

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

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|-----------------------------------|---|------------------------|
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| PES HOLDINGS, LLC, |) | Case No. 19-11626 (KG) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 37-1698157 |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| NORTH YARD GP, LLC, |) | Case No. 19-11627 (KG) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 47-1145458 |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| NORTH YARD LOGISTICS, L.P., |) | Case No. 19-11628 (KG) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 47-1135952 |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| PES ADMINISTRATIVE SERVICES, LLC, |) | Case No. 19-11629 (KG) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 90-0913022 |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| PES ENERGY INC., |) | Case No. 19-11630 (KG) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 83-1160661 |) | |
| _____ |) | |

| | | |
|--|---|------------------------|
| In re: |) | Chapter 11 |
| PES INTERMEDIATE, LLC, |) | Case No. 19-11631 (KG) |
| Debtor. |) | |
| Tax I.D. No. 83-1680074 |) | |
| In re: |) | Chapter 11 |
| PES ULTIMATE HOLDINGS, LLC, |) | Case No. 19-11632 (KG) |
| Debtor. |) | |
| Tax I.D. No. 83-1166061 |) | |
| In re: |) | Chapter 11 |
| PHILADELPHIA ENERGY SOLUTIONS REFINING AND MARKETING LLC, |) | Case No. 19-11633 (KG) |
| Debtor. |) | |
| Tax I.D. No. 61-1689574 |) | |

**ORDER (I) DIRECTING JOINT ADMINISTRATION
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") (a) directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 19-11626 (KG).
3. The caption of the jointly administered cases should read as follows:

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

| | | |
|---|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| PES HOLDINGS, LLC, <i>et al.</i> ¹ |) | |
| |) | Case No. 19-11626 (KG) |
| Debtors. |) | |
| |) | (Jointly Administered) |
| |) | |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PES Holdings, LLC (8157); North Yard GP, LLC (5458); North Yard Logistics, L.P. (5952); PES Administrative Services, LLC (3022); PES Energy Inc. (0661); PES Intermediate, LLC (0074); PES Ultimate Holdings, LLC (6061); and Philadelphia Energy Solutions Refining and Marketing LLC (9574). The Debtors’ service address is: 1735 Market Street, Philadelphia, Pennsylvania 19103.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than PES Holdings, LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration for procedural purposes only of the chapter 11 cases of: PES Holdings, LLC, Case No. 19-11626; North Yard GP, LLC, Case No. 19-11627; North Yard Logistics, L.P., Case No. 19-11628; PES Administrative Services, LLC, Case No. 19-11629; PES Energy Inc., Case No. 19-11630; PES Intermediate, LLC, Case No. 19-11631; PES Ultimate Holdings, LLC, Case No. 19-11632; and Philadelphia Energy Solutions Refining and Marketing LLC, Case No. 19-11633. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 19-11626 (KG).**

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of Delaware shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.


8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

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

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

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

Dated: July 23 2019
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE