

**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)
)	
)	Re: Docket No. 440

**ORDER AUTHORIZING THE DEBTORS TO FILE UNDER SEAL
AN EXHIBIT TO THE DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING AND APPROVING THE DEBTORS' NON-INSIDER KEY
EMPLOYEE RETENTION PROGRAM AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) authorizing the Debtors to file Participant Information contained in Exhibit C to the Non-Insider KERP Motion under seal, (b) directing that the Participant Information remains under seal and confidential, and not be made available to anyone without the consent of the Debtors or further order from the Court, and (c) 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

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.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 Debtors are authorized to file Exhibit C to the Non-Insider KERP Motion under seal and such seal shall be maintained pursuant to Local Rule 9018-1. The Debtors are permitted and authorized to file redacted Exhibit C in pleadings filed on the docket maintained in these chapter 11 cases. The information included on Exhibit C to the Non-Insider KERP Motion shall remain strictly confidential and under seal, and use of such information shall be subject to Local Rule 9018-1(e).
3. The Debtors will provide unredacted copies of Exhibit C to the Non-Insider KERP Motion on a confidential basis to: (a) the Court; (b) the U.S. Trustee; (c) counsel to the DIP Lenders; (d) counsel to the Committee; and (e) such parties as the Debtors may agree to in their discretion. Such parties shall be bound by this Order and shall at all times keep Exhibit C to the Non-Insider KERP Motion strictly confidential and shall not disclose such exhibit or the contents thereof to any party, whatsoever, without the consent of the Debtors
4. The Debtors and any party authorized to receive Exhibit C to the Non-Insider KERP Motion pursuant to this Order shall be authorized and directed, subject to Local Rule 9018-1(c), to redact specific references to the information set forth therein from pleadings

filed on the public docket maintained in these chapter 11 cases.

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

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

Dated: October 16th, 2019
Wilmington, Delaware


3 KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE