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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:

ENVIVA INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)

) Case No. 24-10453 (BFK)  
)

) (Jointly Administered)  
)

**CERTIFICATION OF NO OBJECTION AND  
NOTICE OF FILING OF REVISED PROPOSED ORDER**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Application to Employ and Retain Baker Botts L.L.P. as Counsel to the Special Committee of the Board of Directors of the Debtors Effective as of the Petition Date* [Docket No. 229] (the “**Motion**”) with the United States Bankruptcy Court for the Eastern District of Virginia (the “**Court**”) on April 4, 2024.

**PLEASE TAKE FURTHER NOTICE** the undersigned certifies that the Debtors served the Motion on all necessary parties on April 4, 2024, in accordance with the “Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia” (the “**Case Management Procedures**”), as adopted by Rule 1075-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia. Pursuant to the Case Management

<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.



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Procedures, all objections to the approval of the relief requested in the Motion were due on or before April 19, 2024.

**PLEASE TAKE FURTHER NOTICE** that in connection with the Motion, the Debtors have made certain revisions to the proposed form of order that was attached to the Motion and are hereby filing a revised proposed *Order Granting Debtors' Application to Employ and Retain Baker Botts L.L.P. as Counsel to the Special Committee of the Board of Directors of the Debtors 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 proposed order originally filed in connection with the Motion.

**PLEASE TAKE FURTHER NOTICE** that the undersigned further certifies that the notice filed with the Motion includes a statement that the Motion may be granted and an order entered without a hearing unless a timely objection is made. The undersigned further certifies that he has caused a review of the Court's docket in this case and no answer, objection, or other responsive pleading to the Motion appears thereon. Consequently, the Debtors are authorized to submit a final order granting the relief requested in the Motion to the Court for entry without further hearing or notice.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion, 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.

*[Remainder of page intentionally left blank]*

Richmond, Virginia  
Dated: May 3, 2024

/s/ Jeremy S. Williams

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

**Exhibit A**

**Revised Proposed Order**

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*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. <sup>1</sup>	)	(Jointly Administered)
	)	

**ORDER GRANTING DEBTORS'  
APPLICATION TO EMPLOY AND RETAIN BAKER BOTTS  
L.L.P. AS COUNSEL TO THE SPECIAL COMMITTEE OF THE BOARD  
OF DIRECTORS OF THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the Application<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) for entry of an order (the “*Order*”) authorizing the retention and employment of Baker Botts L.L.P. (“*Baker Botts*”) as counsel to the Special Committee of the

<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 ascribed to them in the Application.

Board of Directors of the Debtors (the “*Special Committee*”) effective as of the Petition Date, pursuant to sections 327(e) and 328(a) of title 11 of the United States Code, §§ 101–1532 (the “*Bankruptcy Code*”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “*Local Rules*”); and the Court having reviewed the Application, the Moore Declaration, and the Wong Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C § 1334; and the Court having found that the Application is a core proceeding and that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application; and the Court having found, based on the representations made in the Application, the Moore Declaration, and the Wong Declaration that (a) Baker Botts’s employment is in the best interests of the Debtors’ estates, and (b) Baker Botts does not represent or have any interest adverse to the Debtors or their estates with respect to the matters on which Baker Botts is to be employed by the Special Committee; and the Court having further determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is granted as set forth herein.
2. The Debtors are authorized to employ Baker Botts as counsel to the Special Committee in accordance with section 327(e) of the Bankruptcy Code; Bankruptcy Rule 2014, and Local Rules 2014-1 and 2016-1 on the terms and conditions set forth in the Engagement Letters,

copies of which are attached to the Application as Exhibit 1 to Exhibit B, effective as of the Petition Date as modified by this Order.

3. Baker Botts shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' 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. Baker Botts 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 Baker Botts in these chapter 11 cases and Baker Botts shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other professionals.

4. Baker Botts is authorized without further order of the Court to reserve and apply amounts from Baker Botts's Retainer as necessary and appropriate to compensate and reimburse Baker Botts for any outstanding fees or expenses incurred on or prior to the Petition Date, consistent with Baker Botts's ordinary course billing practices.

5. Baker Botts shall provide ten business days' notice to the Debtors, the U.S. Trustee, the Creditors' Committee, and any other official committee appointed in these chapter 11 cases before any increases in the rates set forth in the Application or the Engagement Letters are implemented and shall file such notice with the Court.

6. The U.S. Trustee reserves the right to object to the appropriateness of any fees and expenses notwithstanding the disclosures in the Application or any related document of the attorney's intention to incur certain costs or to charge certain expenses at certain rates.

7. To the extent that there may be any inconsistency between the terms of the Application, the Engagement Letters, the Moore Declaration, and this Order, the terms of this Order shall govern.

8. The Debtors and Baker Botts are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

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

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

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_  
Alexandria, Virginia

---

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS

/s/ Jeremy S. Williams

**KUTAK ROCK LLP**

Michael A. Condyles (VA 27807)  
Peter J. Barrett (VA 46179)  
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*Co-Counsel and Proposed Co-Counsel  
for the Debtors and Debtor in Possession*

SEEN AND NO OBJECTION:

/s/ Nicholas S. Herron

Nicholas S. Herron (NJSB No. 03007-2008, PASB No. 208988)  
Office of the U.S. Trustee  
200 Granby Street, Room 625  
Norfolk, Virginia 23510  
Telephone: (757) 441-6012  
Facsimile: (757) 441-3266  
nicholas.s.herron@usdoj.gov

*Office of the 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 B**

**Redline**

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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:

ENVIVA INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10453 (BFK)

Jointly Administered

**ORDER GRANTING DEBTORS'  
APPLICATION TO EMPLOY AND RETAIN BAKER BOTTS  
L.L.P. AS COUNSEL TO THE SPECIAL COMMITTEE OF THE BOARD  
OF DIRECTORS OF THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the Application<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “***Debtors***”) for entry of an order (the “***Order***”) authorizing the retention and employment of Baker Botts L.L.P. (“***Baker Botts***”) as counsel to the Special Committee of the

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**IT IS HEREBY ORDERED THAT:**

1. The Application is granted as set forth herein.
2. The Debtors are authorized to employ Baker Botts as counsel to the Special Committee in accordance with section 327(e) of the Bankruptcy Code; Bankruptcy Rule 2014, and Local Rules 2014-1 and 2016-1 on the terms and conditions set forth in the

Engagement Letters, copies of which are attached to the Application as Exhibit 1 to Exhibit B, effective as of the Petition Date as modified by this Order.

3. Baker Botts shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' 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. Baker Botts 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 Baker Botts in these chapter 11 cases and Baker Botts shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other professionals.

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6. The U.S. Trustee reserves the right to object to the appropriateness of any fees and expenses notwithstanding the disclosures in the Application or any related document of the attorney's intention to incur certain costs or to charge certain expenses at certain rates.

7. To the extent that there may be any inconsistency between the terms of the Application, the Engagement Letters, the Moore Declaration, and this Order, the terms of this Order shall govern.

8. ~~6.~~ The Debtors and Baker Botts are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

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

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

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

Dated: \_\_\_\_\_  
Alexandria, Virginia

JUDGE

UNITED STATES BANKRUPTCY

WE ASK FOR THIS

---

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*Proposed Co-Counsel for the Debtors and Debtor in Possession*

SEEN AND NO OBJECTION:

/s/

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Office of the 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.

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