

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

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

**EMERGENCY MOTION OF DEBTORS FOR ENTRY OF AN ORDER
AUTHORIZING DEBTORS TO FILE DIP AGENT FEE LETTER UNDER SEAL**

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.

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

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.

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:

Relief Requested

1. By this Motion, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Rule 9037-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (as amended, the "**Local Rules**"), the Debtors request (i) authority to file under seal the DIP Agent Fee Letter, filed contemporaneously herewith, (ii) direction that the DIP Agent Fee Letter remain under seal and not be made available to anyone without the prior written consent of the Debtors and the DIP Agent, and (iii) related relief. The Debtors propose providing copies of the DIP Agent Fee Letter to (a) this Court, (b) the Office of the United States Trustee for the Southern District of Texas (the "**U.S. Trustee**") on a strictly confidential basis, and (c) on a strictly confidential, "professionals only" basis to any advisors to any statutory committee appointed in these chapter 11 cases. In support of this Motion the Debtors have contemporaneously filed herewith the *Declaration of Adam Dunayer in Support of Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting*

Adequate Protection to Prepetition Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (the “**Dunayer Declaration**”), which is incorporated by reference herein.

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

Background

3. 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.

4. 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**”).

5. On 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, as applicable, 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**”).

6. 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.

7. 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**"), filed contemporaneously herewith and incorporated herein by reference.

8. As described in more detail in the *Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing (II) Authorizing Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing and (VII) Granting Related Relief* (the "**DIP Motion**")², filed contemporaneously herewith, the Debtors seek approval of debtor in possession financing consisting of senior secured, superpriority term loans in an aggregate principal amount of \$25 million (the "**DIP Facility**"). The DIP Motion seeks authority to, among other things, pay certain fees payable to the administrative agent under the DIP Facility set forth in the letter agreement (the "**DIP Agent Fee Letter**") among UTEX Industries, Inc., as

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

borrower, and Alter Domus (US) LLC, as administrative agent (in such capacity, the “**DIP Agent**”). In connection with the filing of the DIP Motion, the Debtors seek authorization to file the DIP Agent Fee Letter under seal. The DIP Agent Fee Letter contains sensitive confidential and commercial information regarding the structure and amount of the fees relating to the DIP Facility. Because the disclosure of this information could harm the Debtors and the DIP Agent, the Debtors seek authorization for the DIP Agent Fee Letter to be filed under seal.

Jurisdiction

9. 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.

Relief Requested Should Be Granted

10. Section 105(a) of the Bankruptcy Code codifies the Court’s inherent equitable powers and empowers it 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). Moreover, pursuant to section 107(b)(1) of the Bankruptcy Code, the Court may authorize the Debtors to file the DIP Agent Fee Letter under seal by permitting the issuance of an order that protects entities from potential harm that may result from the disclosure of certain confidential information. *See* 11 U.S.C. § 107(b). Specifically, section 107(b) provides, in relevant part, that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court’s own motion, the bankruptcy court may — (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information

11 U.S.C. § 107(b); *see In re Gen. Homes Corp.*, 181 B.R. 898, 903 (Bankr. S.D. Tex. 1995)

(“The court has authority to seal court records, in order to protect trade secrets or confidential

research, development, or confidential information, or to protect a person with regard to a scandalous or defamatory matter.”).

11. Bankruptcy Rule 9018 sets forth the procedures by which a party may obtain a protective order authorizing the filing of a document under seal. Bankruptcy Rule 9018 provides, in relevant part, that “[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information.” Fed. R. Bankr. P. 9018. *See also* Local Rule 9037-1 (“[A] motion, reply or other document may initially be filed under seal if the filing party simultaneously files a motion requesting that the document be maintained under seal.”).

12. Although the public’s right to access to Court records is the general rule in common law, courts have emphasized that this right is not absolute. *See, e.g., In re N. Bay Gen. Hosp., Inc. v. McNaull (In re N. Bay Gen. Hosp.)*, 404 B.R. 429, 438 (S.D. Tex. 2009). Bankruptcy courts routinely issue orders to protect entities from potential harm caused by the disclosure of confidential or sensitive commercial information. *See, e.g., Young Again Prods. Inc. v. Supp. Spot, LLC (In re Supp. Spot, LLC)*, No. 07–03019, 2009 WL 2006834, at *22 (Bankr. S.D. Tex. July 8, 2009).

13. Unlike its counterpart in Rule 26(c) of the Federal Rules of Civil Procedure, section 107(b) of the Bankruptcy Code does not require an entity seeking such protection to demonstrate “good cause.” *See, e.g., Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 28 (2d Cir. 1994) (holding that a license agreement authorizing a licensee “to reproduce, manufacture, distribute, and sell videocassettes” of three films contained confidential commercial information). Rather, if the material sought to be

protected satisfies one of the categories identified in section 107(b), the court is required to protect a requesting party and has no discretion to deny the application. *See In re 50-OffStores, Inc.*, 213 B.R. 646, 655—56 (Bankr. W.D. Tex. 1997) (“The statute, on its face, states that the bankruptcy court is *required* to protect such an entity on request of a party in interest.”) (emphasis in original).

14. The Debtors submit that the DIP Agent Fee Letter falls within the scope of commercial information that may be protected by the Court pursuant to section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018. Commercial information is information which would result in “an unfair advantage to competitors by providing them information as to the commercial operations of the debtor.” *In re Faucett*, 438 B.R. 564, 567 (Bankr. W.D. Tex. 2010) (citing *Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 27 (2d Cir. 1994)). Commercial information need not rise to the level of a “trade secret” to be protected under section 107(b) of the Bankruptcy Code. *See In re Northstar Energy, Inc.*, 315 B.R. 425, 429 (Bankr. E.D. Tex. 2004) (“A bankruptcy court is required to seal documentary information filed in court that does not rise to the level of a trade secret but that is so critical to the operations of the entity seeking the protective order that its disclosure will unfairly benefit that entity’s competitors.”). Rather, section 107(b)’s protections extend to commercial information that, if disclosed to the public, could be used by various parties for an unfair advantage. *In re Orion Pictures Corp.*, 21 F.3d at 27—28. Once a court determines that a party in interest is seeking to protect “commercial information,” the court “is required to protect a requesting interested party and has no discretion to deny the application.” *Id.* at 27.

15. Fees paid by a borrower in connection with financing would not, typically, be something that the DIP Agent or any other similarly situated lender, agent, or arranger would disclose. Given the totality of the circumstances, however, including the Debtors’ recognition of

the importance of the Court's review of the DIP Agent Fee Letter and that a certain degree of transparency and public scrutiny is a necessary part of the bankruptcy process, and balancing these interests with the need to protect confidential and proprietary commercial information, the Debtors propose to file copies of the DIP Agent Fee Letter with the Court under seal and to share copies of the DIP Agent Fee Letter with (i) the U.S. Trustee on a strictly confidential basis and (ii) advisors to any statutory committee appointed in the chapter 11 cases on a strictly confidential, "professionals only" basis.

16. The terms of the DIP Agent Fee Letter are the product of extensive good faith, arms' length negotiations, and the Debtors have agreed to keep such terms confidential. The DIP Agent has advised the Debtors that the DIP Agent Fee Letter contains closely-guarded, proprietary, and commercial information that is highly sensitive to the DIP Agent. Disclosure of the terms of the DIP Agent Fee Letter would cause substantial harm to the DIP Agent, creating an unfair advantage to its competitors and would violate the Debtors' agreement to maintain the DIP Agent Fee Letter's confidentiality.

17. The fees provided in the DIP Agent Fee Letter are intended to compensate the DIP Agent for the large, sophisticated team of credit, financial, marketing, legal, and other experts necessary to assist with administering the DIP Facility. The DIP Agent Fee Letter contains proprietary information describing the fees to be paid in connection with the foregoing, which information is customarily considered by the DIP Agent, specifically, and the commercial lending industry, in general, to be highly sensitive and confidential information not typically disclosed to the public or made available to other competing financial institutions. Given the highly competitive nature of the investment banking and lending industries, it is of the utmost importance that the details of the DIP Agent Fee Letter be kept confidential so that competitors may not use

the information contained in it to gain a strategic advantage in the marketplace. Moreover, a broad publication of the DIP Agent Fee Letter would not facilitate evaluation of the financing and would be materially harmful to the business of the DIP Agent. Accordingly, the Debtors respectfully submit that cause exists to file the DIP Agent Fee Letter under seal.

18. In addition, it is common practice for financial institutions and borrowers to execute fee letters such as the DIP Agent Fee Letter on a confidential basis. Courts in this district have authorized the filing of similar confidential financing documents under seal in other chapter 11 cases. *In re Tailored Brands, Inc. et al.*, Case No. 20-33900 (MI) (Bankr. S.D. Tex. Aug. 25, 2020) [Docket No. 409] (authorizing chapter 11 debtor to file a fee letter under seal in connection with the debtors' motion for approval of postpetition financing); *In re J.C. Penney Co., Inc., et al.*, Case No. 2020182 (DRJ) (Bankr. S.D. Tex. June 9, 2020) [Docket No. 638] (same); *See, e.g., In re Am. Com. Lines Inc.*, Case No. 20-30982 (MI) (Bankr. S.D. Tex. Mar. 19, 2020), [Docket No. 242] (same); *In re EP Energy Corp.*, Case No. 19-35654 (MI) (Bankr. S.D. Tex. Nov. 20, 2019), [Docket No. 447] (same); *In re Halcón Res. Corp.*, Case No. 19-34446 (DRJ) (Bankr. S.D. Tex. Aug. 8, 2019), [Docket No. 75] (same); *In re EXCO Res., Inc.*, Case No. 18-30155 (MI) (Bankr. S.D. Tex. May 9, 2019) [Docket No. 1937] (same); *In re Parker Drilling Co.*, Case No. 18-36958 (Bankr. S.D. Tex. Jan. 15, 2019) [Docket No. 267] (same); *In re iHeartMedia, Inc.*, Case No. 18-31274 (Bankr. S.D. Tex. June 7, 2018) [Docket No. 915] (same).

19. For the reasons set forth herein, the Debtors respectfully request that the Court grant this motion, and for the reasons set forth in the DIP Motion, do so on the same emergency basis the Debtors are seeking entry of interim orders sought therein.

Notice

20. 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 Committee 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 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; (ix) all parties known, after reasonably inquiry, to have asserted a lien with respect to the DIP Collateral; and (x) any other party entitled to notice pursuant to Local Rule 9013-1(d).

No Previous Request

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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
WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr (*pro hac vice* pending)
Ryan Preston Dahl (*pro hac vice* pending)
Gabriel Morgan (*pro hac vice* pending)
Jason L. Hufendick (*pro hac vice* pending)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Matt.Barr@weil.com
Ryan.Dahl@weil.com
Gabriel.Morgan@weil.com
Jason.Hufendick@weil.com

*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	§	(Joint Administration Requested)
	§	(Emergency Hearing Requested)

ORDER AUTHORIZING THE FILING OF DIP AGENT FEE LETTER UNDER SEAL

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 sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9037-1 (i) authorizing the Debtors to file under seal the DIP Agent Fee Letter, filed contemporaneously with the Motion and (ii) directing that the DIP Agent Fee Letter remain under seal and not be made available to anyone without the prior written consent of the Debtors and the DIP Agent, all as more fully set forth in the Motion; and upon consideration of the Dunayer 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 28 U.S.C. §§ 1408

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.

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, pursuant to section sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9037-1, to file the DIP Agent Fee Letter under seal.
3. The DIP Agent Fee Letter is confidential and shall remain under seal, and shall not be made available to anyone, except that copies of the DIP Agent Fee Letter shall be provided to the Court, the Clerk of the Court, the U.S. Trustee, and advisors to any statutory committee appointed in the chapter 11 cases (the “**Committee Professionals**”). The U.S. Trustee shall keep the DIP Agent Fee Letter and the terms thereof strictly confidential, and the Committee Professionals shall keep the DIP Agent Fee Letter and the terms thereof strictly confidential and maintained on a “professionals only” basis.
4. Any party who receives the DIP Agent Fee Letter in accordance with this Order shall not disclose or otherwise disseminate such DIP Agent Fee Letter, or the information

contained therein, to any other person or entity without the prior written consent of the Debtors and the DIP Agent.

5. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

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

7. 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