

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CST Industries, Inc.

2. All other names debtor used in the last 8 years CST Storage
CST Covers
Columbian Tec Tank
Engineered Storage Products Company
Conservatek; Temcor; Weaver; Silos & Reclaimers; Tec Tank; Columbian Steel Tank Company; Aquastore

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 8 - 1 2 3 9 5 5 4

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

903 East 104th St. Suite #900
 Number Street

 Number Street

 P.O. Box

Kansas City MO 64131
 City State ZIP Code

 City State ZIP Code

Location of principal assets, if different from principal place of business

Jackson
 County

 Number Street

 City State ZIP Code

5. Debtor's website (URL) www.cstindustries.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor CST Industries, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See attached Schedule 1. Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor CST Industries, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor CST Industries, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 06 09 2017
MM / DD / YYYY

X /s/ Timothy J. Carpenter
Signature of authorized representative of debtor

Title Chief Executive Officer

Timothy J. Carpenter
Printed name

18. Signature of attorney

X /s/ Jeremy W. Ryan
Signature of attorney for debtor

Date 06 09 2017
MM / DD / YYYY

Jeremy W. Ryan

Printed name

Potter Anderson & Corroon LLP

Firm name

1313 North Market Street, Sixth Floor

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 984-6000

Contact phone

jryan@potteranderson.com

Email address

4057

Bar number

DE

State

Schedule 1**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY THE DEBTOR AND ITS AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion is being filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only. Additional detail regarding the relationship of each debtor is set forth in the corporate ownership statement, filed contemporaneously herewith.

Entity Name	Relationship	Case Number	Judge
CST Industries Holdings Inc.	Debtors' Ultimate Parent Company	Not yet assigned	Not yet assigned
CST Industries, Inc.	Indirect subsidiary of CST Industries Holdings Inc.	Not yet assigned	Not yet assigned
CST Power & Construction, Inc.	Indirect subsidiary of CST Industries Holdings Inc.	Not yet assigned	Not yet assigned

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING OF
THE BOARD OF DIRECTORS
OF
CST INDUSTRIES, INC.**

June 9, 2017

The undersigned, constituting all of the members of the Board of Directors (the "Board") of CST Industries, Inc., a Delaware corporation (the "Company"), do hereby waive all notice of a meeting of the Board and approve and adopt the following resolutions as of the date first written above by unanimous written consent in lieu of a meeting pursuant to Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Board has reviewed and analyzed materials and advice presented by the management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, short term and long term prospects of the Company and the restructuring and other strategic alternatives available to it, and the impact of the foregoing on the business of the Company; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company and its creditors, employees and other parties in interest, that the Company file or cause to be filed a voluntary petition (the "Chapter 11 Case") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

NOW THEREFORE BE IT RESOLVED, that filing of the Chapter 11 Case by the Company, and the seeking of relief by the Company under chapter 11 of the Bankruptcy Code in the Bankruptcy Court be, and each hereby is, authorized and approved for all purposes and in all respects; and it is further

RESOLVED, that Timothy J. Carpenter, Chief Executive Officer of the Company, Chris Bridgnell, Chief Financial Officer, Vice President, Treasurer and Secretary of the Company, Bill Mead, Vice President and Corporate Controller of the Company, and any other person designated and so authorized to act by the aforementioned officers (each such officer or designee being an "Authorized Person"), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Board, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their

execution to be conclusive evidence of the approval thereof by such Authorized Person and the Board, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain (i) Hughes Hubbard & Reed LLP as co-general bankruptcy counsel; (ii) Potter Anderson & Corroon LLP as co-general bankruptcy counsel; (iii) CDG Group, LLC to provide financial advisory services and investment banking services; (iv) Epiq Bankruptcy Solutions, LLC as claims, noticing and balloting agent, and as strategic communications advisor; and (v) such other professionals as the Authorized Persons deem necessary, appropriate or desirable in connection with the Chapter 11 Case, in each case on such terms as the Authorized Persons shall deem necessary, appropriate or desirable and subject to any required approvals of the Bankruptcy Court; and it is further

RESOLVED, that in connection with the Chapter 11 Case, any Authorized Person be, and each hereby is, authorized and empowered on behalf and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of (i) that certain Senior Secured, Super-Priority Debtor-in-Possession Credit Agreement, by and among the Company, as Borrower, BNP Paribas, as Administrative Agent (the “DIP Agent”), and each lender from time to time party thereto, as Lenders (as amended, modified, supplemented, or restated, the “DIP Credit Agreement”), on substantially the terms and subject to the conditions described to the Board and as set forth in the DIP Credit Agreement or as may hereafter be authorized by the Board or each of the Authorized Persons; (ii) any and all transactions contemplated by the DIP Credit Agreement, including, without limitation, the payment of any fees and expenses payable under the DIP Financing Documents (defined herein) and the grant of security interests in and liens upon (including priming liens) some, any or all of the Company’s assets, as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; (iii) the “Loan Documents” as that term is defined in the DIP Credit Agreement (collectively, the “DIP Loan Documents”) to which the Company is a party and any and all agreements or instruments on behalf of the Company (including, without limitation, in connection therewith, such notes, security agreements, pledge agreements, mortgages, guarantees, fee letters, bailee letters, collateral access agreements, deposit account control agreements, securities account control agreements, and other agreements or instruments on behalf of the Company (such other agreements and instruments, together with the DIP Credit Agreement and the DIP Loan Documents, collectively, the “DIP Financing Documents”)) necessary or advisable in order to consummate the transactions contemplated under the DIP Financing Documents, the performance of the Company’s obligations and grant of security interest contemplated thereby and the guaranty of the obligations thereunder, with such changes to the DIP Financing Documents or additions thereto as the Authorized Person executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution; and (iv) any and all amendments, supplements and changes to the DIP Financing Documents, as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that the form, terms and provisions of the DIP Credit Agreement and each of the other DIP Loan Documents to which the Company is a party be, and the same hereby are, in all respects approved, and that any Authorized Person is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver the DIP Credit Agreement and each of the DIP Loan Documents to which the Company is a party, each in the form or substantially in the form thereof submitted to the Board, with such changes, additions and modifications thereto as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to authorize the DIP Agent in writing to file any UCC financing statements and any necessary assignments for security or other documents in the name of the Company that the DIP Agent deems necessary or appropriate to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Agent may reasonably request to perfect the security interests of the DIP Agent on behalf of itself and the other secured parties under the DIP Loan Documents; and it is further

RESOLVED, that in order to use and obtain the benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for the Company’s prepetition secured creditors under the “Pre-Petition Senior Credit Agreement” as that term is defined in the DIP Credit Agreement, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the “Pre-Petition Senior Agent” and the “Pre-Petition Senior Lenders” as those terms are defined in the DIP Credit Agreement (collectively, the “Pre-Petition Secured Parties”) (the “Adequate Protection Obligations”), as documented in a proposed interim order described to the Board (the “Interim DIP Order”) to be submitted for approval to the Bankruptcy Court; and it is further

RESOLVED, that the form, terms, and provisions of a proposed interim order described to the Board (the “Interim DIP Order”) to be submitted for approval to the Bankruptcy Court to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, adopted, and approved, and any Authorized Person of the Company be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate, or cause to be prepared and negotiated, and to execute, deliver, perform, and cause the performance of, the Interim DIP Order and the DIP Financing Documents (together with the Interim DIP Order, collectively, the “DIP Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “Adequate Protection Transactions”); and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and directed, and each acting alone be, and each hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, to take such actions as in their discretion is determined to be necessary, appropriate, or desirable to consummate the Adequate Protection Transactions, including execution and delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the “Adequate Protection Documents”); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the DIP Agent or “Pre-Petition Senior Agent” as that term is defined in the DIP Credit Agreement; and (c) such forms of deposit account control agreements, officer’s certificates and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document, in each case, to which the Company is a party; and it is further

RESOLVED, that Authorized Person be, and each hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the resolutions herein, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, appropriate, or desirable to perform any of the Company’s obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated thereby and to carry out fully the intent of these resolutions; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company, including under one or more plans of reorganization, and, subject to further approval of the Board, to enter into such plan of reorganization and all other documents, agreements or instruments to effectuate the foregoing; and it is further

RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to negotiate, execute, deliver and/or file or cause to be filed any and all agreements, amendments, instruments, consents, certificates, letters, documents or other writings, and to take all such other actions (including the payment of expense) deemed by such Authorized Person to be necessary, appropriate or desirable to carry out the purposes and intents of each and all of the foregoing resolutions; and it is further

RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the

adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

This document may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. This document shall be filed with the minutes of the proceedings of the Board. The resolutions herein shall have the same force and effect as if they were adopted at a meeting at which the undersigned personally was present.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have signed this unanimous written consent as of the date first written above.

DIRECTORS

/s/ Timothy J. Carpenter

Timothy J. Carpenter

/s/ Joseph R. Ponteri

Joseph R. Ponteri

/s/ J. Steven Keate

J. Steven Keate

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

CST INDUSTRIES, INC.,

Debtor.

Chapter 11

Case No. 17-____ ()
Joint Administration Pending

LIST OF EQUITY SECURITY HOLDER

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 1007(a)(3), the following entity is the sole equity security holder for CST Industries, Inc., the Debtor in this case, as of the date hereof:

<u>Equity Security Holder</u>	<u>Address</u>	<u>Number & Kind of Interest</u>
CST Industries Holdings Inc.	903 E. 104th Street, Suite 900 Kansas City, Missouri 64131	14,305,017 shares of common stock (100%)

DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDER

I, Timothy J. Carpenter, the undersigned authorized officer of CST Industries, Inc., named as the Debtor in this case, declare under penalty of perjury that I have reviewed the List of Equity Security Holder for CST Industries, Inc. submitted herewith, and that it is true and correct to the best of my information and belief.

Dated: June 9, 2017

/s/ Timothy J. Carpenter

Timothy J. Carpenter
Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: CST INDUSTRIES HOLDINGS INC., <i>et al.</i> , ¹ <div style="text-align: center;">Debtors.</div>)))))))	Chapter 11 Case No. 17-_____ (____) Joint Administration Pending
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**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

The following is the list of creditors holding the twenty (20) largest unsecured claims against the above-captioned debtor and its debtor affiliates (collectively, the “Debtors”), all of which simultaneously have commenced chapter 11 cases in this Court. This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors, and represents the Debtors’ best estimate of the largest unsecured claims that creditors may assert against them, as of June 9, 2017. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. The list does not include (i) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in this list shall not constitute an admission by, nor is it binding upon, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: CST Industries Holdings Inc. (4872), CST Industries, Inc. (9554), CST Power & Construction, Inc. (9480). The Debtors’ headquarters are located at: 903 E. 104th Street, Suite 900, Kansas City, Missouri 64131.

² The Debtors reserve the right to amend this list based on information existing as of the filing date. Inclusion of a claim on this consolidated list is not an admission that the amounts listed are owed by the Debtors.

	Name of creditor	Address	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	OCM Mezzanine Fun II, L.P.	333 South Grand Ave, 28th Fl., Los Angeles, CA 90071	Bank Loan				\$62,334,226.96
2	The Northwestern Mutual Life Insurance Company	720 East Wisconsin Ave, Milwaukee, WI 53202	Bank Loan				\$51,943,522.17
3	Center Ethanol Co., LLC	231 Monsanto Ave., Sauget, IL 62201	Litigation	Contingent, Unliquidated, Disputed			\$23,265,726.00
4	Cargill Steel	1035 W. Ketstone Ave, Port of Catoosa, OK 74015-3035	Trade				\$1,632,809.40
5	Sapa Extrusions, Inc.	14831 Collection Center Dr., Chicago, IL 60693	Trade				\$932,889.70
6	Steel Warehouse Company, Inc.	2722 West Tucker Drive, South Bend, IN 46624	Trade				\$922,874.00
7	Gexpro Services	2235 Corporate Lane	Trade				\$573,064.17
8	Gulf Coast Tank & Construction	11173 HWY 36 S. Wallis, TX 77485	Trade				\$550,853.00
9	Western Extrusions	PO Box 810219, Dallas, TX 75381-0219	Trade				\$508,451.17
10	Samuel Son & Co. Inc	24784 Network Place, Chicago, IL 60673-1247	Trade				\$321,134.70
11	National Traffic Service	151 John Jame Audubon PKWY, Amherst, NY 14228-1185	Trade				\$297,053.21
12	Siskin Steel & Supply Co.	PO Box 1191, Chattanooga, TN	Trade				\$268,311.92

	Name of creditor	Address	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13	Steel & Pipe Supply Co	PO Box 1688, Manhattan, KS	Trade				\$258,430.02
14	Hanna Rubber Company	908 W. 25th Street, Kansas City, MO 64105	Trade				\$236,435.67
15	Alston Environmental Co.	1250 Railroad Ave., STE 120A, Hammond, LA 70403	Trade				\$202,624.19
16	Richard Weaver	6156 9th Ave. Circle NE, Bradenton, FL	Litigation	Contingent, Unliquidated, Disputed			\$200,000.00
17	Feralloy Corporation	6755 Waterway Drive, Portage, IN 46368	Trade				\$197,827.79
18	Coombs Carlsbad CA Inc.	2011 Palomar Airport Rd, Ste 30, Carlsbad, CA 92011	Trade				\$194,905.00
19	Zonke Engineering (PTY) LTD	Pinewood Office Park, Block 14, 33 Riley Rd., Woodmead, 2191, S. Africa	Trade				\$194,580.00
20	Ferro Corporation	4150 East 56th Street, Cleveland, OH	Trade				\$155,764.00

Fill in this information to identify the case and this filing:

Debtor Name CST Industries, Inc.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 06/09/2017
 MM / DD / YYYY

X /s/ Timothy J. Carpenter

 Signature of individual signing on behalf of debtor

Timothy J. Carpenter

 Printed name

Chief Executive Officer

 Position or relationship to debtor