

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re

DRAW ANOTHER CIRCLE, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 16- ( \_\_\_\_\_ )

(Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND  
FINAL ORDERS (I) APPROVING THE DEBTORS'  
PROPOSED ADEQUATE ASSURANCE OF  
PAYMENT FOR FUTURE UTILITY  
SERVICES, (II) PROHIBITING UTILITY COMPANIES  
FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III)  
APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING  
ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

Draw Another Circle, LLC (“DAC”) and its chapter 11 affiliates, the debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Cases”), hereby move the Court (the “Motion”) for entry of interim and final orders, substantially in the forms attached hereto as Exhibit A and Exhibit B (the “Proposed Interim Order” and the “Proposed Final Order,” respectively, and together, the “Proposed Orders”), respectively, pursuant to sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) approving the Proposed Adequate Assurance (as defined herein) of payment for future utility services, (ii) prohibiting Utility Companies (as defined herein) from altering,

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Draw Another Circle, LLC (2102); Hastings Entertainment, Inc. (6375); MovieStop, LLC (9645); SP Images, Inc. (7773); and Hastings Internet, Inc. (0809). The Debtors’ executive headquarters are located at 3601 Plains Boulevard, Amarillo, TX 79102.

refusing, or discontinuing services, (iii) approving the Debtors' proposed procedures for resolving Adequate Assurance Requests (as defined herein), and (iv) granting related relief. In addition, the Debtors request that the Court schedule a final hearing within approximately twenty-five (25) days of the Petition Date to consider approval of this Motion on a final basis. In support of the Motion, the Debtors rely on the *Declaration of Duane A. Huesers in Support of Debtors' First Day Pleadings* (the "First Day Declaration")<sup>2</sup> concurrently filed herewith. In further support of the Motion, the Debtors respectfully represent as follows:

### **JURISDICTION**

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over these Cases and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these Cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to the Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory bases for the relief requested herein are Bankruptcy Code sections 105(a) and 366 and Bankruptcy Rules 6003 and 6004.

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Day Declaration.

**BACKGROUND**

4. On the date hereof (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code.

5. The Debtors are authorized to continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory committee has been appointed in these Cases by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee").

6. Founded in 1968, Hastings Entertainment, Inc. ("Hastings"), a Texas corporation, is a leading multimedia entertainment and lifestyle retailer. Hastings operates entertainment superstores that buy, sell, trade and rent various home entertainment products, including books, music, software, periodicals, movies on DVD and Blu-ray, video games, video game consoles, hobby, sports and recreation, lifestyle and consumer electronics. Hastings also offers consumables and trends products such as apparel, t-shirts, action figures, posters, greeting cards and seasonal merchandise. With the assistance of over 3,500 employees, Hastings operates 123 superstores, averaging approximately 24,000 square feet, principally in medium-sized markets located in 19 states, primarily in the Northwestern, Midwestern, and Southeastern United States.

7. Hastings also operates a multimedia entertainment e-commerce web site, goHastings.com, which offers a broad selection of books, software, video games, movies on DVD and Blu-ray, music, trends, comics, sports, recreation, and electronics. Hastings fills orders for new and used products placed at the website and also through Amazon and eBay Marketplaces using its proprietary goShip program, which allows Hastings to ship directly from

its stores or distribution center. Hastings has one wholly-owned subsidiary, Hastings Internet, Inc. In 2015, Hastings generated revenue totaling approximately \$401.1 million.

8. MovieStop, LLC (“MovieStop”), a Delaware limited liability company, is a value retailer of new and used movies based in Atlanta, Georgia. MovieStop currently operates 39 destination locations in 10 states, primarily along the Eastern United States Coast. MovieStop is conducting store closing sales at all of its locations, and anticipates completion of all store closings by the end of July.

9. SP Images, Inc. (“SPI”), a Massachusetts corporation, is a full-service licensed distributor of sports and entertainment products and apparel headquartered in Franklin, Massachusetts. SPI specializes in providing retail partners with an unmatched assortment of licensed merchandise that allows them to maximize turns, sales and gross margins. SPI stocks over 20,000 individual items licensed by Major League Baseball, the National Football League, the National Hockey League, the National Basketball Association, Marvel Comics, DC Comics and many more.

10. Hastings, MovieStop and SPI are each wholly-owned subsidiaries of DAC.

11. As is further discussed in the First Day Declaration filed contemporaneously herewith, the Debtors commenced these chapter 11 cases to (i) effectuate the sale of Hastings pursuant to a Court-approved bidding and auction process; (ii) complete the liquidation of the MovieStop business for the benefit of creditors; (iii) preserve SPI’s business through a going concern sale process; and (iv) liquidate all of the Debtors’ remaining assets and discontinue all business lines that cannot be sold for value.

12. More detailed factual background regarding the Debtors and the commencement of these Cases is set forth in the First Day Declaration.

**I. The Debtors' Utility Services and Utility Companies**

13. In connection with the operation of their business and management of their properties, the Debtors obtain electricity, natural gas, telephone, internet, water, waste disposal, and other similar services (collectively, the "Utility Services") from several utility companies or brokers (collectively, the "Utility Companies"). A nonexclusive list of the Utility Companies that provide Utility Services to the Debtors as of the Petition Date (the "Utility Services List") is attached hereto as Exhibit C.<sup>3</sup> The relief requested herein is requested with respect to all Utility Companies providing Utility Services to the Debtors.

14. Uninterrupted Utility Services are essential to the Debtors' ongoing business operations and the overall success of these Cases. The Debtors' operations require electricity and gas for lighting, heating, and air conditioning. In addition to operating 162 retail stores, the Debtors maintain corporate offices and distribution centers responsible for ensuring the smooth operations of the Debtors' businesses. Should any Utility Provider refuse or discontinue service, even for a brief period, the Debtors' business operations could be severely disrupted. Accordingly, it is essential that the Utility Services continue uninterrupted during these Cases.

15. On average, the Debtors pay approximately \$404,528 each month for third party Utility Services in connection with their stores, corporate offices, and distribution centers.

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<sup>3</sup> The inclusion of any entity on or the omission of any entity from, the Utility Services List is not an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect to any such determination. Further, the Debtors have endeavored to identify all of the Utility Companies and list them on Exhibit C hereto. However, inadvertent omissions may have occurred, and the omission from Exhibit C of any entity providing utility services to the Debtors shall not be construed as an admission, waiver, acknowledgement or consent that section 366 of the Bankruptcy Code does not apply to such entity. If the Debtors identify any entity that was inadvertently excluded from Exhibit C, they will promptly provide such entity with a copy of either the interim or final order approving this Motion, if entered.

The Utility Companies do not currently hold any deposits from the Debtors, nor have the Debtors posted bonds with any Utility Companies.

**II. Proposed Adequate Assurance of Payment**

16. The Debtors intend to pay postpetition obligations owed to the Utility Companies in a timely manner from (i) cash held by the Debtors, (ii) cash generated in the ordinary course of business, and (iii) cash available to the Debtors through their debtor in possession financing. The Debtors submit that these sources will provide sufficient liquidity to pay the Debtors' Utility Service obligations during the pendency of these Cases.

17. To provide additional assurance of payment, the Debtors propose to deposit into a segregated account \$202,264.25 (the "Adequate Assurance Deposit"), which represents an amount equal to approximately two weeks of the Debtors' average cost of Utility Services, calculated based on the Debtors' average third party utility expenses over the five months ended May 2016. The Adequate Assurance Deposit will be deposited into a segregated account no later than twenty business days after entry of the Interim Order and held during the pendency of these Cases. The Debtors submit that the Adequate Assurance Deposit constitutes sufficient adequate assurance to the Utility Companies in accordance with section 366 of the Bankruptcy Code (the "Proposed Adequate Assurance").

**III. Adequate Assurance Procedures**

18. Notwithstanding the Proposed Adequate Assurance, the Debtors propose the following procedures under which a Utility Company may make additional requests for adequate assurance (the "Adequate Assurance Procedures"):

- a. Any Utility Company that objects to the Proposed Adequate Assurance must serve a request (an "Adequate Assurance Request") on (i) the Debtors, 3601 Plains Boulevard, Amarillo, Texas 79102 (Attn: Duane A. Huesers); (ii) proposed counsel for the Debtors, (x) Cooley LLP, 1114 Avenue

of the Americas, New York, New York 10036 (Attn: Cathy Hershcopf, Esq. and Michael A. Klein, Esq.) Email: chershcopf@cooley.com and mklein@cooley.com and (y) Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. and L. Katherine Good, Esq.) Email: csamis@wtplaw.com and kgood@wtplaw.com; (iii) counsel to Bank of America, N.A., (x) Riemer & Braunstein, LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, New York 10036 (Attn: Donald E. Rothman, Esq. and Steven E. Fox, Esq.) Email: drothman@riemerlaw.com and sfox@riemerlaw.com and (y) Ashby & Geddes, P.A., 500 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19801 (Attn: Gregory Taylor, Esq.) Email: gtaylor@ashby-geddes.com; (iv) counsel to Pathlight Capital LLC, (x) Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110 (Attn: Kevin J. Simard, Esq.) Email: ksimard@choate.com and (y) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.) Email: collins@rlf.com and knight@rlf.com; (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Hannah Mufson McCollum, Esq.) Email: hannah.mccollum@usdoj.gov; and (vi) counsel to any statutory committee appointed in these Cases (collectively, the “Notice Parties”).

b. Any Adequate Assurance Request must be served on the Notice Parties and must: (i) be made in writing; (ii) identify the location for which Utility Services are provided; (iii) include a summary of the Debtors’ payment history relevant to the affected account(s), including any security deposits or letters of credit; and (iv) explain why the Utility Company believes the Adequate Assurance Deposit is not sufficient adequate assurance of future payment.

c. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable. Without the need for any notice to, or action, order, or approval of, the Court, the Debtors may reduce the amount of the Adequate Assurance Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.

d. If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within fourteen (14) days of receipt of the Adequate Assurance Request, the Debtors will seek a hearing with the

Court (the “Determination Hearing”) to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

e. The Adequate Assurance Deposit shall be deemed adequate assurance of payment for any Utility Company that fails to make an Adequate Assurance Request.

19. The Adequate Assurance Procedures set forth a streamlined process for Utility Companies to address potential concerns with respect to the Proposed Adequate Assurance, while at the same time allowing the Debtors to continue their business operations uninterrupted.

#### **IV. Modifications to the Utility Service List**

20. If the Debtors identify additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority to add or remove parties from the Utility Services List. For any Utility Company that is subsequently added to the Utility Services List, the Debtors will serve such Utility Company with a copy of the Court’s order regarding Utility Services, including the Adequate Assurance Procedures, and will increase the Adequate Assurance Deposit by an amount equal to two weeks of the Debtors’ average cost of services from the added Utility Company. For any Utility Company that is subsequently removed from the Utility Services List and paid in full for any outstanding postpetition Utility Services amounts, the Debtors will decrease the Adequate Assurance Deposit by an amount equal to two weeks of the Debtors’ average cost of services from the removed Utility Company. The Debtors request that the terms of any Utility Services order and the Adequate Assurance Procedures apply to any subsequently identified Utility Company.



**RELIEF REQUESTED**

21. By this Motion, the Debtors seek entry of interim and final orders (i) approving the Proposed Adequate Assurance of payment for future utility services; (ii) prohibiting Utility Companies from altering, refusing, or discontinuing services; (iii) approving the Debtors' proposed procedures for resolving Adequate Assurance Requests; and (iv) granting related relief. In addition, the Debtors request that the Court schedule a final hearing within approximately 25 days of the Petition Date to consider approval of this Motion on a final basis.

**BASIS FOR RELIEF**

22. Section 366 of the Bankruptcy Code protects a debtor against the immediate termination or alteration of utility services after the Petition Date. *See* 11 U.S.C. § 366. Section 366(c) of the Bankruptcy Code requires the debtor to provide "adequate assurance" of payment for postpetition services in a form "satisfactory" to the utility company within thirty days of the petition, or the utility company may alter, refuse, or discontinue service. 11 U.S.C. § 366(c)(2). Section 366(c)(1) of the Bankruptcy Code provides a non-exhaustive list of examples for what constitutes "assurance of payment." 11 U.S.C. § 366 (c)(1). Although assurance of payment must be "adequate," it need not constitute an absolute guarantee of the debtor's ability to pay. *See, e.g., Long Island Lighting Co. v. Great Atl. & Pac. Tea Co., Inc. (In re Great Atl. & Pac. Tea Co., Inc.)*, No. 11-CV-1338 (CS), 2011 WL 5546954, at \*5 (S.D.N.Y. Nov. 14, 2011) (finding that "[c]ourts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full"); *In re Caldor, Inc.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) ("Section 366(b) requires ... 'adequate assurance' of payment. The statute does not require an 'absolute guarantee of

payment.” (citations omitted), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646 (2d Cir. 1997).

23. When considering whether a given assurance of payment is “adequate,” the Court should examine the totality of the circumstances to make an informed decision regarding whether the Utility Company will be subject to an unreasonable risk of nonpayment. See *In re Keydata Corp.*, 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981) (citing *In re Cunha*, 1 B.R. 330 (Bankr. E.D. Va. 1979)); *In re Adelpia Bus. Solutions, Inc.*, 280 B.R. 63, 82–83 (Bankr. S.D.N.Y. 2002). In determining the level of adequate assurance, however, “a bankruptcy court must ‘focus upon the need of the utility for assurance, and ... require that the debtor supply *no more than that*, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.” *Va. Elec. & Power Co.*, 117 F.3d at 650 (quoting *In re Penn Jersey Corp.*, 72 B.R. 981, 985 (Bankr. E.D. Pa. 1987)).

24. Here, the Utility Companies are adequately protected against any risk of nonpayment for future services. The Adequate Assurance Deposit, the Debtors’ postpetition financing, and the Debtors’ ongoing ability to meet obligations as they come due in the ordinary course provide assurance of the Debtors’ payment of their future obligations. Moreover, termination of the Utility Services could result in the Debtors’ inability to operate their business, to the detriment of all stakeholders. *Cf. In re Monroe Well Serv., Inc.*, 83 B.R. 317, 321-22 (Bankr. E.D. Pa. 1988) (noting that without utility service the debtors “would have to cease operations” and that section 366 of the Bankruptcy Code “was intended to limit the leverage held by utility companies, not increase it”).

25. Courts are permitted to fashion reasonable procedures, such as the Adequate Assurance Procedures proposed herein, to implement the protections afforded under

section 366 of the Bankruptcy Code. *See, e.g., In re Circuit City Stores Inc.*, No. 08-35653, 2009 WL 484553, at \*5 (Bankr. E.D. Va. Jan. 14, 2009) (“[T]he plain language of § 366 of the Bankruptcy Code allows the Court to adopt the Procedures set forth in the Utility Order.”). Such procedures are important because, without them, the Debtors “could be forced to address numerous requests by utility companies in an unorganized manner at a critical period in their efforts to reorganize.” *Id.* Here, notwithstanding a determination that the Proposed Adequate Assurance constitutes sufficient adequate assurance, any rights the Utility Companies believe they have under sections 366(b) and (c)(2) of the Bankruptcy Code are wholly preserved under the Adequate Assurance Procedures. *See id.* at \*5-6. The Utility Companies still may choose, in accordance with the Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. *See id.* at \*6. The Adequate Assurance Procedures, however, avoid a haphazard and chaotic process whereby each Utility Company could make an extortionate, last-minute demand for adequate assurance that would force the Debtors to pay under the threat of losing critical Utility Services. *See id.* at \*5.

26. Because the Adequate Assurance Procedures are reasonable and in accord with the purposes of section 366 of the Bankruptcy Code, the Court should grant the relief requested herein. Indeed, similar procedures have been approved by courts in this district. *See, e.g., In re Phoenix Brands LLC*, Case No. 16-11242 (BLS) (Bankr. D. Del. May 23, 2016) [Docket No. 49]; *In re Pacific Sunwear of Ca., Inc.*, Case No. 16-10882 (LSS) (Bankr. D. Del. Apr. 29, 2016) [Docket No. 238]; *In re Vestis Retail Grp., LLC*, Case No. 16-10971 (LSS) (Bankr. D. Del. Apr. 19, 2016) [Docket No. 48]; *In re Sports Auth. Holdings, Inc.*, Case No. 16-

10527 (MFW) (Bankr. D. Del. Mar. 3, 2016) [Docket No. 130]; *In re The Wet Seal, Inc.*, Case No. 15-10081 (CSS) (Bankr. D. Del. Feb. 5, 2015) [Docket No. 235].<sup>4</sup>

27. Further, the Court possesses the power, under section 105(a) of the Bankruptcy Code, to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). The Adequate Assurance Procedures and the Proposed Adequate Assurance are necessary and appropriate to carry out the provisions of the Bankruptcy Code, particularly section 366 thereof. Accordingly, the Court should exercise its powers under sections 366 and 105(a) of the Bankruptcy Code and approve both the Adequate Assurance Procedures and the Proposed Adequate Assurance.

**IMMEDIATE RELIEF IS NECESSARY**

28. Bankruptcy Rule 6003 provides that the relief requested in this Motion may be granted if the “relief is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003. The Debtors submit that for the reasons already set forth herein, the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors and, therefore, to the extent that it is applicable, Bankruptcy Rule 6003 is satisfied.

**WAIVER OF ANY APPLICABLE STAY**

29. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Motion is necessary for the Debtors to operate their business

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<sup>4</sup> Because of the voluminous nature of the unreported orders cited herein, they are not annexed to this Motion. Copies of these orders are available upon email request of Debtors’ counsel by contacting Max Schlan, Esq. at mschlan@cooley.com.

without interruption and to preserve value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

**RESERVATION OF RIGHTS**

30. Nothing in the Proposed Orders or this Motion (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, or (iii) shall be construed as a promise to pay a claim.

**NOTICE**

31. Notice of this Motion has been given to (i) the U.S. Trustee; (ii) holders of the thirty (30) largest unsecured claims on a consolidated basis against the Debtors; (iii) Bank of America, N.A.; (iv) Pathlight Capital LLC; (v) the Utility Companies; and (vi) all parties who, as of the filing of this Motion, have filed a notice of appearance and request for services of papers pursuant to Bankruptcy Rule 2002. As the Motion is seeking “first day” relief, within two business days of the hearing on the Motion, the Debtors will serve copies of the Motion and any order entered respecting the Motion as required by Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

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

**CONCLUSION**

WHEREFORE, the Debtors respectfully request entry of interim and final orders, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, (a) granting the relief requested herein, and (b) granting such other relief as is just and proper.

Dated: June 13, 2016  
Wilmington, Delaware

Respectfully submitted,

/s/ Christopher M. Samis

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- and -

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*Proposed Counsel for the Debtors and Debtors  
in Possession*

**EXHIBIT A**

**Proposed Interim Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

DRAW ANOTHER CIRCLE, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No.: 16- ( \_\_\_\_\_ )

(Joint Administration Requested)

Re: Docket No. \_\_\_\_

**INTERIM ORDER (I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of Draw Another Circle, LLC and its chapter 11 affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned jointly administered chapter 11 cases (the "Cases"), for entry of an interim order (this "Interim Order"), pursuant to sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), (i) approving the Proposed Adequate Assurance of payment for future utility services, prohibiting Utility Companies from altering, refusing, or discontinuing services, approving the Debtors' proposed procedures for resolving Adequate Assurance Requests, and (iv) granting related relief; and upon consideration of the First Day Declaration and the entire record of these Cases; and it

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Draw Another Circle, LLC (2102); Hastings Entertainment, Inc. (6375); MovieStop, LLC (9645); SP Images, Inc. (7773); and Hastings Internet, Inc. (0809). The Debtors' executive headquarters are located at 3601 Plains Boulevard, Amarillo, TX 79102.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter 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 it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The final hearing (the "Final Hearing") on the Motion shall be held on \_\_\_\_\_, 2016, at \_\_:\_\_ .m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on \_\_\_\_\_, 2016, and shall be served on: (i) the Debtors, 3601 Plains Boulevard, Amarillo, Texas 79102 (Attn: Duane A. Huesers); (ii) proposed counsel for the Debtors, (x) Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: Cathy Hershcopf, Esq. and Michael A. Klein, Esq.) Email: chershcopf@cooley.com and mklein@cooley.com and (y) Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. and L. Katherine Good, Esq.) Email: csamis@wtplaw.com and kgood@wtplaw.com; (iii) counsel to Bank of America, N.A., (x) Riemer & Braunstein, LLP, Times Square Tower, Suite

2506, Seven Times Square, New York, New York 10036 (Attn: Donald E. Rothman, Esq. and Steven E. Fox, Esq.) Email: drothman@riemerlaw.com and sfox@riemerlaw.com and (y) Ashby & Geddes, P.A., 500 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19801 (Attn: Gregory Taylor, Esq.) Email: gtaylor@ashby-geddes.com; (iv) counsel to Pathlight Capital LLC, (x) Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110 (Attn: Kevin J. Simard, Esq.) Email: ksimard@choate.com and (y) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.) Email: collins@rlf.com and knight@rlf.com; (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Hannah Mufson McCollum, Esq.); and (vi) counsel to any statutory committee appointed in these Cases. If no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without further notice or hearing.

3. The Debtors shall serve a copy of the Motion and this Interim Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Interim Order is entered.

4. The Debtors are authorized to pay on a timely basis and in accordance with their prepetition practices all undisputed invoices for postpetition Utility Services provided by the Utility Companies to the Debtors.

5. No later than twenty (20) business days after the date this Interim Order is entered, the Debtors shall cause the Adequate Assurance Deposit to be deposited into a segregated account at a bank which is party to a Uniform Depository Agreement with the U.S. Trustee and held during the pendency of these Cases. Upon the effective date of a chapter 11

plan in these Cases, the Debtors may close the Adequate Assurance Deposit account without the need for any notice to, or action, order, or approval of, this Court.

6. The Adequate Assurance Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

7. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Cases, or any perceived inadequacy of the Adequate Assurance Deposit.

8. The following Adequate Assurance Procedures are hereby approved on an interim basis:

a) Any Utility Company that objects to the Proposed Adequate Assurance must serve an Adequate Assurance Request on (i) the Debtors, 3601 Plains Boulevard, Amarillo, Texas 79102 (Attn: Duane A. Huesers); (ii) proposed counsel for the Debtors, (x) Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: Cathy Hershcopf, Esq. and Michael A. Klein, Esq.) Email: chershcopf@cooley.com and mklein@cooley.com and (y) Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. and L. Katherine Good, Esq.) Email: csamis@wtplaw.com and kgood@wtplaw.com; (iii) counsel to Bank of America, N.A., (x) Riemer & Braunstein, LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, New York 10036 (Attn: Donald E. Rothman, Esq. and Steven E. Fox, Esq.) Email: drothman@riemerlaw.com and sfox@riemerlaw.com and (y) Ashby & Geddes, P.A., 500 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19801 (Attn: Gregory Taylor, Esq.) Email: gtaylor@ashby-geddes.com; (iv) counsel to Pathlight Capital LLC, (x) Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110 (Attn: Kevin J. Simard, Esq.) Email: ksimard@choate.com and (y) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.) Email: collins@rlf.com and knight@rlf.com; (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Hannah Mufson McCollum, Esq.) Email: hannah.mccollum@usdoj.gov; and (vi) counsel to any statutory committee appointed in these Cases (collectively, the “Notice Parties”).

b) Any Adequate Assurance Request must be served on the Notice Parties and must: (i) be made in writing; (ii) identify the location for which Utility Services are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits or letters of credit; and (iv) explain why the Utility Company believes the Adequate Assurance Deposit is not sufficient adequate assurance of future payment.

c) The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable. Without the need for any notice to, or action, order, or approval of, the Court, the Debtors may reduce the amount of the Adequate Assurance Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.

d) If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within 14 days of receipt of the Adequate Assurance Request, the Debtors will seek a hearing with the Court (the "Determination Hearing") to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance Deposit.

9. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

10. All Utility Companies who do not file an objection in accordance with paragraph 2 of this Interim Order or serve an Adequate Assurance Request shall be: (i) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) forbidden from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid

prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance Deposit.

11. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Adequate Assurance Deposit an amount equal to two weeks of the Debtors' average cost for each subsequently-added or removed Utility Company as soon as practicable; provided, that for any Utility Company that is removed from the Utility Services List, the Debtors will have paid such Utility Company in full for any outstanding postpetition Utility Services amounts before reducing the Adequate Assurance Deposit. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Interim Order, including the Adequate Assurance Procedures, on such subsequently added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently added Utility Company must serve, on the Notice Parties, any Adequate Assurance Request.

12. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List, provided however, that this Interim Order shall be binding on any Utility Companies listed on any amended Utility Services List filed with the Court as of the date of service of the notice of the amended Utility Services List.

13. Nothing contained in the Motion or this Interim Order, nor the Debtors' service of the Motion upon the Utility Services List, shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

14. Nothing in this Interim Order, nor as a result of any payment or deposit made pursuant to this Interim Order, (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, or (c) shall be construed as a promise to pay a claim.

15. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors and any budget in connection therewith.

16. Bankruptcy Rule 6003(b) has been satisfied to the extent applicable.

17. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Interim Order shall be effective immediately and enforceable upon its entry; (b) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Interim Order; and (c) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Interim Order.

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

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2016

\_\_\_\_\_  
United States Bankruptcy Judge

**EXHIBIT B**

**Proposed Final Order**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re

DRAW ANOTHER CIRCLE, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No.: 16- ( \_\_\_\_\_ )

(Joint Administration Requested)

Re: Docket No. \_\_

**FINAL ORDER (I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of Draw Another Circle, LLC and its chapter 11 affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned jointly administered chapter 11 cases (the "Cases"), for entry of a final order (this "Final Order"), pursuant to sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), (i) approving the Proposed Adequate Assurance of payment for future utility services, (ii) prohibiting Utility Companies from altering, refusing, or discontinuing services, (iii) approving the Debtors' proposed procedures for resolving Adequate Assurance Requests, and (iv) granting

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Draw Another Circle, LLC (2102); Hastings Entertainment, Inc. (6375); MovieStop, LLC (9645); SP Images, Inc. (7773); and Hastings Internet, Inc. (0809). The Debtors' executive headquarters are located at 3601 Plains Boulevard, Amarillo, TX 79102.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

related relief; and upon consideration of the First Day Declaration and the entire record of these Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter 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 it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors shall serve a copy of the Motion and this Final Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Final Order is entered.
3. The Debtors are authorized to pay on a timely basis and in accordance with their prepetition practices all undisputed invoices for postpetition Utility Services provided by the Utility Companies to the Debtors.
4. To the extent not already deposited, the Debtors shall cause the Adequate Assurance Deposit to be deposited into a segregated account at a bank which is party to a Uniform Depository Agreement with the U.S. Trustee and held during the pendency of these Cases. Upon the effective date of a chapter 11 plan in these Cases, the Debtors may close the

Adequate Assurance Deposit account without the need for any notice to, or action, order, or approval of, this Court.

5. The Adequate Assurance Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

6. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Cases, or any perceived inadequacy of the Adequate Assurance Deposit.

7. The following adequate assurance procedures (the “Adequate Assurance Procedures”) are hereby approved:

a) Any Utility Company that objects to the Proposed Adequate Assurance must serve an Adequate Assurance Request on: (i) the Debtors, 3601 Plains Boulevard, Amarillo, Texas 79102 (Attn: Duane A. Huesers); (ii) proposed counsel for the Debtors, (x) Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: Cathy Hershcopf, Esq. and Michael A. Klein, Esq.) Email: chershcopf@cooley.com and mklein@cooley.com and (y) Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801 (Attn: Christopher M. Samis, Esq. and L. Katherine Good, Esq.) Email: csamis@wtplaw.com and kgood@wtplaw.com; (iii) counsel to Bank of America, N.A., (x) Riemer & Braunstein, LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, New York 10036 (Attn: Donald E. Rothman, Esq. and Steven E. Fox, Esq.) Email: drothman@riemerlaw.com and sfox@riemerlaw.com and (y) Ashby & Geddes, P.A., 500 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19801 (Attn: Gregory Taylor, Esq.) Email: gtaylor@ashby-geddes.com; (iv) counsel to Pathlight Capital LLC, (x) Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110 (Attn: Kevin J. Simard, Esq.) Email: ksimard@choate.com and (y) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.) Email: collins@rlf.com and knight@rlf.com; (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Hannah Mufson McCollum, Esq.) Email: hannah.mccollum@usdoj.gov; and (vi) counsel to any statutory committee appointed in these Cases (collectively, the “Notice Parties”).

b) Any Adequate Assurance Request must be served on the Notice Parties and must: (i) be made in writing; (ii) identify the location for which Utility Services

are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits or letters of credit; and (iv) explain why the Utility Company believes the Adequate Assurance Deposit is not sufficient adequate assurance of future payment.

c) The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable. Without the need for any notice to, or action, order, or approval of, the Court, the Debtors may reduce the amount of the Adequate Assurance Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.

d) If the Debtors are unable to consensually resolve an Adequate Assurance Request by mutual agreement within 14 days of receipt of the Adequate Assurance Request, the Debtors will seek a hearing with the Court (the "Determination Hearing") to determine the appropriate amount of adequate assurance required with respect to such Adequate Assurance Request. Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance Deposit.

8. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

9. All Utility Companies who do not serve an Adequate Assurance Request shall be: (i) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) forbidden from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Adequate Assurance Deposit.

10. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the

Adequate Assurance Deposit an amount equal to two weeks of the Debtors' average cost of utility service for each subsequently-added or removed Utility Company as soon as practicable; provided, that for any Utility Company that is removed from the Utility Services List, the Debtors will have paid such Utility Company in full for any outstanding postpetition Utility Services amounts before reducing the Adequate Assurance Deposit. For Utility Companies that are added to the Utility Services List, the Debtors shall serve a copy of this Final Order, including the Adequate Assurance Procedures, on such subsequently added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently added Utility Company must serve, on the Notice Parties, any Adequate Assurance Request.

11. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List, provided however, that this Final Order shall be binding on any Utility Companies listed on any amended Utility Services List filed with the Court as of the date of service of the notice of the amended Utility Services List.

12. Nothing contained in the Motion or the Interim Order or this Final Order, nor the Debtors' service of the Motion upon the Utility Services List shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

13. Nothing in this Final Order, nor as a result of any payment or deposit made pursuant to this Final Order, (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive, or

otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, or (c) shall be construed as a promise to pay a claim.

14. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors and any budget in connection therewith.

15. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Final Order shall be effective immediately and enforceable upon its entry; (b) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Final Order; and (c) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Final Order.

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

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2016

\_\_\_\_\_  
United States Bankruptcy Judge

**EXHIBIT C**

**Utility Services List**

Utility	Contact Information	Type of Utility
Abilene, TX, City of	Abilene, TX, City of P.O. Box 3479 Abilene, TX 79604-3479	Recycling
Ada City Utilities OK	Ada City Utilities OK 210 West 13Th Ada, OK 74820	Sewer
Advanced Disposal - J5	Advanced Disposal - J5 Solid Waste Midwest, Llc - J5 Chicago, IL 60674-8053	Trash (MSW)
Aep Ohio	Aep Ohio P.O. Box 24418 Canton, OH 44701-4418	Electric
AEP/24421 Public Service Company of OK	AEP/24421 Public Service Company of OK P.O. Box 24421 Canton, OH 44701	Electric
Alabama Power	Alabama Power P.O. Box 242 Birmingham, AL 35292	Electric
Alamogordo, NM, City of	Alamogordo, NM, City of P.O. Box 2978 Alamogordo, NM 88311	Sewer
Albuquerque Bernalillo County Water	Albuquerque Bernalillo County Water P.O. Box 1313 Albuquerque, NM 87103-1313	Sewer
Alexandria, LA, City of	Alexandria, LA, City of 625 Murray St Alexandria, LA 71301	Electric
Alliance Waste Solutions	Alliance Waste Solutions 21 Edgeboro Road East Brunswick, NJ 08816	Trash



Utility	Contact Information	Type of Utility
Alpine Waste & Recycling	Alpine Waste & Recycling 7475 E 84Th Ave Commerce City, CO 80022	Recycling
Altus Power	Altus Power 509 S Main St Altus, OK 73521	Electric
Amarillo, TX, City of	Amarillo, TX, City of P.O. Box 100 Amarillo, TX 79105-0100	Sewer
Ameren Missouri	Ameren Missouri Po Box 88068 Chicago, IL 60680-1068	Natural Gas
Ams Billing	Ams Billing Po Box 1047 Tallevast, FL 34270	Water & Sewer
APS/Arizona Public Service	APS/Arizona Public Service P.O. Box 2906 Phoenix, AZ 85062-2906	Electric
Ardmore, OK, City of	Ardmore, OK, City of P.O. Box 249 Ardmore, OK 73402	Trash (MSW)
Arizona Water Company	Arizona Water Company Po Box 29098 Phoenix, AZ 85038-9098	Water
Arkansas Oklahoma Gas Corp (AOG)	Arkansas Oklahoma Gas Corp (AOG) Po Box 2415 Fort Smith, AR 72902-2415	Natural Gas
AT&T	AT&T P.O. Box 5080 Carol Stream, IL 60197-5080	Phone

Utility	Contact Information	Type of Utility
Atlantic City Electric	Atlantic City Electric P.O. Box 13610 Philadelphia, PA 19101	Electric
Atmos Energy/790311	Atmos Energy/790311 Po Box 790311 St Louis, MO 63179-0311	Natural Gas
Attleboro, City of	Attleboro, City of Po Box 844514 Boston,, MA 02284-4514	Water & Sewer
Auburn, AL, City of	Auburn, AL, City of 1501 W Samford Ave Auburn, AL 36832-6327	Sewer
Augusta Utilities Department	Augusta Utilities Department P.O. Box 1457 Augusta, GA 30903-1457	Water & Sewer
Avista Utilities	Avista Utilities 1411 E Mission Ave Spokane, WA 99252	Electric
Bartlesville, OK, City of	Bartlesville, OK, City of P.O. Box 2101 Tulsa, OK 74101-2101	Electric
Batesville Water Utilities	Batesville Water Utilities P.O. Box 2375 Batesville, AR 72503	Sewer
Benton Utilities	Benton Utilities Po Box 607 Benton, AR 72018	Electric
BGE	BGE P.O. Box 13070 Philadelphia, PA 19101	Electric & Gas

Utility	Contact Information	Type of Utility
Birch Communications	Birch Communications P.O. Box 105066 Atlanta, GA 30348-5066	Phone
Black Hills Energy	Black Hills Energy Po Box 6001 Rapid City, SD 57709-6001	Natural Gas
Boise City Utility Billing	Boise City Utility Billing Po Box 2600 Boise, ID 83701-2600	Recycling
Bozeman, MT, City of	Bozeman, MT, City of P.O. Box 1230 Bozeman, MT 59771-1230	Sewer
Brownwood, TX, City of	Brownwood, TX, City of P.O. Box 1389 Brownwood, TX 76804-1389	Sewer
Bryan Texas Utilities (BTU)	Bryan Texas Utilities (BTU) P.O. Box 8000 Bryan, TX 77805	Electric
Buford, City of	Buford, City of 2300 Buford Hwy Buford, GA 30518-6044	Gas
Bullhead City, AZ, City of	Bullhead City, AZ, City of Po Box 23189 Bullhead City, AZ 86439-3189	Sewer
Camden-Wyoming Sewer & Water	Camden-Wyoming Sewer & Water P.O. Box 405 Camden-Wyoming, DE 19934	Water & Sewer
Cape Fear Public Utility	Cape Fear Public Utility 235 Government Center Drive Wilmington, NC 28403	Water & Sewer

Utility	Contact Information	Type of Utility
Cape Girardeau, MO, City of	Cape Girardeau, MO, City of P.O. Box 617 Cape Girardeau, MO 63702-0617	Sewer
Carlsbad, NM, City of	Carlsbad, NM, City of P.O. Box 1569 Carlsbad, NM 88221-1569	Sewer
Cascade Natural Gas	Cascade Natural Gas Po Box 990065 Boise, ID 83799-0065	Natural Gas
CenterPoint Energy Arkla/4583	CenterPoint Energy Arkla/4583 P.O. Box 4583 Houston, TX 77210-4583	Natural Gas
Chelan County Public Utility District	Chelan County Public Utility District P.O. Box 1231 Wenatchee, WA 98807-1231	Electric
Chesapeake Utilities	Chesapeake Utilities P.O. Box 826531 Philadelphia, PA 19182-6531	Gas
City Water & Light (CWL)	City Water & Light (CWL) P.O. Box 1289 Jonesboro, AR 72403-1289	Electric
Clarksville Department of Electricity	Clarksville Department of Electricity Po Box 31449 Clarksville, TN 37040-0025	Electric
Clarksville Gas & Water Department	Clarksville Gas & Water Department 2215 Madison St Clarksville, TN 37043	Natural Gas
Clay County Utility	Clay County Utility 3176 Old Jennings Rd Middleburg, FL 32068-3907	Water & Sewer

Utility	Contact Information	Type of Utility
Clovis, NM, City of	Clovis, NM, City of Po Box 760 Clovis, NM 88102	Sewer
Cobb Emc	Cobb Emc P.O. Box 369 Marietta, GA 30061-0369	Electric
Coeur d Alene, ID, City of	Coeur d Alene, ID, City of 710 E Mullan Coeur D Alene, ID 83814	Trash (MSW)
Columbia Gas Of Massachusetts	Columbia Gas Of Massachusetts P.O. Box 742514 Cincinnati, OH 45274-2514	Gas
Columbia Gas Of Ohio	Columbia Gas Of Ohio P.O. Box 742510 Cincinnati, OH 45274-2510	Gas
Columbia Gas Of Virginia	Columbia Gas Of Virginia P.O. Box 742529 Cincinnati, OH 45274-2529	Gas
Comcast	Comcast P.O. Box 1577 Newark, NJ 07101-1577	Internet (MA)
Conroe, TX, City of	Conroe, TX, City of P.O. Box 3066 Conroe, TX 77305-3066	Other Services
Conway Corporation	Conway Corporation Box 99 Conway, AR 72033	Electric
Corporate Services Consultants, Llc	Corporate Services Consultants, Llc P.O. Box 1048 Dandridge, TN 37725	Trash

Utility	Contact Information	Type of Utility
Delmarva Power	Delmarva Power P.O. Box 13609 Philadelphia, PA 19101	Electric
Delta Montrose Electric Association	Delta Montrose Electric Association P.O. Box 1608 Montrose, CO 81402-1608	Electric
Denver Water	Denver Water Po Box 173343 Denver, CO 80217-3343	Sewer
Dep Improvements Lp	Dep Improvements Lp C/O Dlc Management Corp; P.O. 5122 White Plains, NY 10602	Water & Sewer
Dominion Virginia Power	Dominion Virginia Power P.O. Box 26543 Richmond, VA 23290-0001	Electric
Duke Energy	Duke Energy P.O. Box 1003 Charlotte, NC 28201-1003	Electric
Dyersburg Electric	Dyersburg Electric P.O. Box 664 Dyersburg, TN 38025-0664	Electric
Dyersburg Gas & Water Dept	Dyersburg Gas & Water Dept P.O. Box 1358 Dyersburg, TN 38025-1358	Natural Gas
El Paso Electric Company	El Paso Electric Company Po Box 650801 Dallas, TX 75265-0801	Electric
Elk River Public Utility District	Elk River Public Utility District P.O. Box 970 Tullahoma, TN 37388-0970	Natural Gas

Utility	Contact Information	Type of Utility
Energy Management	Energy Management Ar Dept 0106; Po Box 646 Exton, PA 19341-0646	Water & Sewer
Energy West - Montana	Energy West - Montana P.O. Box 2229 Great Falls, MT 59403-2229	Natural Gas
Enid, OK, City of	Enid, OK, City of P.O. Box 1768 Enid, OK 73702-1768	Sewer
Entergy Arkansas, Inc./8101	Entergy Arkansas, Inc./8101 Po Box 8101 Baton Rouge, LA 70891-8101	Electric
Entergy Texas, Inc./8104	Entergy Texas, Inc./8104 Po Box 8104 Baton Rouge, LA 70891-8104	Electric
EPCOR Water/80036	EPCOR Water/80036 Po Box 80036 Prescott, AZ 86304-8036	Water
Farmington, NM, City of	Farmington, NM, City of Po Box 712569 Denver, CO 80271-2569	Electric
Florida Power & Light	Florida Power & Light General Mail Facility Miami, FL 33188-0001	Electric
Fort Smith, AR, City of	Fort Smith, AR, City of P.O. Box 1907 Fort Smith, AR 72902	Sewer
Fremont Dept. of Utilities	Fremont Dept. of Utilities 400 E Military Ave Fremont, NE 68025	Electric

Utility	Contact Information	Type of Utility
Fremont Sanitation - District 3054	Fremont Sanitation - District 3054 A Waste Connections Company Dallas, TX 75266-0177	Recycling
Garden City, KS, City of	Garden City, KS, City of Po Box 843938 Kansas City, MO 64184-3938	Electric
Georgia Power	Georgia Power 96 Annex Atlanta, GA 30396-0001	Electric
Gillette, WY, City of	Gillette, WY, City of P.O. Box 3003 Gillette, WY 82717-3003	Electric
Grand Island Utilities Departmen, City of	Grand Island Utilities Departmen, City of Po Box 310446 Des Moines, IA 50331-0446	Electric
Grand Junction, CO, City of	Grand Junction, CO, City of Po Box 1809 Grand Junction, CO 81502-1809	Sewer
Great Falls, MT, City of	Great Falls, MT, City of P.O. Box 5021 Great Falls, MT 59403	Sewer
Greenville, TX/GEUS, City of	Greenville, TX/GEUS, City of Po Box 660071 Dallas, TX 75266-6071	Electric
Gulf Power	Gulf Power P.O. Box 830660 Birmingham, AL 35283-0660	Electric
Hays, KS, City of	Hays, KS, City of P.O. Box 490 Hays, KS 67601	Sewer



Utility	Contact Information	Type of Utility
Heartland Waste	Heartland Waste Po Box 1227 Warrensburg, MO 64093	Trash (MSW)
Helena, MT, City of	Helena, MT, City of 316 North Park Avenue Helena, MT 59623	Trash (MSW)
Hobbs, NM, City of	Hobbs, NM, City of 200 E Broadway Hobbs, NM 88240	Sewer
Howard Disposal	Howard Disposal 645 Mcdaniel Blvd Canon City, CO 81212	Trash (MSW)
HRSD	HRSD P.O. Box 71092 Charlotte, NC 28272-1092	Sewer
Huntsville Utilities	Huntsville Utilities P.O. Box 2048 Huntsville, AL 35804	Gas & Electric
Hutchinson, KS, City of	Hutchinson, KS, City of P.O. Box 1567 Hutchinson, KS 67504-1567	Sewer
Idaho Falls, ID, City of	Idaho Falls, ID, City of P.O. Box 50220 Idaho Falls, ID 83405	Electric
Idaho Power	Idaho Power Po Box 34966 Seattle, WA 98124-1966	Electric
Ideal Refuse Removal	Ideal Refuse Removal Po Box 1753 Hays, KS 67601	Trash (MSW)

Utility	Contact Information	Type of Utility
Indiana-American Water Company	Indiana-American Water Company Po Box 94551 Palatine, IL 60094-4551	Water
Intermountain Gas Company	Intermountain Gas Company P.O. Box 64 Boise, ID 83732	Natural Gas
Jackson Emc	Jackson Emc P.O. Box 100 Jefferson, GA 30549-0100	Electric
Jacksonville Electric	Jacksonville Electric P.O. Box 45047 Jacksonville, FL 32232-5047	Water, Sewer & Electric
Jefferson City Utilities, MO	Jefferson City Utilities, MO Po Box 1278 Jefferson City, MO 65102	Sewer
Kansas City Power & Light Co./219703	Kansas City Power & Light Co./219703 Po Box 219703 Kansas City, MO 64121-9703	Electric
Kansas Gas Service	Kansas Gas Service Po Box 219046 Kansas City, MO 64121-9046	Natural Gas
KB Recycling LLC	KB Recycling LLC Po Box 3336 Amarillo, TX 79116	Recycling
Kearney,NE, City of	Kearney,NE, City of P.O. Box 1180 Kearney, NE 68848	Sewer
Kerrville Public Utility Board	Kerrville Public Utility Board P.O. Box 294999 Kerrville, TX 78029-0911	Electric

Utility	Contact Information	Type of Utility
Killeen, TX, City of	Killeen, TX, City of Po Box 549 Killeen, TX 76540-0549	Sewer
Kingman, AZ, City of	Kingman, AZ, City of 310 North 4Th Street Kingman, AZ 86401	Sewer
Kirksville, MO, City of	Kirksville, MO, City of 201 South Franklin Kirksville, MO 63501	Sewer
Kit Carson Electric Cooperative Inc.	Kit Carson Electric Cooperative Inc. Po Box 578 Taos, NM 87571	Electric
KU-Kentucky Utilities Company	KU-Kentucky Utilities Company Po Box 9001954 Louisville, KY 40290-1954	Electric
KUA	KUA P.O. Box 850001 Orlando, FL 32885-0096	Water, Sewer & Electric
Laclede Gas Company	Laclede Gas Company 800 Market St. St. Louis, MO 63101	Natural Gas
Lake Havasu City	Lake Havasu City 2330 Mcculloch Blvd North Lake Havasu, AZ 86403-5950	Irrigation
Lake Jackson, TX, City of	Lake Jackson, TX, City of 25 Oak Drive Lake Jackson, TX 77566	Sewer
Lakeside Disposal & Recycling - 2146	Lakeside Disposal & Recycling - 2146 A Waste Connections Company Los Angeles, CA 90060-0248	Recycling

Utility	Contact Information	Type of Utility
Laramie, WY, City of	Laramie, WY, City of P.O. Box C Laramie, WY 82073	Other Services
Las Cruces, NM, City of	Las Cruces, NM, City of P.O. Box 20000 Las Cruces, NM 88004	Sewer
Lawrence, KS, City of	Lawrence, KS, City of P.O. Box 1757 Lawrence, KS 66044-8757	Sewer
Lawton, OK, City of	Lawton, OK, City of 212 Sw 9Th St Lawton, OK 73501-3944	Sewer
Lewiston, ID, City of	Lewiston, ID, City of P.O. Box 617 Lewiston, ID 83501	Sewer
Liberty Utilities Georgia	Liberty Utilities Georgia 75 Remittance Drive; Suite 1918 Chicago, IL 60675-1918	Gas
Logan, UT, City of	Logan, UT, City of Po Box 328 Logan, UT 84323-0328	Electric
Longview, TX, City of	Longview, TX, City of P.O. Box 1952 Longview, TX 75606	Irrigation
Lubbock Power Light & Water	Lubbock Power Light & Water P.O. Box 10541 Lubbock, TX 79408-3541	Electric
Manhattan, KS, City of	Manhattan, KS, City of P.O. Box 309 Manhattan, KS 66505-0309	Sewer

Utility	Contact Information	Type of Utility
Marck Recycling & Waste Services	Marck Recycling & Waste Services 6734 Hwy 141 North Jonesboro, AR 72401	Trash (MSW)
Maryville Utilities,TN, City of	Maryville Utilities,TN, City of 400 West Broadway Avenue Maryville, TN 37801	Electric
McGree Trucking	McGree Trucking 503 Centennial Ave Butte, MT 59701	Trash (MSW)
Meridian, ID, City of	Meridian, ID, City of P.O. Box 670 Caldwell, ID 83606-0610	Sewer
Methvin Sanitation Inc.	Methvin Sanitation Inc. 2583 Harmon Rd Harrison, AR 72601	Trash (MSW)
Mid-Nebraska Disposal, Inc-2092	Mid-Nebraska Disposal, Inc-2092 Po Box 2092 Grand Island, NE 68802-2092	Trash (MSW)
Midland, TX, City of	Midland, TX, City of P.O. Box 1152 Midland, TX 79702	Other Services
Midwest Energy, Inc	Midwest Energy, Inc Po Box 898 Hays, KS 67601	Electric
Missouri American Water/94551	Missouri American Water/94551 Po Box 94551 Palatine, IL 60094-4551	Water
Missouri Gas Energy (MGE)	Missouri Gas Energy (MGE) Drawer 2 St. Louis, MO 63171	Natural Gas

Utility	Contact Information	Type of Utility
Mobile Gas	Mobile Gas P.O. Box 105001 Atlanta, GA 30348-5001	Gas
Mohave Electric Cooperative	Mohave Electric Cooperative Po Box 52091 Phoenix, AZ 85072-2091	Electric
Montana Waste Systems	Montana Waste Systems P.O. Box 2645 Great Falls, MT 59403-2582	Recycling
Montana-Dakota Utilities Co.	Montana-Dakota Utilities Co. P.O. Box 5600 Bismarck, ND 58506-5600	Natural Gas
Montrose, CO, City of	Montrose, CO, City of P.O. Box 790 Montrose, CO 81402-0790	Sewer
Moscow, ID, City of	Moscow, ID, City of P.O. Box 9203 Moscow, ID 83843	Electric
Moses Lake, WA, City of	Moses Lake, WA, City of P.O. Drawer 1579 Moses Lake, WA 98837	Other Services
Mountain Home, AR, City of	Mountain Home, AR, City of 752 N College St Mountain Home, AR 72653	Other Services
Mt. Pleasant, TX, City of	Mt. Pleasant, TX, City of 501 North Madison Mount Pleasant, TX 75455	Other Services
Municipal Utilities/Poplar Bluff, MO	Municipal Utilities/Poplar Bluff, MO P.O. Box 1268 Poplar Bluff, MO 63902-1268	Electric

Utility	Contact Information	Type of Utility
Murfreesboro Electric Department (MED)	Murfreesboro Electric Department (MED) P.O. Box 9 Murfreesboro, TN 37133-0009	Electric
Murfreesboro Water & Sewer Dept.	Murfreesboro Water & Sewer Dept. P.O. Box 897 Murfreesboro, TN 37133-0897	Sewer
Muskogee, OK, City of	Muskogee, OK, City of P.O. Box 1927 Muskogee, OK 74402	Sewer
Nacogdoches, TX, City of	Nacogdoches, TX, City of P.O. Box 635090 Nacogdoches, TX 75963-5090	Irrigation
Nampa, ID, City of	Nampa, ID, City of 401 3Rd St S Nampa, ID 83651	Sewer
National Grid	National Grid P.O. Box 11735 Newark, NJ 07101-4735	Gas
Nebraska Public Power District	Nebraska Public Power District Po Box 2860 Omaha, NE 68103-2860	Electric
New Braunfels Utilities, TX	New Braunfels Utilities, TX P.O. Box 310289 New Braunfels, TX 78131	Electric
New Mexico Gas Company	New Mexico Gas Company Po Box 173341 Denver, CO 80217-3341	Natural Gas
Newport News Waterworks	Newport News Waterworks P.O. Box 979 Newport News, VA 23607-0979	Water & Sewer

Utility	Contact Information	Type of Utility
Norman, OK, City of	Norman, OK, City of P.O. Box 5599 Norman, OK 73070	Sewer
Northend Disposal	Northend Disposal P.O. Box 428 Dodge City, KS 67801	Trash (MSW)
Northwestern Energy/MT	Northwestern Energy/MT 40 East Broadway Butte, MT 59707	Electric
NorthWestern Energy/SD & NE	NorthWestern Energy/SD & NE P.O. Box 1338 Butte, MT 59702-9902	Natural Gas
Odessa, TX, City of	Odessa, TX, City of P.O. Box 2552 Odessa, TX 79760-2552	Sewer
OG&E -Oklahoma Gas & Electric Service	OG&E -Oklahoma Gas & Electric Service P.O. Box 24990 Oklahoma City, OK 73124-0990	Electric
Okaloosa County Water & Sewer	Okaloosa County Water & Sewer 1804 Lewis Turner Blvd; Suite 300 Fort Walton Beach, FL 32547	Water & Sewer
Oklahoma Natural Gas Co: Kansas City	Oklahoma Natural Gas Co: Kansas City Po Box 219296 Kansas City, MO 64121-9296	Natural Gas
OUC	OUC P.O. Box 31329 Tampa, FL 33631-3329	Water, Sewer & Electric
Pacific Power-Rocky Mountain Power	Pacific Power-Rocky Mountain Power Po Box 26000 Portland, OR 97256-0001	Electric



Utility	Contact Information	Type of Utility
Pampa, TX, City of	Pampa, TX, City of P.O. Box 2499 Pampa, TX 79066-2499	Sewer
PECO	PECO P.O. Box 25225 Lehigh Valley, PA 18002-5225	Electric
Pembroke Pines, City of	Pembroke Pines, City of P.O. Box 269005 Pembroke Pines, FL 33026	Water & Sewer
Pgw-Philadelphia Gas Works	Pgw-Philadelphia Gas Works P.O. Box 11700 Newark, NJ 07101-4700	Gas
Piedmont Natural Gas	Piedmont Natural Gas P.O. Box 660920 Dallas, TX 75266-0920	Gas
Pinellas Utility, City of	Pinellas Utility, City of P.O. Box 1337 Pinnellas Park, FL 33780-1337	Water & Sewer
PNM	PNM Po Box 27900 Albuquerque, NM 87125-7900	Electric
Ponca City Utility Authority	Ponca City Utility Authority P.O. Box 1450 Ponca City, OK 74602	Electric
Port Richey, City of	Port Richey, City of 6333 Ridge Road Port Richey, FL 34668	Water & Sewer
Prescott, AZ, City of	Prescott, AZ, City of Po Box 80067 Prescott, AZ 86304-8067	Electric

Utility	Contact Information	Type of Utility
Progressive Waste of LA - Alexandria	Progressive Waste of LA - Alexandria Alexandria Hauling Division Dallas, TX 75265-0231	Trash (MSW)
Progressive Waste of TX - Alvin	Progressive Waste of TX - Alvin South Texas District Dallas, TX 75266-0043	Trash (MSW)
Progressive Waste Solutions of MO, Inc.	Progressive Waste Solutions of MO, Inc. P.O. Box 650297 Dallas, TX 75265-0297	Trash (MSW)
PSI Environmental - District 2211	PSI Environmental - District 2211 A Waste Connections Company Los Angeles, CA 90060-0248	Trash (MSW)
Public Utility District of Grant County	Public Utility District of Grant County P.O. Box 878 Ephrata, WA 98823	Electric
Questar Gas	Questar Gas Po Box 45841 Salt Lake City, UT 84139-0001	Natural Gas
Rappahannock Electric	Rappahannock Electric P.O. Box 34849 Alexandria, VA 22334-0849	Electric
Republic Services #035	Republic Services #035 P.O. Box 9001099 Louisville, KY 40290-1099	Recycling
Richland, WA, City of	Richland, WA, City of P.O. Box 34811 Seattle, WA 98124-1181	Other Services
Richmond Power & Light	Richmond Power & Light P.O. Box 908 Richmond, IN 47375	Electric

Utility	Contact Information	Type of Utility
Richmond Sanitary District, IN	Richmond Sanitary District, IN Po Box 308 Richmond, IN 47375	Sewer
Richmond Water, Gas & Sewage Works	Richmond Water, Gas & Sewage Works Po Box 700 Richmond, KY 40476	Natural Gas
Rio Rancho, NM, City of	Rio Rancho, NM, City of 3200 Civic Center Cir Ne Rio Rancho, NM 87144	Sewer
Rock Springs Municipal Utility	Rock Springs Municipal Utility 212 D Street Rock Springs, WY 82901	Sewer
Roswell, NM - Water Dept, City of	Roswell, NM - Water Dept, City of P.O. Drawer 1838 Roswell, NM 88202-1838	Irrigation
Rumpke of Ohio	Rumpke of Ohio Po Box 538710 Cincinnati, OH 45253	Recycling
Russellville Water & Sewer System	Russellville Water & Sewer System P.O. Box 3186 Russellville, AR 72811	Irrigation
San Angelo Utility Billing, City of	San Angelo Utility Billing, City of P.O. Box 5820 San Angelo, TX 76902-5820	Other Services
San Marcos, TX, City of	San Marcos, TX, City of 636 East Hopkins San Marcos, TX 78666-6397	Electric
Searcy Water & Sewer System	Searcy Water & Sewer System P.O. Box 1319 Searcy, AR 72145-1319	Other Services

Utility	Contact Information	Type of Utility
Seguin, TX, City of	Seguin, TX, City of P.O. Box 591 Seguin, TX 78156-0591	Electric
Sierra Vista AZ, City of	Sierra Vista AZ, City of P.O. Box 52413 Phoenix, AZ 85072-2413	Sewer
SourceGas Arkansas Inc.	SourceGas Arkansas Inc. Po Box 660559 Dallas, TX 75266-0559	Natural Gas
SourceGas Distribution, LLC	SourceGas Distribution, LLC Po Box 660474 Dallas, TX 75266-0474	Natural Gas
South Jersey Gas	South Jersey Gas P.O. Box 6091 Bellmawr, NJ 08099-6091	Gas
Southwest Disposal - Alamogordo, NM	Southwest Disposal - Alamogordo, NM A Waste Connections Company Dallas, TX 75266-0177	Trash (MSW)
Southwest Gas Corporation	Southwest Gas Corporation Po Box 98890 Las Vegas, NV 89193-8890	Natural Gas
Spokane County Utilities	Spokane County Utilities Po Box 2355 Spokane, WA 99210-2355	Sewer
Spokane, WA, City of	Spokane, WA, City of 808 West Spokane Falls Blvd Spokane, WA 99256-0001	Sewer
St. Joseph Utility Billing, City of	St. Joseph Utility Billing, City of Po Box 411458 Kansas City, MO 64141	Sewer

Utility	Contact Information	Type of Utility
Stephenville, TX, City of	Stephenville, TX, City of 298 West Washington Street Stephenville, TX 76401-3499	Sewer
Stillwater, OK, City of	Stillwater, OK, City of P.O. Box 1449 Stillwater, OK 74076	Water
Stutzman Refuse Disposal Inc	Stutzman Refuse Disposal Inc 315 West Blanchard Ave South Hutchinson, KS 67505-1531	Recycling
Suez Water Idaho	Suez Water Idaho Po Box 371804 Pittsburgh, PA 15250-7804	Water
Sulphur Springs Valley Elec Coop	Sulphur Springs Valley Elec Coop P.O. Box 52788 Phoenix, AZ 85072-2788	Electric
Sunshine Disposal And Recycling - WA	Sunshine Disposal And Recycling - WA Po Box 13369 Spokane Valley, WA 99213	Recycling
Sustainable Solutions Group	Sustainable Solutions Group Dept#40299; P.O. Box 740209 Atlanta, GA 30374-0209	Trash
Tampa Electric	Tampa Electric P.O. Box 31318 Tampa, FL 33631-3318	Electric
The Water Works Board/ City Of Prattville	The Water Works Board/ City Of Prattville P.O. Box 680870 Prattville, AL 36068-0870	Water & Sewer
Time Warner Cable	Time Warner Cable Box 223085 Pittsburgh, PA 15251-2085	Internet (OH)

Utility	Contact Information	Type of Utility
Town of Taos, NM	Town of Taos, NM 400 Camino De La Placita Taos, NM 87571	Other Services
Treasurer Of Spotsylvania County	Treasurer Of Spotsylvania County Po Box 9000 Spotsylvania, VA 22553-9000	Water & Sewer
True Natural Gas	True Natural Gas Sedc; P.O. Box 530812 Atlanta, GA 30353-0812	Gas
Tullahoma Utilities Board - 788	Tullahoma Utilities Board - 788 Po Box 788 Tullahoma, TN 37388	Electric
TXU Energy/650638	TXU Energy/650638 Po Box 650638 Dallas, TX 75265-0638	Electric
Tyler, TX, City of	Tyler, TX, City of P.O. Box 336 Tyler, TX 75710-2039	Sewer
UniSource Energy Services Elec/80079	UniSource Energy Services Elec/80079 Po Box 80079 Prescott, AZ 86304-8079	Electric
UniSource Energy Services Gas/80078	UniSource Energy Services Gas/80078 Po Box 80078 Prescott, AZ 86304-8078	Natural Gas
Utility Billing Services	Utility Billing Services P.O. Box 31569 Clarksville,, TN 37040-0027	Water
Utility Billing Solutions Llc	Utility Billing Solutions Llc P.O. Box 105 Social Circle, GA 30025	Water & Sewer

Utility	Contact Information	Type of Utility
Vectren Energy Delivery/6248	Vectren Energy Delivery/6248 P.O. Box 6248 Indianapolis, IN 46206-6248	Natural Gas
Vera Water & Power	Vera Water & Power P.O. Box 630 Veradale, WA 99037-0630	Electric
Verizon	Verizon P.O Box 15124 Albany, NY 12212	Phone
Verizon Wireless	Verizon Wireless P.O. Box 15062 Albany, NY 12212-5062	Cell Phone
Victoria,TX, City of	Victoria,TX, City of P.O. Box 1279 Victoria, TX 77902	Sewer
Victory Electric Cooperative/MKEC	Victory Electric Cooperative/MKEC Po Box 1398 Dodge City, KS 67801-1398	Electric
Village of Los Lunas, NM	Village of Los Lunas, NM P.O. Box 1209 Los Lunas, NM 87031	Sewer
Virginia Natural Gas	Virginia Natural Gas P.O. Box 5409 Carol Stream, IL 60197-5409	Gas
Waco, TX, City of	Waco, TX, City of P.O. Box 2649 Waco, TX 76702-2649	Sewer
Warrensburg/Sewer, City of	Warrensburg/Sewer, City of 102 S Holden St Warrensburg, MO 64093-2331	Sewer

Utility	Contact Information	Type of Utility
Waste Connections Inc. - District 3020	Waste Connections Inc. - District 3020 Gillette District 3020 Dallas, TX 75266-0177	Recycling
Waste Industries - Clarksville, TN	Waste Industries - Clarksville, TN Po Box 580027 Charlotte, NC 28258-0027	Trash (MSW)
Waste Management	Waste Management Atlanta Hauling; P.O. Box 105453 Atlanta, GA 30348	Trash
Waste Management Inc, Of Florida	Waste Management Inc, Of Florida P.O. Box 105453 Atlanta, GA 30348	Trash
Waste Management KS - Junction City	Waste Management KS - Junction City P.O. Box 9001054 Louisville, KY 40290-1054	Trash (MSW)
Waste Management of AL- Alabama-East	Waste Management of AL- Alabama-East P.O. Box 9001054 Louisville, KY 40290-1054	Trash (MSW)
Waste Management Of Alabama East	Waste Management Of Alabama East P.O. Box 9001054 Louisville, KY 40290-1054	Trash
Waste Management of AR - Russellville	Waste Management of AR - Russellville P.O. Box 660345 Dallas, TX 75266	Trash (MSW)
Waste Management of AR - Van Buren	Waste Management of AR - Van Buren Po Box 9001054 Louisville, KY 40290-1054	Trash (MSW)
Waste Management of AZ - Kingman	Waste Management of AZ - Kingman P.O. Box 78251 Phoenix, AZ 85062-8251	Recycling



Utility	Contact Information	Type of Utility
Waste Management of CO -Grand Junction	Waste Management of CO -Grand Junction P.O. Box 78251 Phoenix, AZ 85062-8251	Recycling
Waste Management Of Delaware	Waste Management Of Delaware P.O. Box 13648 Philadelphia, PA 19101-3648	Trash
Waste Management of ID - Coeur D Alene	Waste Management of ID - Coeur D Alene P. O. Box 541065 Los Angeles, CA 90054-1065	Recycling
Waste Management Of Massachusetts	Waste Management Of Massachusetts P.O. Box 13648 Philadelphia, PA 19101-3648	Trash
Waste Management of New Mexico -Rio Ranc	Waste Management of New Mexico -Rio Ranc P.O. Box 78251 Phoenix, AZ 85062-8251	Trash (MSW)
Waste Management Of Ohio	Waste Management Of Ohio P.O. Box 4648 Carol Stream, IL 60197-4648	Trash
Waste Management Of Pa	Waste Management Of Pa P.O. Box 13648 Philadelphia, PA 19101-3648	Trash
Waste Management of TX- Conroe	Waste Management of TX- Conroe P.O. Box 660345 Dallas, TX 75266-0345	Trash (MSW)
Waste Management of Utah	Waste Management of Utah P.O. Box 78251 Phoenix, AZ 85062-8251	Trash (MSW)
Waste Management Of Virginia, Inc	Waste Management Of Virginia, Inc P.O. Box 13648 Philadelphia, PA 19101-3648	Trash

Utility	Contact Information	Type of Utility
Waste Management of WA - Spokane	Waste Management of WA - Spokane Po Box 541065 Los Angeles, CA 90054-1065	Recycling
Waste Management of WA - Wenatchee	Waste Management of WA - Wenatchee P.O. Box 541065 Los Angeles, CA 90054-1065	Recycling
Waste Management TX - Southeast Texas	Waste Management TX - Southeast Texas P.O. Box 660345 Dallas, TX 75266-0345	Trash (MSW)
Waxahachie, TX, City of	Waxahachie, TX, City of P.O. Box 39 Waxahachie, TX 75168-0039	Sewer
Wenatchee, WA, City of	Wenatchee, WA, City of P.O. Box 519 Wenatchee, WA 98807-0519	Sewer
Westar Energy/KPL	Westar Energy/KPL P.O. Box 758500 Topeka, KS 66675-8500	Electric
Whittinghill Disposal Services, Inc.	Whittinghill Disposal Services, Inc. 6000 South Cherokee Muskogee, OK 74403	Recycling
Wichita Falls, TX, City of	Wichita Falls, TX, City of P.O. Box 1440 Wichita Falls, TX 76307-7532	Sewer
Wyoming Waste Services - Rock - 3023	Wyoming Waste Services - Rock - 3023 A Waste Connections Company Dallas, TX 75266-0177	Trash (MSW)
XCEL Energy:Southwestern Public Service	XCEL Energy:Southwestern Public Service P.O. Box 9477 Minneapolis, MN 55484-9477	Electric

Utility	Contact Information	Type of Utility
Yukon, OK, City of	Yukon, OK, City of P.O. Box 850500 Yukon, OK 73085	Sewer
Yuma, AZ, City of	Yuma, AZ, City of Po Box 13012 Yuma, AZ 85366-3012	Sewer
Zia Natural Gas Company	Zia Natural Gas Company P.O. Box 2220 Hobbs, NM 88240	Natural Gas