATASCOSA COUNTY TAX      |                | 1001 OAK ST                |
| OFFICE                   | PROPERTY       | JOURDANTON, TX 78026-2849  |
| AUDITOR OF STATE,        |                | P.O. BOX 251906            |
| UNCLAIMED PROPERTY DIV   | PROPERTY       | LITTLE ROCK, AR 72225-1906 |
|                          | FOREIGN: SALES | P.O. BOX CCI               |
|                          | AND USE;       | PARRAMATTA, NSW 2123       |
| AUSTRALIAN TAXATION      | WITHHOLDING;   | AUSTRALIA                  |
| OFFICE (ATO)             | INCOME         |                            |
| BECKHAM COUNTY           |                | P.O. BOX 600               |
| TREASURER                | PROPERTY       | SAYRE, OK 73662-0600       |

| AUTHORITY                | TAX TYPE       | Address                      |
|--------------------------|----------------|------------------------------|
|                          | FOREIGN: VALUE | BELATINGDIENSTKLOOSTERWEG    |
| BELASTINGDIENST          | ADDED;         | 22P.O. BOX 2865HEERLEN, 6401 |
| APELDOORN                | WITHHOLDING    | DJTHE NETHERLANDS            |
|                          |                | KLOOSTERWEG 22               |
|                          |                | P.O. BOX 2865                |
|                          | FOREIGN:       | HEERLEN, 6401 DJ             |
| BELATINGDIENST           | INCOME         | THE NETHERLANDS              |
|                          |                | P.O. BOX 71313               |
| BOSSIER CITY             | SALES AND USE  | BOSSIER CITY, LA 71171-1313  |
| BOSSIER PARISH SHERIFF'S |                | P.O. BOX 71313               |
| OFFICE                   | PROPERTY       | BOSSIER CITY, LA 71171       |
|                          |                | P.O. BOX 1586                |
| BRAZORIA COUNTY TAC      | PROPERTY       | LAKE JACKSON, TX 77566-1586  |
| BREVARD COUNTY TAX       |                | P.O. BOX 2500                |
| COLLECTOR                | PROPERTY       | TITUSVILLE, FL 32781-2500    |
| BROWARD COUNTY TAX       |                | 115 S ANDREWS AVE STE A-100  |
| COLLECTOR                | PROPERTY       | FORT LAUDERDALE, FL 33301    |
|                          |                | 708 CEDAR CREEK RD           |
| BUFFALO ISD              | PROPERTY       | BUFFALO, TX 75831            |
| CADDO PARISH SHERIFF'S   |                | P.O. BOX 20905               |
| OFFICE                   | PROPERTY       | SHREVEPORT, LA 71120-0905    |
|                          |                | SALES AND USE TAX            |
| CADDO SHREVEPORT SALES   |                | COMMISSION. PO BOX 104.      |
| & USE TAX COMM.,         | SALES AND USE  | SHREVEPORT. LA. 71161        |
|                          |                | P.O. BOX 942879              |
| CALIFORNIA STATE BOE     | SALES AND USE  | SACRAMENTO, CA 94279-3535    |
|                          | FOREIGN: SALES | CANADA REVENUE AGENCY.       |
|                          | AND USE;       | TAX CENTRE. 9755 KING GEORGE |
|                          | WITHHOLDING;   | HIGHWAY. SURREY BC V3T 5E6   |
| CANADA REVENUE AGENCY    | INCOME         |                              |
| CANADIAN COUNTY          |                | 201 N CHOCTAW                |
| TREASURER                | PROPERTY       | EL RENO, OK 73036-2607       |
|                          |                | 1534 S TREADAWAY             |
| CENTRAL APPRAISAL DIST   |                | P.O. BOX 1800                |
| OF TAYLOR COUNTY         | PROPERTY       | ABILENE, TX 79604            |
| CHAVES COUNTY            |                | P.O. BOX 1772                |
| TREASURER                | PROPERTY       | ROSWELL, NM 88202-1772       |
| GALVESTON COUNTY -       |                | P.O. BOX 1169                |
| CHERYL E JOHNSON, PCC    | PROPERTY       | GALVESTON, TX 77553          |
|                          |                | 500 S 4TH AVENUE             |
| CITY OF BRIGHTON         | SALES AND USE  | BRIGHTON, CO 80601           |
|                          |                | 7887 E 60TH AVE              |
| CITY OF COMMERCE CITY    | SALES AND USE  | COMMERCE CITY, CO 80022      |

| AUTHORITY               | TAX TYPE       | Address                        |
|-------------------------|----------------|--------------------------------|
|                         |                | 250 NORTH FIFTH STREET         |
| CITY OF GRAND JUNCTION  | SALES AND USE  | GRAND JUNCTION, CO 81501       |
|                         |                | 900 E. STRAWBRIDGE             |
|                         |                | AVE.UTILITIES DIVISIONFIRE     |
|                         |                | PREVENTIONMELBOURNE, FL        |
| CITY OF MELBOURNE       | PROPERTY       | 32901-4739                     |
|                         |                | 2200 CIVIC CENTER PLACE        |
|                         |                | COMMUNITY & ECONOMIC           |
|                         |                | DEVELOPMENT DEPARTMENT         |
| CITY OF MIRAMAR         | PROPERTY       | MIRAMAR, FL 33025              |
| CITY OF MORGAN CITY-TAX |                | 512 1ST ST                     |
| OFFICE                  | SALES AND USE  | MORGAN CITY, LA 70380          |
|                         |                | 1300 PERDIDO ST,ROOM 1W15      |
| CITY OF NEW ORLEANS     | SALES          | NEW ORLEANS, LA 70112          |
|                         |                | P.O. BOX 8                     |
|                         | FOREIGN: SALES | SALISBURY, MA 05108            |
| CITY OF SALISBURY       | AND USE        | AUSTRALIA                      |
| CLEAR CREEK ISD TAX     |                | P.O. BOX 650395                |
| OFFICE                  | PROPERTY       | DALLAS, TX 75265-0395          |
|                         |                | COLORADO DEPARTMENT OF         |
|                         |                | REVENUE                        |
| COLORADO DEPARTMENT     |                | P.O. BOX 17087                 |
| OF REVENUE              | INCOME         | DENVER, CO 80217-0087          |
|                         |                | 100 THIRD ST.; DIANE A HOLBERT |
| COLORADO DEPT OF        |                | TREASURER. CASTLE ROCK. CO.    |
| REVENUE                 | SALES AND USE  | 80104                          |
| COMPTROLLER OF          | SALES AND USE; | 35 W WASHINGTON ST STE 102.    |
| MARYLAND                | PROPERTY       | HAGERSTOWN. MD. 21740-4868     |
| COMPTROLLER OF          |                | COMPTROLLER OF MARYLAND        |
| MARYLAND                |                | REVENUE ADMINISTRATION         |
| REVENUE ADMINISTRATION  |                | CENTER                         |
| CENTER                  |                | TAXPAYER SERVICE DIVISION      |
| TAXPAYER SERVICE        |                | 110 CARROLL STREET             |
| DIVISION                | INCOME         | ANNAPOLIS, MD 21411-0001       |
| CONNECTICUT             |                | P.O. BOX 5030                  |
| DEPARTMENT OF REVENUE   | SALES AND USE  | HARTFORD, CT 06102             |
| COOKE COUNTY APPRIASAL  |                | 201 NORTH DIXON                |
| DISTRICT                | PROPERTY       | GAINESVILLE, TX 76240          |
|                         |                | 310 N. MAIN ST.                |
| COTULLA ISD TAX OFFICE  | PROPERTY       | COTULLA, TX 78014              |
|                         |                | DEPT OF TAX                    |
|                         |                | P.O. BOX 10201                 |
| COUNTY OF FAIRFAX       | PROPERTY       | FAIRFAX, VA 22035              |

| AUTHORITY              | TAX TYPE       | ADDRESS                        |
|------------------------|----------------|--------------------------------|
| CULPEPER COUNTY        |                | P.O. BOX 1447                  |
| TREASURER              | PROPERTY       | CULPEPER, VA 22701-6447        |
| CYPRESS-FAIRBANKS ISD  |                | P.O. BOX 692003                |
| TAX A/C                | PROPERTY       | HOUSTON, TX 77269              |
| SAN PATRICIO COUNTY -  |                | P.O. BOX 280                   |
| DALIA SANCHEZ RTA TAX  |                | SINTON, TX 78387               |
| ASSESSOR/COLLECTOR     | PROPERTY       | ,                              |
| DC OFFICE OF TAX AND   |                | 1101 4TH STREET SWSUITE 270    |
| REVENUE                | INCOME         | WESTWASHINGTON, DC 20024       |
| DENTON COUNTY TAX      |                | P.O. BOX 90223                 |
| ACCESSOR COLLECTOR     | PROPERTY       | DENTON, TX 76202               |
| DEPARTMENT OF THE      |                | P.O. BOX 281                   |
| TREASURY               |                | TRENTON, NJ 08695-0281         |
| DIVISION OF TAXATION   | INCOME         | ,                              |
|                        |                | P.O. BOX 927                   |
|                        |                | SALES AND USE TAX              |
|                        |                | COMMISSION                     |
| DESOTO PARISH          | SALES AND USE  | MANSFIELD, LA 71052            |
| DIMMIT COUNTY TAX      |                | 212 N. 4TH ST                  |
| OFFICE                 | PROPERTY       | CARRIZO SPRINGS, TX 78834-6425 |
| DIRECTION GÉNÉRALE DES | FOREIGN: VALUE | 115 BD JEAN JAURÈS             |
| FINANCES PUBLIQUE –    | ADDED;         | BOULOGNE BILLANCOURT, 92100    |
| BOULOGNE BILLANCOURT   | WITHHOLDING    | FRANCE                         |
|                        |                | 100 THIRD ST                   |
| DOUGLAS COUNTY OFFICE  |                | DIANE A HOLBERT TREASURER      |
| OF THE TREASURER       | PROPERTY       | CASTLE ROCK, CO 80104          |
|                        |                | 101 S MALLORY                  |
| E.S. GONZALEZ, KENNEDY |                | P.O. BOX 129                   |
| COUNTY TAX OFFICE      | PROPERTY       | SARITA, TX 78385-0129          |
|                        |                | P.O. BOX 397                   |
| EAST FELICIANA PARISH  | SALES AND USE  | CLINTON, LA 70722              |
|                        |                | 101 W. GREENE                  |
|                        |                | STE 117                        |
| EDDY COUNTY TREASURER  | PROPERTY       | CARLSBAD, NM 88220             |
|                        |                | DEPT OF TAX                    |
| FAIRFAX COUNTY         |                | P.O. BOX 10201                 |
| DEPARTMENT OF TAX      | PROPERTY       | FAIRFAX, VA 22035              |
| FEDERAL                |                | 445 12TH ST SW                 |
| COMMUNICATIONS         |                | WASHINGTON, DC 20554           |
| COMMISSION             | SALES AND USE  |                                |
|                        |                | CENTRAL PARK - BUSINESS        |
| FEDERAL TAX AUTHORITY  | FOREIGN: VALUE | TOWER - DUBAI - UNITED ARAB    |
| (FTA)                  | ADDED          | EMIRATES                       |

| AUTHORITY                | TAX TYPE       | Address                        |
|--------------------------|----------------|--------------------------------|
|                          |                | 5050 WEST TENNESSEE ST         |
| FLORIDA DEPARTMENT OF    |                | BLDG K                         |
| REVENUE                  | INCOME         | TALLAHASSEE, FL 32399-0120     |
|                          | SALES AND USE; | 5050 W. TENNESSEE STREET       |
| FLORIDA DEPT OF REVENUE  | PROPERTY       | TALLAHASSEE, FL 32399          |
|                          |                | P.O. BOX 942857                |
| FRANCHISE TAX BOARD      | INCOME         | SACREMENTO, CA 94257-0531      |
|                          |                | 201 W. GRANT, 2ND FLOOR        |
| GARVIN COUNTY            |                | ANNEX                          |
| TREASURER                | PROPERTY       | PAULS VALLEY, OK 73075         |
| SMITH COUNTY - GARY B    |                | P O BOX 2011TYLER, TX 75710    |
| BARBER                   | PROPERTY       |                                |
| GRAY COUNTY - GAYE       |                | P.O. BOX 382                   |
| WHITEHEAD, TAX ASSESSOR  | PROPERTY       | PAMPA, TX 79066-0382           |
| GEORGIA DEPARTMENT OF    |                | 4125 WELCOME ALL RD.           |
| REVENUE                  | SALES AND USE  | ATLANTA, GA 30349              |
|                          |                | GREEK MINISTRY OF              |
| GREEK MINISTRY OF        | FOREIGN: VALUE | ECONOMICS TAX DEPARTMENT       |
| ECONOMICS TAX            | ADDED;         | KOSTI PALAMA 4, ATHINA 111 41, |
| DEPARTMENT               | WITHHOLDING    | GREECE                         |
|                          |                | DARYL JOHN TAC                 |
| GUADALUPE COUNTY TAX     |                | 307 W COURT ST                 |
| OFFICE                   | PROPERTY       | SEGUIN, TX 78155               |
| HARRIS CNTY TAX          |                | P.O. BOX 4089                  |
| ASSESSOR-COL             | PROPERTY       | HOUSTON, TX 77210-4089         |
| HARRIS COUNTY            |                | P.O. BOX 4622                  |
| COLLECTOR                | PROPERTY       | HOUSTON, TX 77210-4622         |
|                          |                | P.O. BOX 818                   |
| HARRISON CAD             | PROPERTY       | MARSHALL, TX 75671-0818        |
|                          |                | P.O. BOX 967                   |
| HARRISON CO TAX OFFICE   | PROPERTY       | MARSHALL, TX 75671-0967        |
|                          |                | P.O. BOX 3337                  |
|                          |                | P.O. BOX 178                   |
| HIDALGO COUNTY TAX A/C   | PROPERTY       | EDINBURG, TX 78540             |
| HILLSBOROUGH COUNTY      |                | P.O. BOX 30012                 |
| TAX COLLECTOR            | PROPERTY       | TAMPA, FL 33630-3012           |
|                          | FOREIGN: VALUE | HM REVENUE & CUSTOMS, BX9      |
|                          | ADDED;         | 1AX, UNITED KINGDOM            |
| IN A DELIEN HIE CONTROLO | WITHHOLDING;   |                                |
| HM REVENUE & CUSTOMS     | INCOME         | 1000 111 PT 1 PT 1 PT          |
| HOOD COLDINAL LEDY LEGY  |                | 1902 W. PEARL ST               |
| HOOD COUNTY APPRAISAL    | DD ODED TV     | P.O. BOX 819                   |
| DISTRICT                 | PROPERTY       | GRANBURY, TX 76048             |

| AUTHORITY               | TAX TYPE       | Address                      |
|-------------------------|----------------|------------------------------|
| IBERIA PARISH TAX       | SALES AND USE; | 300 IBERIA ST, SUITE 120     |
| COLLECTOR               | PROPERTY       | NEW IBERIA, LA 70560         |
| IDAHO STATE TAX         |                | P.O. BOX 76                  |
| COMMISSION              | SALES AND USE  | BOISE, ID 83707              |
| ILLINOIS DEPARTMENT OF  | SALES AND USE; | 707 EAST ETNA ROAD ROOM 153. |
| REVENUE                 | INCOME         | OTTAWA. IL. 61350            |
| INDIANA DEPARTMENT OF   | PROPERTY;      | P.O. BOX 7228                |
| REVENUE                 | SALES AND USE  | INDIANAPOLIS, IN 46207       |
|                         |                | INLAND REVENUE AUTHORITY     |
|                         | FOREIGN:       | OF SINGAPORE (IRAS)          |
| INLAND REVENUE          | INCOME; VALU   | 55 NEWTON ROAD               |
| AUTHORITY OF SINGAPORE  | ADDED;         | SINGAPORE, 307987            |
| (IRAS)                  | WITHHOLDING    | SINGAPORE                    |
|                         | FOREIGN:       | REVENUE TOWER, 5             |
|                         | INCOME; VALUE  | GLOUCESTER ROADGP.O. BOX     |
| INLAND REVENUE          | ADDED;         | 132WAN CHAIHONG KONG, HONG   |
| DEPARTMENT              | WITHHOLDING    | KONG                         |
| INTERNAL REVENUE        |                | P.O. BOX 7346                |
| SERVICE (IRS)           | INCOME         | PHILADELPHIA, PA 19101-7346  |
| IOWA DEPARTMENT OF      |                | 1305 E. WALNUT ST.           |
| REVENUE                 | SALES AND USE  | DES MOINES, IA 50319         |
|                         |                | P.O. BOX 2112                |
| JEFFERSON COUNTY TAX    |                | ALLISON NATHAN GETZ          |
| ASSESSOR                | PROPERTY       | BEAUMONT, TX 77704-2112      |
|                         |                | SALES TAX DIVISON            |
|                         |                | P.O. BOX 1161                |
| JEFFERSON DAVIS PARISH  | SALES AND USE  | JENNINGS, LA 70546           |
|                         |                | P.O. BOX 248                 |
| JEFFERSON PARISH        | SALES AND USE  | GRETNA, LA 70054             |
|                         |                | P.O. BOX 607                 |
| JIM WELLS CAD           | PROPERTY       | ALICE, TX 78333              |
| DALLAS COUNTY - JOHN R. |                | P.O. BOX 139066              |
| AMES, CTA               | PROPERTY       | DALLAS, TX 75313-9066        |
|                         |                | 1137 E COURT PLAZA           |
| JONES COUNTY APPRAISAL  |                | P.O. BOX 348                 |
| DISTRICT                | PROPERTY       | ANSON, TX 79501-0348         |
|                         |                | P.O. BOX 511                 |
| JONES COUNTY TAX A/C    | PROPERTY       | LAUREL, MS 39441             |
|                         |                | PAYMENT CENTER               |
|                         |                | P.O. BOX 541004              |
|                         |                | KERN COUNTY TAX COLLECTOR    |
| JORDAN KAUFMAN - KCTTC  | PROPERTY       | LOS ANGELES, CA 90054-1004   |
| KANSAS DEPARTMENT OF    |                | KANSAS DEPARTMENT OF         |
| REVENUE                 | INCOME         | REVENUE                      |

| AUTHORITY                | TAX TYPE       | Address                      |
|--------------------------|----------------|------------------------------|
|                          |                | PO BOX 750260                |
|                          |                | TOPEKA, KS 66699-0260        |
|                          |                | 806 FAULKNER ST. CONWAY. AR. |
| KANSAS DEPT OF REVENUE   | SALES AND USE  | 72034                        |
| KENTUCKY DEPARTMENT OF   |                | 501 HIGH ST FRANKFORT. KY.   |
| REVENUE                  | SALES AND USE  | 40619                        |
| KENTUCKY STATE           |                | 1050 US HWY 127 S STE 100    |
| TREASURER                | PROPERTY       | FRANKFORT, KY 40601-4326     |
|                          |                | 500 FOURTH AVE SUITE 600.    |
| KING COUNTY TREASURY     | PROPERTY       | SEATTLE. WA. 98104           |
|                          |                | 3211 W. MARHSALL             |
| KIRK SHIELDS TAX         |                | P.O. BOX 1431                |
| ASSESSOR                 | PROPERTY       | LONGVIEW, TX 75606-1431      |
| KRISTEEN ROE TAX A/C     |                | 4151 COUNTY PARK CT          |
| BRAZOS COUNTY            | PROPERTY       | BRYAN, TX 77802              |
| LAFAYETTE PARISH TAX     | SALES AND USE; | P.O. BOX 52708LAFAYETTE, LA  |
| COLLECTOR                | PROPERTY       | 70505-2706                   |
| LAFOURCHE PARASH         | SALES AND USE; | P.O. BOX 5608                |
| SHERIFF'S OFFICE         | PROPERTY       | THIBODAUX, LA 70302-5608     |
| LARAMIE COUNTY           |                | P.O. BOX 125                 |
| TREASURER                | PROPERTY       | CHEYENNE, WY 82003           |
|                          |                | 1702 HOUSTON ST              |
| LAREDO I.S.D. TAX OFFICE | PROPERTY       | LAREDO, TX 78040             |
| LASALLE COUNTY TAX       |                | 707 EAST ETNA ROAD ROOM 153  |
| OFFICE                   | PROPERTY       | OTTAWA, IL 61350             |
|                          |                | 100 N. MAIN AVE SUITE 3C     |
| LEA COUNTY TREASURER     | PROPERTY       | LOVINGTON, NM 88260-4000     |
|                          |                | P.O. BOX 10288               |
| LIBERTY COUNTY TAC       | PROPERTY       | LIBERTY, TX 77575            |
|                          | FOREIGN:       | MUNICIPAL TAXES OFFICE       |
|                          | PROFESSIONAL   | LIMASSOL,                    |
| LIMASSOL MUNICIPALITY    | TAX FEE        | CYPRUS                       |
|                          |                | P.O. BOX 863                 |
| LINCOLN PARISH           | SALES AND USE  | RUSTON, LA 71273             |
|                          |                | P.O. BOX 1030                |
| LIVINGSTON PARISH        | SALES AND USE  | LIVINGSTON, LA 70754         |
| LOS ANGELES COUNTY TAX   |                | P.O. BOX 54027               |
| COLLECTOR                | PROPERTY       | LOS ANGELES, CA 90054-0027   |
|                          |                | LOUISIANA DEPARTMENT OF      |
|                          |                | REVENUE                      |
| LOUISIANA DEPARTMENT OF  |                | POST OFFICE BOX 201          |
| REVENUE                  | INCOME         | BATON ROUGE, LA 70821-0201   |
| LOUISIANA DEPT OF        |                | P.O. BOX 201                 |
| REVENUE                  | SALES AND USE  | BATON ROUGE, LA 70821        |

| AUTHORITY                | TAX TYPE       | Address                        |
|--------------------------|----------------|--------------------------------|
| MADISON PARISH SCHOOL    | SALES AND USE; | P.O. BOX 1620                  |
| BOARD                    | PROPERTY       | TALLULAH, LA 71284-1620        |
|                          |                | P.O. BOX 9107                  |
| MAINE REVENUE SERVICES   | SALES AND USE  | AUGUSTA, ME 04332              |
|                          |                | P.O. BOX 777                   |
|                          | FOREIGN:       | PORT MORESBY, NCD              |
| MAROBE PROVINCIAL GOV'T  | PROPERTY       | PAPUA NEW GUINEA               |
| MASSACHUSETTS            |                | P.O. BOX 7009                  |
| DEPARTMENT OF REVENUE    | SALES          | BOSTON, MA 02204               |
| MASSACHUSETTS            |                | P.O. BOX 7009                  |
| DEPARTMENT OF REVENUE    | INCOME         | BOSTON, MA 02204               |
| MIAMI-DADE TAX           | IIVECTVIE      | 111 N.W. 1ST STREET 26TH FLOOR |
| COLLECTOR                | PROPERTY       | MIAMI, FL 33128                |
| MICHIGAN DEPARTMENT OF   | TROTERTI       | LANSING, MI 48922              |
| TREASURY                 | INCOME         | LANSING, WII 40722             |
| MICHIGAN DEPT. OF        | ITTOME         | DEPT 77003                     |
| TREASURY                 | SALES AND USE  | DETROIT, MI 48277-0003         |
| MIDLAND CENTRAL          | SALES AND USE  | P.O. BOX 908002                |
| APPRAISAL DIST           | PROPERTY       | MIDLAND, TX 79708-0002         |
| APPRAISAL DIST           | PROPERTY       | ·                              |
| MIDI AND COUNTY TAY A/C  | DDODEDTY       | 2110 N A STREET                |
| MIDLAND COUNTY TAX A/C   | PROPERTY       | MIDLAND, TX 79705              |
|                          |                | MINISTERIO DE HACIENDA,        |
| MD HOTEDIO DE HACIENDA V | FOREIGNI       | ECONOMIA Y PLANIFICACION,      |
| MINISTERIO DE HACIENDA Y | FOREIGN:       | DIRECCION GENERAL DE           |
| PRESUPUESTOS, DIRECCION  | INCOME; VALUE  | IMPUESTOS Y CONTRIBUCIONES,    |
| GENERAL DE IMPUESTOS     | ADDED;         | MALABO, BIOKO NORTE,           |
| CONTRIBUCIONES           | WITHHOLDING    | EQUATORIAL GUINEA              |
|                          |                | 3022 LIMASSOL                  |
|                          | FOREVOLV       | P.O. BOX 56655                 |
| MINISTRY OF FINANCE, TAX | FOREIGN:       | , 3309                         |
| DEPARTMENT               | INCOME         | CYPRUS                         |
| MINNESOTA DEPARTMENT     |                | 600 NORTH ROBERT ST            |
| OF REVENUE               | SALES AND USE  | ST PAUL PARK, MN 55016         |
|                          |                | MISSISSIPPI DEPARTMENT OF      |
|                          |                | REVENUE                        |
| MISSISSIPPI DEPARTMENT   |                | P. O. BOX 23191                |
| OF REVENUE               | INCOME         | JACKSON, MS 39225-3050         |
| MISSISSIPPI DEPT OF      | SALES AND USE; | 115 S WALL STREET. NATCHEZ.    |
| REVENUE                  | WITHHOLDING    | MS. 39120-3493                 |
|                          |                | P.O. BOX 357                   |
| MISSOURI DEPT OF REVENUE | SALES AND USE  | JEFFERSON CITY, MO 65105-0357  |
| MOBILE COUNTY            | SALES AND USE  | PO BOX 1169. MOBILE. AL. 36633 |
| MONTANA DEPARTMENT OF    |                | MONTANA DEPARTMENT OF          |
| REVENUE                  | INCOME         | REVENUE                        |

| AUTHORITY                    | TAX TYPE        | Address                            |
|------------------------------|-----------------|------------------------------------|
|                              |                 | PO BOX 5805                        |
|                              |                 | HELENA, MT 59604-5805              |
| NAPA COUNTY TAX              |                 | 1195 THIRD ST, SUITE 108           |
| COLLECTOR                    | PROPERTY        | NAPA, CA 94559-3050                |
| NATRONA COUNTY               |                 | P.O. BOX 2290                      |
| TREASURER                    | PROPERTY        | CASPER, WY 82602                   |
| NEBRASKA DEPARTMENT OF       | THE TENT        | P.O. BOX 98903                     |
| REVENUE                      | SALES AND USE   | LINCOLN, NE 68509                  |
| NEVADA DEPARTMENT OF         | STILLS THE USE  | 1550 COLLEGE PKWY STE 115.         |
| TAXATION                     | SALES AND USE   | CARSON CITY. NV. 89706             |
| THE THORY                    | STREES THIS COL | P.O. BOX 25128                     |
| NEW MEXICO TAXATION          |                 | REVENUE DEPARTMENT                 |
| AND                          | SALES AND USE   | SANTA FE, NM 87504                 |
| AND                          | SALLS AND USL   | NEW MEXICO TAXATION AND            |
| NEW MEXICO TAXATION          |                 | REVENUE DEPARTMENT                 |
| AND REVENUE                  |                 | 1100 SOUTH ST. FRANCIS DRIVE       |
| DEPARTMENT                   | INCOME          | SANTA FE, NM 87504                 |
| DELAKTMENT                   | INCOME          | PO BOX 4136. BINGHAMTON. NY.       |
| NEW YORK STATE CORP TAX      | SALES AND USE   | 13902                              |
| NEWFICK STATE CORF TAX       | SALES AND USE   | JEFFERSON PARISHS SHERIFF          |
|                              |                 |                                    |
| NORMAND/SHERIFF&TAX COL.     | PROPERTY        | OFFP.O. BOX 327GRETNA, LA<br>70054 |
| WEBB COUNTY - NORMA          | PROPERTY        | P.O. BOX 420128                    |
|                              |                 |                                    |
| FARABOUGH, RTA, CSTA,<br>CTA | DDODEDTV        | LAREDO, TX 78042-8128              |
|                              | PROPERTY        | 2200 ATH ANTEIG AVENUE             |
| NORTH CAROLINA DEPT OF       | DDODEDTV        | 3200 ATLANTIC AVENUE               |
| STATE TREASURER              | PROPERTY        | RALEIGH, NC 27604                  |
| NORTH CAROLINA DEPT.OF       | PROPERTY;       | 3200 ATLANTIC AVENUE.              |
| REVENUE                      | SALES AND USE   | RALEIGH. NC. 27604                 |
| NORTH DAKOTA STATE TAX       |                 | 600 E. BOULEVARD AVE., DEPT        |
| COMM                         | SALES AND USE   | 127. BISMARCK. ND. 58505-0599      |
| NUECES COUNTY TAX            |                 | P.O. BOX 2810                      |
| ASSESSOR COLLECTOR           | PROPERTY        | CORPUS CHRISTI, TX 78403-2810      |
| NYS ASSESSMENT               |                 | P.O. BOX 4127                      |
| RECEIVABLES                  | INCOME          | BINGHAMTON, NY 13902-4127          |
| OFFICE OF CALIFORNIA         |                 | P.O. BOX 942850                    |
| STATE CONTROLLER             | PROPERTY        | SACRAMENTO, CA 94250-0001          |
|                              |                 | 600 E BOULEVARD AVE                |
| OFFICE OF STATE TAX          |                 | DEPT 127                           |
| COMMISSIONER                 | INCOME          | BISMARCK, ND 58505-0599            |
| OFFICE OF THE STATE          |                 | PO BOX 2114. MADISON. WI.          |
| TREASURER                    | PROPERTY        | 53701-2114                         |
| OHIO DEPARTMENT OF           |                 | P.O. BOX 182215                    |
| TAXATION                     | SALES AND USE   | COLUMBUS, OH 43218-2215            |

| AUTHORITY               | TAX TYPE       | Address                        |
|-------------------------|----------------|--------------------------------|
|                         |                | 77 SOUTH HIGH STREET; 20TH     |
| OHIO DIVISION OF        |                | FLOOR. COLUMBUS. OH. 43215-    |
| UNCLAIMED FUNDS         | PROPERTY       | 6108                           |
| OKANOGAN COUNTY         |                | 500 FOURTH AVE SUITE 600.      |
| TREASURER               | PROPERTY       | SEATTLE. WA. 98104             |
| OKLAHOMA COUNTY         |                | P.O. BOX 268875                |
| TREASURER               | PROPERTY       | OKLAHOMA CITY, OK 73126-8875   |
| OKLAHOMA STATE          |                | 9520 N. MAY AVE., LOWER LEVEL  |
| TREASURER               | PROPERTY       | OKLAHOMA CITY, OK 73120        |
|                         |                | 2501 NORTH LINCOLN             |
| OKLAHOMA TAX            |                | BOULEVARD                      |
| COMMISSION              | SALES AND USE  | OKLAHOMA CITY, OK 73194        |
|                         |                | 2501 NORTH LINCOLN             |
| OKLAHOMA TAX            |                | BOULEVARD                      |
| COMMISSION              | INCOME         | OKLAHOMA CITY, OK 73194        |
|                         |                | OREGON DEPARTMENT OF           |
|                         |                | REVENUE                        |
| OREGON DEPARTMENT OF    |                | 955 CENTER STREET NE           |
| REVENUE                 | INCOME         | SALEM OR 97301-2555            |
| PA DEPARTMENT OF        | INCOME; SALES  | P.O. BOX 280437                |
| REVENUE                 | AND USE        | HARRISBURG, PA 17128-0437      |
|                         |                | 8201 W JUDGE PEREZ DRIVE       |
| PARISH OF ST. BERNARD   | SALES AND USE  | CHALMETTE, LA 70043            |
|                         |                | P.O. DRAWER 1279               |
|                         |                | ST. MARY PARISH SALES AND      |
|                         |                | USE TAX DEPT                   |
| PARISH OF ST. MARY      | SALES AND USE  | MORGAN CITY, LA 70381          |
| PARKER COUNTY           |                | 1108 SANTA FE                  |
| APPRAISAL DISTRICT      | PROPERTY       | DRWEATHERFORD, TX 76086-5818   |
|                         |                | P.O. BOX 1318                  |
| PASADENA ISD            | PROPERTY       | PASADENA, TX 77501-1318        |
|                         |                | 201 S MAIN                     |
| PECOS COUNTY APPRAISAL  |                | P.O. BOX 237                   |
| DIST                    | PROPERTY       | FT STOCKTON, TX 79735-0237     |
|                         |                | 200 S. NELSON STREET           |
| PECOS COUNTY TAX OFFICE | PROPERTY       | FT. STOCKTON, TX 79735-6710    |
|                         |                | 33 F. EDWARD HEBERT BLVD,      |
|                         |                | BUILDING 102, SUITE 345. BELLE |
| PLAQUEMINES PARISH      | SALES AND USE  | CHASSE. LA. 70037              |
|                         | FOREIGN: VALUE | INTERNAL REVENUE               |
|                         | ADDED;         | COMMISSION                     |
| PNG INLAND REVENUE      | WITHHOLDING;   | BOGAN CAP.O. HOUSE             |
| COMMISSION              | INCOME         | CHAMPION PARADE                |

| AUTHORITY               | TAX TYPE       | Address                        |
|-------------------------|----------------|--------------------------------|
|                         |                | PORT MORESBY, NCD              |
|                         |                | PAPUA NEW GUINEA               |
|                         |                | P.O. BOX 290                   |
| POINTE COUPE PARISH     | SALES AND USE  | NEW ROADS, LA 70760            |
|                         |                | 416 NORTH WASHINGTON AVE.      |
|                         |                | LESLIE BURKS-TAX               |
|                         |                | ASSESSOR/COLLECTOR             |
| POLK COUNTY TAX OFFICE  | PROPERTY       | LIVINGSTON, TX 77351           |
|                         |                | 5606 COLISEUM BLVD.            |
| RAPIDES PARISH          | SALES AND USE  | ALEXANDRIA, LA 71303           |
|                         |                | P.O. BOX 570                   |
| RED RIVER PARISH        | SALES AND USE  | COUSHATTA, LA 71019            |
|                         |                | 205 N BRIDGE ST STE 101        |
| RENA SCHERER TAX        |                | P.O. BOX 2569                  |
| ASSESSOR COLLECTOR      | PROPERTY       | VICTORIA, TX 77902             |
|                         |                | 3022 LIMASSOL                  |
| REPUBLIC OF CYPRUS      | FOREIGN: VALUE | P.O. BOX 56655                 |
| MINISTRY OF ECONOMICS   | ADDED;         | , 3309                         |
| TAX DEPARTMENT          | WITHHOLDING    | CYPRUS                         |
|                         |                | GP.O. BOX 4042                 |
|                         | FOREIGN: SALES | 0, NSW 02000                   |
| REVENUESA               | AND USE        | AUSTRALIA                      |
|                         |                | ONE CAPITOL HILL STE 4         |
| RHODE ISLAND            | SALES AND USE  | PROVIDENCE, RI 02908-5802      |
| RICHARDSON ISD TAX      |                | 970 SECURIT ROW                |
| OFFICE                  | PROPERTY       | RICHARDSON, TX 75081-2234      |
|                         |                | 100 THIRD ST.; DIANE A HOLBERT |
|                         |                | TREASURER. CASTLE ROCK. CO.    |
| RIO BLANCO COUNTY       | PROPERTY       | 80104                          |
| ROB SLAUGHTER -         |                | 80 WEST FLAMING GORGE WAY,     |
| SWEETWATER COUNTY       |                | #139                           |
| TREASURER               | PROPERTY       | GREEN RIVER, WY 82935          |
| RON WRIGHT, TAX         |                | 100 E WEATERFORDFORT           |
| ASSESSOR/COLLECTOR      | PROPERTY       | WORTH, TX 76196                |
|                         |                | P.O. BOX 249                   |
| SABINE PARISH           | SALES AND USE  | MANY, LA 71449                 |
| SABINE PARISH SHERIFF'S |                | P.O. BOX 1440                  |
| OFFICE                  | PROPERTY       | MANY, LA 71449-1440            |
| SALT LAKE COUNTY        |                | P.O. BOX 147421                |
| ASSESSOR                | PROPERTY       | SALT LAKE CITY, UT 84114       |
| SAN DIEGO COUNTY        |                | P.O. BOX 129009                |
| TREASURER TAX           |                | SAN DIEGO, CA 92112            |
| COLLECTOR               | PROPERTY       |                                |

| AUTHORITY               | TAX TYPE       | Address                      |
|-------------------------|----------------|------------------------------|
| SAN FRANCISCO TAX       |                | P.O. BOX 7426                |
| COLLECTOR               | PROPERTY       | SAN FRANCISCO, CA 94120      |
|                         |                | 70 WEST HEDDING ST           |
| SANTA CLARA COUNTY TAX  |                | EAST WING FL 6               |
| COLLECTOR               | PROPERTY       | SAN JOSE, CA 95110-1767      |
| SCOTT PORTER, TAX A/C   |                | P.O. BOX 75                  |
| JOHNSON COUNTY          | PROPERTY       | CLEBURNE, TX 76033-0075      |
|                         |                | R BUTANTÃ                    |
| SECRETARIA DA FAZENDA - |                | 260 - PINHEIROS              |
| GOVERNO DO ESTADO DE    | FOREIGN: VALUE | SÃO PAULO, SP 05424-000      |
| SÃO PAULO               | ADDED          | BRASIL                       |
|                         |                | AV PRES VARGAS               |
| SECRETARIA DA FAZENDA - |                | 670 - CENTRO                 |
| GOVERNO DO ESTADO DO    | FOREIGN: VALUE | RIO DE JANEIRO, RJ 20071-001 |
| RIO DE JANEIRO          | ADDED          | BRASIL                       |
|                         |                | 2ª AVENIDA CENTRO            |
|                         |                | ADMINISTRATIVO DA BAHIA      |
| SECRETARIA DA FAZENDA - |                | 260 - IMBUÍ                  |
| GOVERNO DO ESTADO DA    | FOREIGN: VALUE | SALVADOR, BA 41745-003       |
| BAHIA                   | ADDED          | BRASIL                       |
|                         |                | R TEN SILVEIRA               |
| SECRETARIA DA FAZENDA - |                | 60 - CENTRO                  |
| GOVERNO DO ESTADO DE    | FOREIGN: VALUE | FLORIANÓPOLIS, SC 88010-300  |
| SANTA CATARINA          | ADDED          | BRASIL                       |
|                         |                | ED AURELIANO HOFFMAN AV      |
|                         |                | JOÃO BATISTA PARRA           |
| SECRETARIA DA FAZENDA - |                | 600 - ENSEADA DO SUÁ         |
| GOVERNO DO ESTADO DO    | FOREIGN: VALUE | VITÓRIA, ES 29050-375        |
| ESPIRITO SANTO          | ADDED          | BRASIL                       |
|                         |                | AV PROF CARLOS CUNHA         |
| SECRETARIA DA FAZENDA - |                | 100 - JARDIM RENASCENÇA      |
| GOVERNO DO ESTADO DO    | FOREIGN: VALUE | SÃO LUÍS, MA 65076-820       |
| MARANHÃO                | ADDED          | BRASIL                       |
|                         | FOREIGN:       | RUA DAS LARANJEIRASNº 28     |
|                         | CONTRIBUTION   | TÉRREO - LARANJEIRASRIO DE   |
|                         | TO THE SOCIAL  | JANEIRO, RJ 22240-000BRASIL  |
|                         | INTEGRATION    |                              |
|                         | PROGRAM;       |                              |
|                         | SOCIAL         |                              |
|                         | SECURITY       |                              |
|                         | CONTRIBUTION   |                              |
| SECRETARIA DA RECEITA   | ON BILLING;    |                              |
| FEDERAL DO BRASIL       | WITHHOLDING    |                              |

| AUTHORITY                | TAX TYPE       | Address                      |
|--------------------------|----------------|------------------------------|
|                          |                | RUA DAS LARANJEIRAS          |
|                          |                | N° 28 TÉRREO - LARANJEIRAS   |
| SECRETARIA DA RECEITA    | FOREIGN:       | RIO DE JANEIRO, RJ 22240-000 |
| FEDERAL DO BRASIL        | INCOME         | BRASIL                       |
|                          |                | ESPLANADA DOS MINISTÉRIOS    |
|                          |                | ED                           |
|                          |                | SEDE DO MINISTÉRIO DA        |
|                          |                | ECONOMIA                     |
|                          |                | BLOCO P - CEP 70             |
| SECRETARIA DO TESOURO    | FOREIGN: SALES | BRASÍLIA, DF 048-900         |
| NACIONAL                 | AND USE        | BRASIL                       |
|                          |                | PRAÇA GETULIO VARGAS SEM     |
|                          | FOREIGN:       | NUMERO CENTRO                |
| SECRETARIA MUNICIPAL DA  | MUNICIPAL      | COELHO NETO, MA 65620-000    |
| FAZENDA - COELHO NETO    | SERVICE        | BRASIL                       |
|                          |                | AVENIDA AV PRES FELICIANO    |
|                          |                | SODRÉ                        |
|                          | FOREIGN:       | 534 - 1º ANDAR - CENTRO      |
| SECRETARIA MUNICIPAL DA  | MUNICIPAL      | MACAÉ, RJ 27948-021          |
| FAZENDA - MACAE          | SERVICE        | BRASIL                       |
|                          |                | RUA AFONSO CAVALCANTI        |
|                          |                | 455 – PRÉDIO ANEXO           |
|                          | FOREIGN:       | CIDADE NOVA CEP              |
| SECRETARIA MUNICIPAL DA  | MUNICIPAL      | RIO DE JANEIRO, RJ 20211-110 |
| FAZENDA - RIO DE JANEIRO | SERVICE        | BRASIL                       |
|                          |                | RUA JORGE LACERDA, 75        |
|                          |                | CENTRO                       |
| SECRETARIA MUNICIPAL DA  | FOREIGN:       | SAO BENTO DO SUL, SC SC      |
| FAZENDA - SÃO BENTO DO   | MUNICIPAL      | 89280902                     |
| SUL                      | SERVICE        | BRASIL                       |
|                          | FOREIGN:       | VIADUTO DO CHA 15 CENTRO     |
| SECRETARIA MUNICIPAL DA  | MUNICIPAL      | SAO PAULO, SP 1002020        |
| FAZENDA - SÃO PAULO      | SERVICE        | BRASIL                       |
|                          |                | 110 CENTER AVE               |
| SHERIFF OF LEWIS COUNTY  | PROPERTY       | WESTON, WV 26452             |
| SHERRY KOONCE,           |                | 806 FAULKNER ST              |
| FAULKNER COUNTY TAX      | PROPERTY       | CONWAY, AR 72034             |
|                          |                | P.O. BOX 4749                |
|                          |                | SHREWSBURY                   |
|                          | FOREIGN:       | 0, 0 SY1 9GH                 |
| SHROPSHIRE COUNCIL       | PROPERTY       | GREAT BRITAIN                |
|                          | FOREIGN: VALUE | SKATTEETATENPOSTBOKS 9200    |
|                          | ADDED;         | GRØNLANDOSLO, 0134NORWAY     |
| SKATTEETATEN OSLO        | WITHHOLDING    |                              |

| AUTHORITY                | TAX TYPE       | Address                        |
|--------------------------|----------------|--------------------------------|
|                          |                | SKATTEOPPKREVEN I SOLA         |
|                          |                | POSTBOKS 99                    |
|                          | FOREIGN:       | SOLA, 4097                     |
| SKATTEOPPKREVEN I SOLA   | INCOME         | NORWAY                         |
|                          |                | DEPARTMENT 1033                |
|                          |                | PO BOX 121033                  |
| SOLIX TEXAS USF          | SALES AND USE  | DALLAS, TX 75312-1033          |
| SOUTH CAROLINA DEPT OF   |                | REGISTRATION UNIT              |
| REVENUE                  | SALES AND USE  | COLUMBIA, SC 29214-0140        |
|                          |                | P.O. BOX 1205                  |
| ST HELENA PARISH         | SALES AND USE  | GREENSBURG, LA 70441           |
|                          |                | P.O. BOX 368                   |
| ST JAMES PARISH          | SALES AND USE  | LUTCHER, LA 70071              |
|                          |                | P.O. BOX 2066                  |
| ST JOHN THE BAPTIST      | SALES AND USE  | LAPLACE, LA 70069              |
|                          |                | P.O. BOX 1210                  |
| ST LANDRY PARISH         | SALES AND USE  | OPELOUSAS, LA 70751            |
| ST MARTIN PARISH         | SALES AND USE; | P.O. BOX 247                   |
| SHERIFF'S OFFICE         | PROPERTY       | ST MARTINVILLE, LA 70582-0247  |
| ST MARY PARISH SHERIFF'S |                | P.O. DRAWER 1279               |
| OFFICE                   | PROPERTY       | MORGAN CITY, LA 70381          |
| ST TAMMANY PARISH TAX    |                | TAX COLLECTOR. P.O. BOX 61080. |
| COLLECTOR                | SALES AND USE  | NEW ORLEANS. LA. 70161-1041    |
|                          |                | 13855 RIVER ROAD               |
| ST. CHARLES PARISH       | SALES AND USE  | LULING, LA 70070               |
|                          |                | 11 E. 17TH STREET              |
| STATE COMPTROLLER        | SALES AND USE  | AUSTIN, TX 78774               |
| STATE OF LOUISIANA DEPT  |                | P.O. BOX 91010                 |
| OF THE TREASURY          | PROPERTY       | BATON ROUGE, LA 70821-9010     |
| STATE OF NEW JERSEY DEPT |                | P.O. BOX 214                   |
| OF TREASURY              | PROPERTY       | TRENTON, NJ 08695-0214         |
|                          |                | REVENUE PROCESSING CTR         |
| STATE OF NJ, DIV OF      |                | P.O. BOX 666                   |
| TAXATION                 | SALES AND USE  | TRENTON, NJ 08646-0666         |
|                          |                | 101 S 11TH ST RM 207           |
| STEPHENS COUNTY          | PROPERTY       | DUNCAN, OK 73533-4758          |
| STEVEN DEQUAKER,         |                | 300 N PINE STREET              |
| TREASURER                | PROPERTY       | BURLINGTON, WI 53105-1435      |
|                          |                | 355 BELVEDERE DR N RM          |
| SUMNER COUNTY TRUSTEE    | PROPERTY       | 107GALLATIN, TN 37066-5414     |
|                          |                | 115 N. GONZALES                |
| SUSIE DREYER, TAX        |                | P.O. BOX 489                   |
| ASSESSOR                 | PROPERTY       | CUERO, TX 77954-0489           |

| AUTHORITY              | TAX TYPE      | Address                       |
|------------------------|---------------|-------------------------------|
| TANGIPAHOA PARISH      |               | P.O. BOX 159                  |
| SCHOOL SYSTEM          | SALES AND USE | AMITE, LA 70422-1059          |
| TANGIPAHOA PARISH      |               | P.O. BOX 159                  |
| SHERIFF'S OFFICE       | PROPERTY      | AMITE, LA 70422-1059          |
| TAX DIVISION ALASKA    |               | P.O. BOX 110420               |
| DEPARTMENT OF REVENUE  | INCOME        | JUNEAU, AK 99811-0420         |
| TENNESSEE DEPARTMENT   |               | 355 BELVEDERE DR N RM 107.    |
| OF REVENUE             | SALES AND USE | GALLATIN. TN. 37066-5414      |
|                        |               | ANDREW JACKSON ST. OFFICE     |
|                        |               | BLDG                          |
| TENNESSEE DEPT OF      |               | 500 DEADERICK ST              |
| REVENUE                | SALES AND USE | NASHVILLE, TN 37242           |
|                        |               | P.O. BOX 430                  |
| TENSAS PARISH          | SALES AND USE | VIDALIA, LA 71373             |
| TERREBONNE PARISH TAX  |               | P.O. BOX 670                  |
| COLLECTOR              | SALES AND USE | HOUMA, LA 70361-0670          |
|                        |               | TEXAS COMPTROLLER OF          |
|                        |               | PUBLIC ACCOUNTS               |
|                        |               | P.O. BOX 13528, CAPITOL       |
| TEXAS COMPTROLLER OF   |               | STATION                       |
| PUBLIC ACCOUNTS        | INCOME        | AUSTIN, TEXAS 78711-3528      |
| TEXAS STATE COMPTR     |               | P.O. BOX 12046                |
| UNCLAIMED PROP DIV     | PROPERTY      | AUSTIN, TX 78711-2019         |
| TRAVIS COUNTY TAX      |               | P.O. BOX 149326               |
| OFFICE                 | PROPERTY      | AUSTIN, TX 78714-9328         |
|                        |               | 152 E 100 N                   |
| UINTAH COUNTY ASSESSOR | PROPERTY      | VERNAL, UT 84078              |
|                        |               | 3501 E SAUNDERS               |
| UNITED ISD TAX OFFICE  | PROPERTY      | LAREDO, TX 78041              |
|                        |               | 1000 N. RANKING STREET,       |
|                        |               | COURTHOUSE ANNEX              |
| UPTON COUNTY APPRAISAL |               | P.O. BOX 14                   |
| DISTRICT               | PROPERTY      | RANKIN, TX 79778              |
|                        |               | 1500 PENNSYLVANIA AVENUE,     |
| US DEPARTMENT OF THE   |               | NW                            |
| TREASURY               | SALES AND USE | WASHINGTON, DC 20220          |
| UTAH STATE TAX         |               | 210 NORTH 1950 WEST           |
| COMMISSION             | SALES AND USE | SALT LAKE CITY, UT 84134-0180 |
| UTAH STATE TAX         |               | 210 NORTH 1950 WEST           |
| COMMISSION             | INCOME        | SALT LAKE CITY, UT 84134-0180 |
| VERMILLION PARISH TAX  |               | P.O. BOX 307                  |
| COLLECTOR              | SALES AND USE | ABBEVILLE, LA 70511-0307      |
| VERMONT DEPARTMENT OF  |               | 133 STATE STMONTPELIER, VT    |
| TAXATION               | SALES AND USE | 05633                         |

| AUTHORITY               | TAX TYPE      | ADDRESS                          |
|-------------------------|---------------|----------------------------------|
|                         |               | 117 BELVIEW ROAD                 |
| VERNON PARISH           | SALES AND USE | LEESVILLE, LA 71446              |
| VIRGINIA DEPT OF        |               | P.O. BOX 1115                    |
| TAXATION                | SALES AND USE | RICHMOND, VA 23218               |
| VIRGINIA TAX OFFICE OF  |               | P.O. BOX 1115                    |
| CUSTOMER SERVICES       | INCOME        | RICHMOND, VA 23218-1115          |
|                         |               | P.O. BOX 86                      |
| W BATON ROUGE PARISH    | SALES AND USE | PORT ALLEN, LA 70767             |
| WASHAKIE COUNTY         |               | 1001 BIG HORN AVE, STE. 104      |
| TREASURER               | PROPERTY      | WORLAND, WY 82401                |
| WASHINGTON COUNTY       |               | 35 W WASHINGTON ST STE 102       |
| TREASURER               | PROPERTY      | HAGERSTOWN, MD 21740-4868        |
| WASHINGTON STATE        |               | 500 FOURTH AVE SUITE 600.        |
| DEPARMENT OF REVENUE    | SALES AND USE | SEATTLE. WA. 98104               |
|                         |               | SHARI GIBLET                     |
| WASHITA COUNTY          |               | P.O. BOX 416                     |
| TREASURER               | PROPERTY      | CORDELL, OK 73632-0416           |
|                         |               | P.O. BOX 420128                  |
| WEBB COUNTY TAX A/C     | PROPERTY      | LAREDO, TX 78042-8128            |
| WEBSTER PARISH          | SALES AND USE | P. O. BOX 357. MINDEN. LA. 71058 |
| WEBSTER SALES & USE TAX |               | 1128 HOMER ROAD                  |
| COMMISSION              | PROPERTY      | MINDEN, LA 71055                 |
| WEST VIRGINIA STATE TAX |               | P.O. BOX 3784                    |
| DEPARTMENT              | INCOME        | CHARLESTON, WV 25324-1005        |
| WEST VIRGINIA STATE TAX |               | 110 CENTER AVE. WESTON. WV.      |
| DEPT                    | SALES AND USE | 26452                            |
| WISCONSIN DEPARTMENT    |               | 300 N PINE STREET.               |
| OF REVENUE              | SALES AND USE | BURLINGTON. WI. 53105-1435       |
|                         |               | P.O. BOX 1308                    |
| WISE COUNTY TREASURER   | PROPERTY      | WISE, VA 24293                   |
|                         |               | 1600 MAIN STREET                 |
| WOODWARD COUNTY         |               | SUITE 10                         |
| TREASURER               | PROPERTY      | WOODWARD, OK 73801               |
| WYOMING DEPT OF         |               | 122 W 25TH STREET                |
| REVENUE                 | SALES AND USE | CHEYENNE, WY 82002-0110          |
|                         |               | P.O. BOX 337                     |
| YOUNG CAD               | PROPERTY      | GRAHAM, TX 76450-0337            |