

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

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

**NOTICE OF SERVICE**

**PLEASE TAKE NOTICE** that on January 24, 2020, true and correct copies of the *Official Committee of Unsecured Creditors' Notice of Deposition to PES Holdings, LLC, and Its Affiliated Debtors in Possession* and the *Official Committee of Unsecured Creditors' Notice of Deposition to Jeffrey S. Stein*, copies of which are attached hereto as Exhibit A and Exhibit B, were served upon the following parties in the manner indicated:

***Electronic Mail***

Steven N. Serajeddini, Esq.  
Kirkland & Ellis  
Email: steven.serajeddini@kirkland.com

Matthew Fagen, Esq.  
Kirkland & Ellis  
Email: matthew.fagen@kirkland.com

Patrick Venter, Esq.  
Kirkland & Ellis  
Email: patrick.venter@kirkland.com

Nacif Taousse, Esq.  
Kirkland & Ellis  
Email: nacif.taousse@kirkland.com

Allyson Smith, Esq.  
Kirkland & Ellis  
Email: allyson.smith@kirkland.com

---

<sup>1</sup> The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are as follows: PES Holdings, LLC (8157); North Yard GP, IIC (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 LLLC (9574). The Debtors' service address is: 1735 Market Street, Philadelphia, PA 19103.

Michael Slade, Esq.  
Kirkland & Ellis  
Email: mslade@kirkland.com

Whitney L. Becker, Esq.  
Kirkland & Ellis  
Email: whitney.becker@kirkland.com

**PLEASE TAKE FURTHER NOTICE** that on January 27, 2020, true and correct copies of the *Official Committee of Unsecured Creditors' Notice of Deposition to PES Holdings, LLC, and Its Affiliated Debtors in Possession* and the *Official Committee of Unsecured Creditors' Notice of Deposition to Jeffrey S. Stein*, were served upon the parties on the attached service list via first class mail.

Dated: January 27, 2020

**ELLIOTT GREENLEAF, P.C.**

*Jonathan M. Stemerman*

Rafael X. Zahralddin-Aravena (No. 4166)

Jonathan M. Stemerman (No. 4510)

1105 Market Street, Suite 1700

Wilmington, DE 19801

Telephone: (302) 384-9400

Email: rxza@elliottgreenleaf.com

jms@elliottgreenleaf.com

*Co-Counsel to the Official Committee  
of Unsecured Creditors*

***First Class Mail***

Laura Davis Jones, Esq.  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19801

David L. Buchbinder, Esq.  
Office of the United States Trustee  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801

Chipman Brown Cicero & Cole LLP  
Attn: William Chipman; Mark Olivere  
Hercules Plaza  
1313 N Market Street, Suite 5400  
Wilmington, DE 19801

Duane Morris LLP  
Attn: Jarret Hitchings  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801-1659

Gibbons P.C.  
Attn: Howard A. Cohen  
300 Delaware Avenue, Suite 1015  
Wilmington, DE 19801

Jack Shrum, PA  
Attn: J Jackson Shrum  
919 N Market Street, Suite 1410  
Wilmington, DE 19801

Law Office of Susan E. Kaufman, LLC  
Attn: Susan Kaufman  
919 N. Market Street, Suite 460  
Wilmington, DE 19801

McElroy, Deutsch, Mulvaney & Carpenter, LLP  
Attn: David Primack/ Gary Bressler  
300 Delaware Avenue, Suite 770  
Wilmington, DE 19801

Morris, Nichols, Arsht & Tunnell LLP  
Attn: Robert J. Dehney; Andrew R. Remming  
1201 N Market Street, 16th Floor  
Wilmington, DE 19801

NGL Energy Partners, LP  
c/o Greenberg Traurig LLP  
Attn: Dennis Meloro  
The Nemours Building  
1007 N Orange Street, Suite 1200  
Wilmington, DE 19801

O'Kelly Ernst & Joyce, LLC  
Attn: Micheal J. Joyce  
901 N. Market Street, 10th Floor  
Wilmington, DE 19801

Joseph H. Huston, Jr., Esq.  
Stevens & Lee, P.C.  
919 North Market Street, Suite 1300  
Wilmington, DE 19801

Reed Smith, LLP  
Attn: Kurt Gwynne/Jason Angelo  
1201 N Market Street, Suite 1500  
Wilmington, DE 19801

Richards, Layton & Finger, P.A  
Attn: Mark Collins  
Daniel DeFrancheschi  
Zachary Shapiro  
One Rodney Square  
920 N. King Street  
Wilmington, DE 19801

Ronald S. Gellert, Esq.  
Gellert Scali Busenkell & Brown, LLC  
1201 North Orange Street, Suite 300  
Wilmington, DE 19801

Whiteford Taylor & Preston, LLP  
Attn: Richard W. Riley  
The Renaissance Centre  
405 N. King Street, Suite 500  
Wilmington, DE 19801

Womble Bond Dickinson (US) LLP  
Attn: Matthew Ward/ Morgan Patterson  
1313 N. Market Street, Suite 1200  
Wilmington, DE 19801

Pepper Hamilton LLP  
Attn: David M. Fournier  
1313 N. Market Street  
Hercules Plaza, Suite 5100  
Wilmington, DE 19801

Matthew J. Rifino, Esq.  
Kate R. Buck, Esq.  
McCarter & English, LLP  
Renaissance Centre  
405 N. King Street, 8<sup>th</sup> Floor  
Wilmington, DE 19801

Kathleen M. Miller, Esq.  
Smith, Katzenstein & Jenkins LLP  
1000 West Street, Suite 1501  
Wilmington, DE 19801

Baker Botts LLP  
Attn: Omar Alaniz  
2001 Ross Avenue, Suite 900  
Dallas, TX 75201-2980

Chimicles Schwartz Kriner & Donaldson-Smith LLP  
Attn: Benjamin Johns/A Ferich/ Alex Kashurba  
One Haverford Centre  
361 W. Lancaster Avenue  
Hartford, PA 19041

City of Philadelphia Law Department  
Attn: Megan N. Harper  
Municipal Services Building  
1401 JFK Blvd, 5th Floor  
Philadelphia, PA 19102-1595

Cohen, Weiss and Simon LLP  
Attn: Richard Seltzer/ Melissa Woods  
900 Third Ave, 21st Floor  
New York, NY 10036

Constellation New Energy Inc  
Attn: Jim McHugh  
100 Constellation Way, Suite 500  
Baltimore, MD 21202-6302

Cortland Capital Market Services  
225 W. Washington Street, 9th Floor  
Chicago, IL 60606

Department of Environmental Protection  
Attn: Vera Kanova  
400 Market Street  
Harrisburg, PA 17101-2063

Emmet, Marvin & Martin, LLP  
Attn: Thomas A. Pitta  
120 Broadway, 32nd Fl  
New York, NY 10271

Gibbons, P.C.  
Attn: Dale E. Barney  
One Gateway Center  
Newark, NJ 07102-5310

Hogan McDaniel  
Attn: Garvan F. McDaniel  
1311 Delaware Ave  
Wilmington, DE 19806

Husch Blackwell, LLP  
Attn: Lynn Butler  
111 Congress Ave, Ste 1400  
Austin, TX 78701

Internal Revenue Service  
Centralized Insolvency Operation  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Kinder Morgan Liquids Terminals, Llc  
1000 Louisiana, Ste 1001  
Houston, TX 77002

Law Office of Patricia Williams Prewitt  
Attn: Patricia Williams Prewitt  
10953 Vista Lake Court  
Navasota, TX 77868

Linebarger Goggan Blair & Sampson LLP  
Attn: John P Dillman  
P.O. Box 3064  
Houston, TX 77253-3064

McGuirewoods LLP  
Attn: John Maddock/ Joseph Sheerin  
Gateway Plaza  
800 East Canal St  
Richmond, VA 23219-3916

Merrill Lynch Commodities, Inc.  
As Soa Collateral Agent  
20 E Greenway Plaza, Ste 700  
Houston, TX 77046

Merrill Lynch Commodities, Inc.  
c/o Latham & Watkins LLP  
Attn: Jonathan Rod  
885 3rd Ave  
New York, NY 10022-4834

Merrill Lynch Commodities, Inc.  
c/o Latham & Watkins LLP  
Attn: Eric Merrill  
555 11th St, NW, Ste 1000  
Washington, DC 20004-1304

NGL Energy Partners, LP  
6120 S Yale Ave, Ste 805  
Tulsa, OK 74136

NGL Energy Partners, LP  
c/o Greenberg Traurig LLP  
Attn: Iskender Catto/Ryan Wagner  
Metlife Building  
200 Park Ave  
New York, NY 10166

Norton Rose Fulbright US LLP  
Attn: H. Stephen Castro/David Rosenzweig  
1301 Ave of the Americas  
New York, NY 10019

Pepper Hamilton LLP  
Attn: Edward C. Toole  
3000 Two Logan Sq  
Eighteenth and Arch Streets  
Philadelphia, PA 19103

Proconex  
Attn: Dawn Seifried  
103 Enterprise Dr  
Royersford, PA 19468

Reed Smith LLP  
Attn: Kirsten S. Polyansky  
811 Main St, Ste 1700  
Houston, TX 77002-6110

Sunoco Partners Marketing & Terminal LP  
c/o Vinson & Elkins LLP  
Attn: Karen Smith  
666 5th Ave, 6th Fl  
New York, NY 10103

Sunoco Partners Marketing & Terminal LP  
c/o Akerman LLP  
Attn: John Mitchell/ David W. Parham  
2001 Ross Ave, Ste 3600  
Dallas, TX 75201



Sunoco Partners Marketing & Terminal LP  
c/o Akerman LLP  
Attn: Mary Katherine Fackler  
50 N Laura St, #3100  
Jacksonville, FL 32202

Thompson Coburn LLP  
Attn: Francis X Buckley  
55 E Monroe St, 37th FL  
Chicago, IL 60603

United Steelworkers  
Attn: David Jury/Anthony Resnick  
60 Blvd of the Allies, Rm 807  
Pittsburgh, PA 15222

Weil, Gothsal & Manges, LLP  
Attn: R Shorock/ D Griffiths/ B Podzius  
767 Fifth Ave  
New York, NY 10153

Whiteford Taylor & Preston, LLP  
Attn: Chirstopher A. Jones  
3190 Fairview Park Dr, Ste 800  
Falls Church, VA 22042

Gina M. Thomas, Esq.  
Commonwealth of Pennsylvania  
Dept. of Environmental Protection  
Office of Chief Counsel  
2 East Main Street  
Norristown, PA 19401

Brian W. Bisignani, Esq.  
Post & Schell, P.C.  
1869 Charter Lane, Suite 102  
PO Box 10248  
Lancaster, PA 17605-0248

Robert Lapowsky, Esq.  
Stevens & Lee, P.C.  
620 Freedom Business Center, Suite 200  
King of Prussia, PA 19406

Kenric D. Kattner, Esq.  
J. Frasher Murphy, Esq.  
Haynes and Boone, LLP  
30 Rockefeller Plaza, 26<sup>th</sup> Floor  
New York, NY 10112

Damien S. Schaible, Esq.  
Arhey Ethan Falk, Esq.  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017

**EXHIBIT A**

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

In re:

PES HOLDINGS, LLC , et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-11626 (KG)

(Jointly Administered)

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' NOTICE OF DEPOSITION TO  
PES HOLDINGS, LLC, AND ITS AFFILIATED DEBTORS IN POSSESSION**

To: PES Holdings, LLC, and its above-captioned affiliated debtors in possession  
(collectively, the "Debtors")

c/o Kirkland & Ellis LLP  
Attn: Michael B. Slade and Whitney L. Becker  
601 Lexington Avenue  
New York, New York 10022

**PLEASE TAKE NOTICE** that, pursuant to Rules 26 and 30(b)(6) of the Federal Rules of Civil Procedure, as made applicable to this contested matter by Rules 7026, 7030, and 9014 of the Federal Rules of Bankruptcy Procedure, counsel for the Official Committee of Unsecured Creditors (the "Committee"), duly appointed in the Chapter 11 cases of PES Holdings, LLC and its affiliated debtors and debtors-in-possession, by and through its undersigned counsel, will take the deposition of the Debtors on **January 31, 2020, at 1:00 p.m.**, and continue from day to day thereafter until complete, at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, or at such other time and place as may be agreed upon by counsel.

---

<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure as incorporated by Rules 7030 and 9014 of the Federal Rules of Bankruptcy Procedure, the Debtors are required to designate one or more officers, directors, managing agents, or other persons who will testify on their behalf with respect to each of the topics listed below. The Committee reserves all rights, including, but not limited to, the rights to take additional depositions of the Debtors and others and to expand the deposition topics listed below.

The deposition shall be taken upon oral examination before an officer authorized by law to administer oaths and may be recorded by videographer and/or by stenographic means.

**RULE 30(b)(6) DEPOSITION TOPICS<sup>2</sup>**

1. The KEIP proposed in the KEIP Motion.
2. The development and preparation of and any drafts of the KEIP and its components.
3. The negotiations of the KEIP with any creditors of the Debtors, or anyone on their behalf.
4. The negotiations of the KEIP with any KEIP Participants, or anyone on their behalf.
5. The Debtors' need for the KEIP.
6. The KEIP Participants' current responsibilities.
7. The KEIP Participants' involvement with or responsibilities with respect to the Insurance Claims.

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning set forth in the *Official Committee of Unsecured Creditors' First Request for the Production of Documents to the Debtors* served contemporaneously with this notice.

8. The KEIP Participants' involvement with or responsibilities with respect to the sales process or any Sale Transaction.

9. The POR Confirmation Success Fee, the Threshold, and the percentage allocation of the KEIP amongst each KEIP Participant.

10. The Retention Agreements.

11. The development and preparation of and any drafts of the Retention Agreements.

12. Any negotiations regarding the Retention Agreements.

13. The Consulting Agreement.

14. The development and preparation of and any drafts of the Consulting Agreement.

15. Any negotiations regarding the Consulting Agreement.

16. Any payments to KEIP Participants, exclusive of salary, subsequent to the Retention Bonus Payments.

*[Remainder of page intentionally left blank.]*

Dated: January 24, 2020  
Wilmington, Delaware

**ELLIOTT GREENLEAF, P.C.**

By:

/s/ Jonathan M. Stemerman

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)

Jonathan M. Stemerman (DE Bar No. 4510)

1105 N. Market Street, Suite 1700

Wilmington, DE 19801

Tel: (302) 384-9400

- and -

**BROWN RUDNICK LLP**

Robert J. Stark (admitted pro hac vice)

Chelsea Mullarney

Max D. Schlan (admitted pro hac vice)

Seven Times Square

New York, New York 10036

Telephone: (212) 209-4800

Facsimile: (212) 209-4801

Email: rstark@brownrudnick.com

Email: cmullarney@brownrudnick.com

Email: mschlan@brownrudnick.com

- and -

James Stoll (admitted pro hac vice)

Sharon I. Dwoskin (admitted pro hac vice)

One Financial Center

Boston, MA 02111

Telephone: 617-856-8200

Facsimile: 617-856-8201

Email: jstoll@brownrudnick.com

Email: sdwoskin@brownrudnick.com

*Counsel to the Official Committee  
of Unsecured Creditors of PES Holdings, LLC  
et al.*

**EXHIBIT B**



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

In re:

PES HOLDINGS, LLC , *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-11626 (KG)

Jointly Administered

**THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS' NOTICE OF DEPOSITION TO JEFFREY S. STEIN**

To: Jeffrey S. Stein

c/o Kirkland & Ellis LLP  
Attn: Michael B. Slade and Whitney L. Becker  
601 Lexington Avenue  
New York, New York 10022

**PLEASE TAKE NOTICE** that, pursuant to Rules 26 and 30 of the Federal Rules of Civil Procedure, as made applicable to this contested matter by Rules 7026, 7030, and 9014 of the Federal Rules of Bankruptcy Procedure, counsel for the Official Committee of Unsecured Creditors (the "**Committee**"), duly appointed in the Chapter 11 cases of PES Holdings, LLC and its affiliated debtors and debtors-in-possession, will take the deposition of Jeffrey S. Stein on **January 31, 2020 at 1:00 p.m.** (Prevailing Eastern Time), and continue from day to day thereafter until complete, at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, or at such other time and place as may be agreed upon by counsel.

---

<sup>1</sup> 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.

The deposition shall be taken upon oral examination before an officer authorized by law to administer oaths and may be recorded by videographer and/or by stenographic means.

Dated: January 24, 2020  
Wilmington, Delaware

**ELLIOTT GREENLEAF, P.C.**

By:

/s/ Jonathan M. Stemerman

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)

Jonathan M. Stemerman (DE Bar No. 4510)

1105 N. Market Street, Suite 1700

Wilmington, DE 19801

Tel: (302) 384-9400

- and -

**BROWN RUDNICK LLP**

Robert J. Stark (admitted pro hac vice)

Chelsea Mullarney

Max D. Schlan (admitted pro hac vice)

Seven Times Square

New York, New York 10036

Telephone: (212) 209-4800

Facsimile: (212) 209-4801

Email: rstark@brownrudnick.com

Email: cmullarney@brownrudnick.com

Email: mschlan@brownrudnick.com

- and -

James Stoll (admitted pro hac vice)

Sharon I. Dwoskin (admitted pro hac vice)

One Financial Center

Boston, MA 02111

Telephone: 617-856-8200

Facsimile: 617-856-8201

Email: jstoll@brownrudnick.com

Email: sdwoskin@brownrudnick.com

*Counsel to the Official Committee  
of Unsecured Creditors of PES Holdings, LLC  
et al.*