

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
UTEX INDUSTRIES, INC., et al.,	§	Case No. 20-34932 (DRJ)
	§	
Debtors.¹	§	(Joint Administration Requested)
	§	(Emergency Hearing Requested)

**EMERGENCY MOTION OF DEBTORS FOR AN ORDER
(I) AUTHORIZING DEBTORS TO (A) FILE A CONSOLIDATED
CREDITOR MATRIX, (B) A CONSOLIDATED LIST OF 30 LARGEST
UNSECURED CREDITORS, AND (C) REDACT CERTAIN PERSONAL
IDENTIFICATION INFORMATION; AND (II) GRANTING RELATED RELIEF**

EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE CONDUCTED ON THIS MATTER ON OCTOBER 9, 2020, AT 12:00 P.M. (CENTRAL TIME) BY AUDIO AND VIDEO COMMUNICATIONS AS SET FORTH BELOW. IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN OCTOBER 9, 2020.

PLEASE NOTE THAT THROUGH ENTRY OF GENERAL ORDER 2020-19 ON AUGUST 7, 2020, THE COURT HAS EXTENDED THE USE OF THE PROTOCOL FOR EMERGENCY PUBLIC HEALTH OR SAFETY CONDITIONS (ADOPTED BY GENERAL ORDER 2020-4; INVOKED BY GENERAL ORDERS 2020-10 AND 2020-10A AND AS EXTENDED AND MODIFIED BY GENERAL ORDERS 2020- 11, 2020-17 AND 2020-18) THROUGH NOVEMBER 1, 2020.

IT IS ANTICIPATED THAT ALL PERSONS WILL APPEAR TELEPHONICALLY AND ALSO MAY APPEAR VIA VIDEO AT THIS HEARING.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT (832) 917-1510. YOU WILL BE RESPONSIBLE FOR YOUR OWN LONG-DISTANCE CHARGES. ONCE CONNECTED, YOU WILL BE ASKED TO ENTER THE CONFERENCE ROOM NUMBER. JUDGE JONES CONFERENCE ROOM NUMBER IS 205691.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: UTEX Industries, Inc. (9867), RSH Utex Holdings, LLC (4048), Industrial Sealing Solutions Holdings Inc. (0104), UI Sealing Technologies Intermediate Holdings, Inc. (9553), UTEX Holding, Inc. (8260), Applied Rubber Technology, Inc. (1790), CAM Specialty Intermediate Holdings, Inc. (9099), CAM Specialty Products, Inc. (8342), Duraquest, Inc. (7017), Work Manufacturing, L.L.C. (5341), Energy Products LLC (8160), and Arefco Seals, Inc. (5258). The Debtors' mailing address is 10810 Katy Freeway, Suite 100, Houston, TX 77043.

YOU MAY VIEW VIDEO VIA GOTOMEETING. TO USE GOTOMEETING, THE COURT RECOMMENDS THAT YOU DOWNLOAD THE FREE GOTOMEETING APPLICATION. TO CONNECT, YOU SHOULD ENTER THE MEETING CODE “JUDGEJONES” IN THE GOTOMEETING APP OR CLICK THE LINK ON JUDGE JONES’ HOME PAGE ON THE SOUTHERN DISTRICT OF TEXAS WEBSITE. ONCE CONNECTED, CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF THE HEARING. TO MAKE YOUR ELECTRONIC APPEARANCE, GO TO THE SOUTHERN DISTRICT OF TEXAS WEBSITE AND SELECT “BANKRUPTCY COURT” FROM THE TOP MENU. SELECT “JUDGES’ PROCEDURES,” THEN “VIEW HOME PAGE” FOR JUDGE JONES. UNDER “ELECTRONIC APPEARANCE” SELECT “CLICK HERE TO SUBMIT ELECTRONIC APPEARANCE”. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK “SUBMIT” TO COMPLETE YOUR APPEARANCE.

UTEX Industries, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Relief Requested

1. By this Motion, pursuant to section 107(c)(1)(A) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), the Debtors request (i) authority to (a) file a consolidated creditor matrix (the “**Consolidated Creditor Matrix**”), (b) a consolidated list of the Debtor’s 30 largest unsecured creditors (the “**Consolidated Top 30 Creditors List**”), and (c) redact certain personal information of employees; and (ii) related relief.

2. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

5. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

6. October 1, 2020, the Debtors executed a restructuring support agreement (the “**RSA**”) with (i) certain of their secured lenders (collectively, with other creditors that may sign joinders to the RSA, the “**Consenting Creditors**”) that hold approximately 81.6% of the outstanding principal amount of the First Lien Loans (as defined in the RSA) and approximately 90.4% of the outstanding principal amount of the Second Lien Loans (as defined in the RSA) and (ii) Riverstone Gamma Holdings LP, the direct and indirect holder of 100% of the equity interests in the Debtors (the “**Consenting Investor**”). Pursuant to the RSA, the Consenting Creditors and Consenting Investor agreed to vote in favor of and support confirmation of the *Joint Prepackaged Chapter 11 Plan of UTEX Industries, Inc. and Its Affiliated Debtors* (the “**Prepackaged Plan**”).

7. Prior to the Petition Date, on October 1, 2020, the Debtors commenced the solicitation of votes on the Prepackaged Plan from the holders of First Lien Loans and Second Lien Loans on the basis of the *Disclosure Statement for Joint Prepackaged Chapter 11 Plan of UTEX Industries, Inc. and Its Affiliated Debtors* pursuant to sections 1125(g) and 1126(b) of the Bankruptcy Code. Consistent with their obligations under the RSA, the Debtors are seeking to emerge from chapter 11 on an expedited basis.

8. Additional information regarding the Debtors' business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Pete T. Sanchez in Support of the Debtors' Chapter 11 Petitions and First Day Relief*, sworn to on the date hereof (the "**Sanchez Declaration**"),² filed contemporaneously herewith and incorporated herein by reference.

Relief Requested Should Be Granted

A. Consolidated Creditor Matrix

9. Bankruptcy Rule 1007(a)(1) requires a debtor to file "a list containing the name and address of each entity included or to be included on Schedules D, E/F, G, and H" Fed. R. Bankr. P. 1007(a)(1). Because the preparation of separate lists of creditors for each Debtor would be expensive, time consuming, and administratively burdensome, the Debtors respectfully request authority to file one Consolidated Creditor Matrix for all Debtors. Such relief is permitted by the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*.

B. Consolidated Top 30 Creditors List

10. Pursuant to Bankruptcy Rule 1007(d), a debtor shall file "a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders[.]" Fed. R. Bankr. P. 1007(d). In complex chapter 11 cases filed in the Southern District of Texas, the lead debtor in a jointly administered complex case must file a single, consolidated list of creditors on Official Form B 204 consisting of the 30 largest creditors of all jointly administered debtors. *See Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, Rule 5(a). Because a significant number of creditors may be shared amongst the Debtors, the Debtors request authority to file the Consolidated Top 30 Creditors List for all Debtors. The

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Sanchez Declaration.

Consolidated Top 30 Creditors List will help alleviate administrative burden, costs, and the possibility of duplicative service. For the sake of clarity, the Debtors are not requesting authority in this Motion to (i) file consolidated schedules of assets and liabilities and statements of financial affairs or (ii) substantively consolidate the Debtors.

C. Redaction of Certain Confidential Information for Employees

11. Section 107(c)(1)(A) of the Bankruptcy Code provides that the Court “for cause, may protect an individual” with respect to the following types of information “to the extent the court finds that disclosure of such information would create undue risk of identity theft . . . [a]ny means of identification . . . contained in a paper filed,” or to be filed, in a case under the Bankruptcy Code. 11 U.S.C. § 107(c)(1)(A). Here, cause exists to authorize the Debtors to redact address information of the Debtors’ current and former employees from the Consolidated Creditor Matrix because such information could be used to perpetrate identity theft. The Debtors propose to provide upon request an unredacted version of the Consolidated Creditor Matrix to the Court, the Office of the United States Trustee for the Southern District of Texas, and counsel to the official committee of unsecured creditors should one be appointed in these chapter 11 cases.

12. The Debtors respectfully submit that it is appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Court in these chapter 11 cases the personal identification information of the Debtors’ current and former employees, because such information could be used to perpetrate identity theft or locate survivors of domestic violence or stalking. Indeed, the risk to individuals themselves is not merely speculative. In at least one recent chapter 11 case, the abusive former partner of a debtor’s employee exploited the publicly accessible creditor and employee information filed in the chapter 11 case to track the employee at her new address that had not been publicly available until then, forcing the employee to change

addresses again.³ With hundreds of employees, the Debtors cannot reasonably know with sufficient certainty whether a release of such individual creditors' and interest holders' personal information could potentially jeopardize their safety.

13. Courts in this District and in other jurisdictions have granted similar relief to the relief requested herein. *See, e.g., In re SpeedCast Int'l Ltd.*, Case No. 20-32243 (MI) (Bankr. S.D. Tex. Apr. 23, 2020) (D.I. 55); *In re EP Energy Corporation*, Case No. 19-35654 (MI) (Bankr. S.D. Tex. Oct. 5, 2019); *In re Halcón Resources Corporation*, Case No. 19-34446 (DRJ) (Bankr. S.D. Tex. Aug. 8, 2019); *In re Fieldwood Energy, LLC*, Case No. 18-30648 (Bankr. S.D. Tex. Feb. 16, 2018); *In re Azure Midstream Partners, LP*, Case No. 17-30461 (DRJ) (Bankr. S.D. Tex. Feb. 1, 2017).

14. For the foregoing reasons, the relief requested is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Court should authorize the Debtors to file a Consolidated Creditor Matrix and a Consolidated Top 30 Creditors List.

Notice

15. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the Southern District of Texas; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) Milbank LLP, 55 Hudson Yards, New York, NY 10001-2163 (Attn: Evan Fleck, Esq., Matthew Brod, Esq., and Daniel Porat, Esq.), counsel to the Ad Hoc Group of First Lien Lenders; (iv) Akin Gump Strauss Hauer & Feld LLP, Bank of America Tower, 1 Bryant Park, New York, NY 10036 (Attn: Ira Dizengoff, Esq., Daniel Fisher, Esq. and

³ The incident, which took place during the first Charming Charlie chapter 11 proceedings in 2017, is described in the "creditor matrix motion" filed in *In re Charming Charlie Holdings, Inc.*, Case No. 19-11534 (CSS) (Bankr. D. Del. Jul. 11, 2019) [Docket No. 4].

Jason Rubin, Esq.), counsel to certain First Lien and Second Lien lenders; (v) Shearman & Sterling LLP, 599 Lexington Avenue, Lexington Ave, New York, NY 10022 (Attn: Fredrick Sosnick, Esq. and Michael Guippone, Esq.), counsel to the First Lien Administrative Agent; (vi) the Internal Revenue Service; (vii) the United States Attorney's Office for the Southern District of Texas; (viii) the Securities and Exchange Commission; and (ix) any other party entitled to notice pursuant to Local Rule 9013-1(d).

No Previous Request

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

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: October 8, 2020
Houston, Texas

/s/ Alfredo R. Pérez
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-and-

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*Proposed Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on October 8, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

/s/ Alfredo R. Pérez
Alfredo R. Pérez

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
UTEX INDUSTRIES, INC., et al.,	§	Case No. 20-34932 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	Re: Docket No. ____

ORDER (I) AUTHORIZING DEBTORS TO (A) FILE A CONSOLIDATED CREDITOR MATRIX, (B) A CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS, AND (C) REDACT CERTAIN PERSONAL IDENTIFICATION INFORMATION; AND (II) GRANTING RELATED RELIEF

Upon the motion, dated October 8, 2020 (the “**Motion**”)² of UTEX Industries, Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to section 107(c)(1)(A) of the Bankruptcy Code and Bankruptcy Rule 1007(a)(1) and (d) (i) authorizing the Debtors to (a) file the Consolidated Creditor Matrix, (b) the Consolidated Top 30 Creditors List, and (c) redact certain personal information for employees, and (ii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the Sanchez Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: UTEX Industries, Inc. (9867), RSH Utex Holdings, LLC (4048), Industrial Sealing Solutions Holdings Inc. (0104), UI Sealing Technologies Intermediate Holdings, Inc. (9553), UTEX Holding, Inc. (8260), Applied Rubber Technology, Inc. (1790), CAM Specialty Intermediate Holdings, Inc. (9099), CAM Specialty Products, Inc. (8342), Duraquest, Inc. (7017), Work Manufacturing, L.L.C. (5341), Energy Products LLC (8160), and Arefco Seals, Inc. (5258). The Debtors’ mailing address is 10810 Katy Freeway, Suite 100, Houston, TX 77043.

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

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; 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, but not directed, pursuant to section 107(c)(1)(A) of the Bankruptcy Code and Bankruptcy Rule 1007(a)(1) and (d), to file the Consolidated Creditor Matrix and a Consolidated Top 30 Creditors List.
3. The Debtors are authorized to redact address information of the Debtors' employees listed on the Consolidated Creditors Matrix; *provided, however*, that the Debtors shall provide an un-redacted version of the Consolidated Creditor Matrix to this Court, the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases upon request.
4. In the event a party in interest is required by the Bankruptcy Rules to serve the entire Creditor Matrix, they may request that the Debtors direct their claims and noticing agent to provide service to any creditor if that creditor's information is redacted on the Consolidated Creditor Matrix, the Debtors must promptly give such direction, and the claims agent must comply with the direction.

5. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2020
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE