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*Co-Counsel and 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. ¹)	(Jointly Administered)
)	

**NOTICE OF FILING OF
REVISED PROPOSED ORDER
AUTHORIZING THE RETENTION AND
EMPLOYMENT OF VINSON & ELKINS L.L.P.
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

PLEASE TAKE NOTICE that on March 27, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 183]

¹ 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. The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.



(the “Application”) with the United States Bankruptcy Court for the Eastern District of Virginia, which Application includes a proposed form of an order.

PLEASE TAKE FURTHER NOTICE that the Debtors are hereby filing a revised proposed *Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* (the “Revised Proposed Order”), which is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is a redline of the Revised Proposed Order as compared to the original proposed form of order attached to the Application.

PLEASE TAKE FURTHER NOTICE that copies of the Application, the Revised Proposed Order, and all other documents filed in these chapter 11 cases are available free of charge by: (a) visiting the Debtors’ restructuring website at <https://www.kccllc.net/enviva> and/or (b) by calling (888) 249-2695 or (310) 751-2601 if calling from outside the U.S. or Canada. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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Richmond, Virginia
Dated: May 2, 2024

/s/ Jeremy S. Williams

KUTAK ROCK LLP

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*Co-Counsel and Proposed Co-Counsel for the
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Exhibit A

Revised Proposed Order

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**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. ¹)	(Jointly Administered)
)	
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**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF VINSON & ELKINS L.L.P.
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN
POSSESSION EFFECTIVE AS OF THE PETITION DATE**

Upon the Application² filed by the above-referenced debtors and debtors in possession (collectively, the “***Debtors***”) for entry of for entry of an order (this “***Order***”) authorizing the

¹ 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. The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

² *Debtor’s Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 183] (the

Debtors to retain and employ Vinson & Elkins L.L.P. (“**V&E**”) as attorneys for the Debtors, effective as of March 12, 2024 (the “**Petition Date**”), pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1; and the Court having jurisdiction over the matters raised in the Application 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 Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application and the First Day Declarations, the Retention Declaration, the Meyer Declaration, and the Supplemental Meyer Declaration³; and the Court having found that the relief requested in the Application is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court being satisfied that V&E is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) and that the requirements of 11 U.S.C. § 327 are satisfied; and the Court having found that proper and adequate notice of the Application 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 Application after having given due deliberation upon the Application and

“**Application**”). Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

³ *Supplemental Declaration of David S. Meyer in Support of Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Attorneys for the Debtors and Debtors in Possession as of the Petition Date* (the “**Supplemental Meyer Declaration**”).

all of the proceedings had before the Court in connection with the Application, it is HEREBY ORDERED THAT⁴:

1. The Application is **GRANTED** as set forth herein.
2. All objections to entry of this Order or to the relief provided herein and requested in the Application that have not been withdrawn, waived, resolved, or settled are hereby denied and overruled in their entirety, including the objection of the United States Trustee to the Application, filed at Docket No. 273.
3. The Debtors are authorized to retain and employ V&E as their counsel as of the Petition Date in accordance with the terms and conditions set forth in the Engagement Letter attached to the Application as **Schedule 1** to **Exhibit B-1**, as modified by this Order.
4. V&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. V&E will make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "***Revised UST Guidelines***") in connection with the interim and final fee applications to be filed by V&E in these chapter 11 cases and V&E shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other professionals.

⁴ The terms of this Order include language proposed by the U.S. Trustee and agreed to by the Debtors.

5. V&E is authorized without further order of the Court to reserve and apply amounts from V&E's prepetition advance payment retainer as are necessary and appropriate to compensate and reimburse V&E for any outstanding fees or expenses incurred on or prior to the Petition Date, consistent with V&E's ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to V&E's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. To the extent an actual conflict with Riverstone were to arise in the future as a result of V&E's representation of the Debtors in these chapter 11 cases, any matters subject to such conflict shall be handled by Kutak Rock LLP.

8. In the event an actual conflict of interest were to arise in the future among the jointly-represented clients in the Securities Cases and/or the Derivative Case, V&E will withdraw from the representations of one or more of the individual defendants as may be necessary to address such actual conflict of interest, consistent with the terms of the applicable engagement letters. In furtherance of the foregoing, if the special board committee were to recommend that the Debtors should pursue litigation against one or more of the individual defendants or that such individual defendants should be excluded from any proposed Debtor releases, V&E will withdraw from representing such individual defendant(s) consistent with the terms of the applicable engagement letters.

9. Entry of this Order and any finding in this Order that V&E is a “disinterested person” shall not constitute a defense to any preference claims that may be asserted against V&E in these chapter 11 cases on account of any payments made prior to the Petition Date, and V&E has agreed to waive any resulting claims under 11 U.S.C. §502(h) it may have against the Debtors’ estates in the event any such preference claims are successfully asserted against it.

10. To the extent that there may be any inconsistency between the terms of the Application, the Engagement Letter, the Meyer Declaration, the Supplemental Meyer Declaration, and this Order, the terms of this Order shall govern.

11. V&E shall provide ten business days’ notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court.

12. The Debtors and V&E are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: _____
Alexandria, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Jeremy S. Williams

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

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

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 B

Redline

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In re:)	Chapter 11
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ENVIVA INC., <i>et al.</i> ,)	Case No. 24-10453 (BFK)
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Debtors. ¹)	(Jointly Administered)
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POSSESSION EFFECTIVE AS OF THE PETITION DATE**

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Upon the Application² filed by the above-referenced debtors and debtors in possession (collectively, the “**Debtors**”) for entry of for entry of an order (this “**Order**”) authorizing the Debtors to retain and employ Vinson & Elkins L.L.P. (“**V&E**”) as attorneys for the Debtors, effective as of March 12, 2024 (the “**Petition Date**”), pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1; and the Court having jurisdiction over the matters raised in the Application 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 Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application and the First Day Declarations, the Retention Declaration, the Meyer Declaration, and the Supplemental Meyer Declaration³; and the Court having found that the relief requested in the Application is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court being satisfied that V&E is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) and that the requirements of 11 U.S.C. § 327 are satisfied; and the Court having found that proper and adequate notice of the Application and hearing thereon has been given and that no other or

² Debtor’s Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date [Docket No. 183] (the “Application”). Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

³ Supplemental Declaration of David S. Meyer in Support of Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Attorneys for the Debtors and Debtors in Possession as of the Petition Date (the “Supplemental Meyer Declaration”).

further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Application after having given due deliberation upon the Application and all of the proceedings had before the Court in connection with the Application, it is HEREBY ORDERED THAT⁴:

1. The Application is **GRANTED** as set forth herein.

2. All objections to entry of this Order or to the relief provided herein and requested in the Application that have not been withdrawn, waived, resolved, or settled are hereby denied and overruled in their entirety, including the objection of the United States Trustee to the Application, filed at Docket No. 273.

3. ~~2.~~ The Debtors are authorized to retain and employ V&E as their counsel as of the Petition Date in accordance with ~~(a)~~ the terms and conditions set forth in the Engagement Letter attached to the Application as **Schedule 1** to **Exhibit B-1** ~~and (b)~~, as modified by this Order.

4. ~~3.~~ V&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. V&E will make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "Revised UST Guidelines") in connection with the interim and final fee applications to be filed by V&E in these chapter 11

⁴ The terms of this Order include language proposed by the U.S. Trustee and agreed to by the Debtors.

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5. ~~4.~~ V&E is authorized without further order of the Court to reserve and apply amounts from V&E's prepetition advance payment retainer as are necessary and appropriate to compensate and reimburse V&E for any outstanding fees or expenses incurred on or prior to the Petition Date, consistent with V&E's ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to V&E's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. To the extent an actual conflict with Riverstone were to arise in the future as a result of V&E's representation of the Debtors in these chapter 11 cases, any matters subject to such conflict shall be handled by Kutak Rock LLP.

8. In the event an actual conflict of interest were to arise in the future among the jointly-represented clients in the Securities Cases and/or the Derivative Case, V&E will withdraw from the representations of one or more of the individual defendants as may be necessary to address such actual conflict of interest, consistent with the terms of the applicable engagement letters. In furtherance of the foregoing, if the special board committee were to recommend that the Debtors should pursue litigation against one or more of the individual defendants or that such individual defendants should be excluded from any proposed Debtor

releases, V&E will withdraw from representing such individual defendant(s) consistent with the terms of the applicable engagement letters.

9. Entry of this Order and any finding in this Order that V&E is a “disinterested person” shall not constitute a defense to any preference claims that may be asserted against V&E in these chapter 11 cases on account of any payments made prior to the Petition Date, and V&E has agreed to waive any resulting claims under 11 U.S.C. §502(h) it may have against the Debtors’ estates in the event any such preference claims are successfully asserted against it.

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11. ~~5.~~ V&E shall provide ten business days’ notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court.

12. ~~6.~~ The Debtors and V&E are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. ~~7.~~ The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: _____
Alexandria, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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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/