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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 ALEXANDRIA DIVISION**

In re:	)	Chapter 11
ENVIVA INC., <i>et al.</i> ,	)	Case No. 24-10453 (BFK)
Debtors. <sup>1</sup>	)	(Jointly Administered)

**SECOND INTERIM ORDER (I) AUTHORIZING THE  
 DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
 COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE  
 EMPLOYEE BENEFITS PROGRAMS, AND (II) GRANTING RELATED RELIEF**

Upon the Motion<sup>2</sup> filed by the above-referenced debtors and debtors in possession (collectively, the “*Debtors*”) for entry of a second interim order (the “*Second Interim Order*”) (i) authorizing the Debtors to (a) pay all prepetition wages, salaries, other compensation, and

<sup>1</sup> Due to the large number of Debtors in these jointly administered chapter 11 cases, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at [www.kccllc.net/enviva](http://www.kccllc.net/enviva). The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Motion.



reimbursable expenses on account of the Compensation and Benefit Programs and (b) continue to administer the Compensation and Benefits Programs in the ordinary course of business, including payment of prepetition obligations related thereto and (ii) granting related relief, all as more fully set forth in the Motion and in the First Day Declarations; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the Interim Order; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The final hearing (the “*Final Hearing*”) on the Motion shall be held on April 25, 2024, at 2:00 p.m., prevailing Eastern Time.

2. The Debtors are authorized to pay and honor prepetition amounts related to the Compensation and Benefits Programs and to continue paying amounts related to the Compensation and Benefits Programs in the ordinary course of business; *provided* that the Debtors shall not honor any prepetition obligations related to the Compensation and Benefits Programs owed to any

member of the Workforce, as applicable, that exceeds the priority amounts set forth in sections 507(a)(4) and (a)(5) of the Bankruptcy Code.

3. The Debtors are authorized to continue the Compensation and Benefits Programs in the ordinary course of business during these chapter 11 cases consistent with historical practices and without the need for further Court approval, subject to applicable law; *provided* that, subject to entry of the Final Order, the Debtors shall not be authorized to honor obligations or pay amounts under the Incentive and Bonus Programs solely with respect to the individuals occupying the positions set forth on **Exhibit A** hereto. The Office of the United States Trustee for Region 4 (the “*U.S. Trustee*”) reserves all rights and may file an objection solely with respect to such individuals’ participation in the Incentive and Bonus Programs. The U.S. Trustee’s deadline to object to the foregoing issues shall be April 22, 2024, at 5:00 p.m., prevailing Eastern Time, subject to the Debtors’ and the U.S. Trustee’s mutual agreement to extend such deadline.

4. Subject in all respects to the requirements of the Bankruptcy Code, including section 503(c) of the Bankruptcy Code, the Debtors are authorized to modify, change, and discontinue the Compensation and Benefits Programs, and to implement new programs, policies, and benefits; *provided*, that the Debtors shall provide ten (10) days’ advance notice to counsel to the official committee of unsecured creditors (the “*Committee*”) and counsel to the Ad Hoc Group of any material changes or modifications to the Compensation and Benefits Programs and any new programs and policies for the Employees.

5. The Debtors shall provide counsel to the Committee and counsel to the Ad Hoc Group with a report on a monthly basis setting forth all payroll payments (inclusive of bi-weekly payroll payments and any bonus payments) that exceed, for any individual Employee, \$10,000 for the applicable payroll cycle made to Employees (who may be anonymized for confidentiality

purposes) under this Second Interim Order and identifying (a) the Debtor that (i) incurred the obligation and (ii) paid the amount, and (b)(i) the amounts paid during the applicable payroll cycle and (ii) cumulative payments as of the end of that applicable payroll cycle. The Debtors shall provide a copy of such report for the prior month to counsel to the Committee and counsel to the Ad Hoc Group by the last day of each month beginning upon entry of this Second Interim Order.

6. For the avoidance of doubt, the Debtors shall not, and are not authorized to, absent further order of the Court, directly or indirectly pay any amounts to “insiders” of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code, on account of any prepetition or postpetition bonus programs, incentive plans, retention plans, severance or any similar programs or plans, including any payments that may be reasonably expected to implicate section 503(c) of the Bankruptcy Code.

7. Pursuant to section 362(d) of the Bankruptcy Code: (a) the Workforce is authorized to proceed with their workers’ compensation claims, if any, in the appropriate judicial or administrative forum under the Workers’ Compensation Program, and the Debtors are authorized to pay all undisputed prepetition amounts relating thereto in the ordinary course of business; and (b) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (a) are waived. This modification of the automatic stay pertains solely to claims under the Workers’ Compensation Program, and any such claims must be pursued in accordance with the applicable Workers’ Compensation Program. Payment on account of any recoveries obtained in connection with a claim brought pursuant to this paragraph is limited to the terms and conditions of the applicable Workers’ Compensation Program, including with regard to any policy limits or caps.

8. Nothing contained herein is intended or should be construed to create an administrative priority claim on account of any prepetition obligations owed under the Employee Compensation and Benefits Programs.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Second Interim Order in accordance with the Motion.

10. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Second Interim Order.

11. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Compensation and Benefits Programs.

12. Unless specifically provided herein, and notwithstanding any actions taken hereunder, nothing contained in the Motion or this Second Interim Order or any payment made pursuant to this Second Interim Order shall constitute, nor is it intended to constitute, an implication or admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors', or any party in interest's, including the Committee's, rights to subsequently dispute such claim or lien, a promise or requirement to pay any prepetition claim, an implication or admission that any particular claim is of a type specified or defined in the Motion or any proposed order, a waiver of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or

any other applicable law, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

13. Notwithstanding the relief granted in this Second Interim Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to each interim and final order entered by the Court in respect of the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 24] (collectively, such interim and final orders, the "**DIP Order**"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order or the DIP Documents (as defined in the DIP Order). To the extent there is any inconsistency between the terms of the DIP Order or the DIP Documents and the terms of this Second Interim Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order or the DIP Documents, as applicable, shall control.

14. The requirements of Bankruptcy Rule 6004(a) are waived.

15. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Second Interim Order shall be immediately effective and enforceable upon entry of this Second Interim Order.

16. The requirement under Local Rule 9013-1(F) to file a memorandum of law in connection with the Motion is waived.

17. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Second Interim Order.

Dated: Apr 12 2024  
Alexandria, Virginia

/s/ Keith L Phillips  
UNITED STATES BANKRUPTCY JUDGE

Entered On Docket: Apr 12 2024

WE ASK FOR THIS:

/s/ Jeremy S. Williams  
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- and -

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SEEN AND NO OBJECTION:

/s/ Kenneth N. Whitehurst, III

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*Assistant United States Trustee*

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jeremy S. Williams

**EXHIBIT A**

SVP, Chief Engineer  
VP, Construction Proc.  
VP, Corporate Development  
VP, Assoc. General Counsel  
VP, Construction  
VP, Information Technology  
VP, Env. Safety & Quality  
VP, Communications  
VP, Technical Accounting