



ENTERED  
12/03/2020

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

<b>In re:</b>	§	<b>Chapter 11</b>
<b>UTEX INDUSTRIES, INC., et al.,</b>	§	<b>Case No. 20-34932 (DRJ)</b>
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	<b>Re: Docket No. <del>178</del> 169</b>

**ORDER PURSUANT TO 11 U.S.C. § 327(a),  
FED. R. BANKR. P. 2014(a) AND 2016, AND LOCAL  
RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION  
AND EMPLOYMENT OF WEIL, GOTSHAL & MANGES LLP  
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Upon the application, dated October 22, 2020 (the “**Application**”),<sup>2</sup> of the Debtors for entry of an order pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 for authority to retain and employ Weil as attorneys for the Debtors, effective as of the Petition Date, as more fully set forth in the Application; and upon consideration of the Barr Declaration and the Sanchez Retention Declaration; and this Court being satisfied, based on the representations made in the Application and Barr Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Weil represents no interest adverse to the Debtors’ estates with respect

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

to the matters upon which it is engaged; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 and 1409; and due and proper notice of the Application 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 Application; and all objections, if any, to the Application having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application 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 Debtors are authorized pursuant to sections 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rule 2014-1, to employ and retain Weil as their attorneys in these chapter 11 cases from the Petition Date under a general retainer in accordance with Weil's normal hourly rates and disbursement policies, all as contemplated by the Application, as modified by this Order.

2. Weil is authorized to render the following professional services:

- a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;

- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
- c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. take all necessary actions in connection with the reorganization of the Debtors' capital structure pursuant to the restructuring transaction;
- e. take all necessary actions to protect and preserve the value of the Debtors' estates; and
- f. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; *provided, however*, that to the extent Weil determines that such services fall outside of the scope of services historically or generally performed by Weil as lead debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

3. Weil shall be compensated in accordance with, and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to, sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Fee Guidelines and any other applicable procedures and orders of the Court. For billing purposes, Weil shall keep its time in one tenth (1/10) hour increments in accordance with the Fee Guidelines. Weil also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format and will use the U.S. Trustee's standard project categories.

4. Weil shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Weil shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

6. Weil is authorized to apply the remaining amount of the Fee Advance to satisfy the payment of court approved postpetition fees and expenses; *provided, however*, that Weil is authorized without further order of the Court to reserve and apply amounts from the Fee Advance that would otherwise be applied toward payment of postpetition fees and expenses as necessary and appropriate to compensate and reimburse Weil for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

7. Notwithstanding anything to the contrary in the Application, Engagement Letter or Declarations, Weil shall not be entitled to reimbursement for fees and expenses in connection with responding to any objection to its fees, without further order of this Court.

8. Notice of this Application as provided therein constitutes good and sufficient notice of the Application.

9. Weil shall provide ten business days' notice to the Debtors, the U.S. Trustee, the attorneys for any statutory committee appointed in these chapter 11 cases, and counsel to the Ad Hoc Group of any increase in Weil's hourly rates as set forth in the Barr Declaration. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. Weil shall not charge a markup with respect to fees billed by contract attorneys who are hired by Weil to provide services, and Weil shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

11. To the extent the Application, Engagement Letter or Declarations are inconsistent with this Order, the terms of this Order shall govern.

12. Notwithstanding the applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

**Signed: December 03, 2020.**



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DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court  
Southern District of Texas

In re:  
UTEX Industries, Inc.  
Debtor(s)

Case No. 20-34932-drj  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0541-4  
Date Rcvd: Dec 04, 2020

User: VrianaPor  
Form ID: pdf002

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Total Noticed: 17

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 06, 2020:**

Recip ID	Recipient Name and Address
db	+ UTEX Industries, Inc., 10810 Katy Freeway, Suite 100, Houston, TX 77043-5013
cr	+ Bexar County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588
cr	+ Colorado County, c/o John T. Banks, 3301 Northland Drive, Ste. 505, Austin, TX 78731-4954
cr	+ DDJ Capital Management, LLC, c/o Lacy M. Lawrence, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field St., Suite 1800 Dallas, TX 75201-4675
cr	+ Linpen Investments, LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200 Tulsa, OK 74103-3705
cr	+ Randal S. Newman, 19830 Lantern Village Lane, Katy, TX 77450-6684
cr	+ Spring Branch Independent School District, Perdue, Brandon, Fielder, Collins & Mott, 1235 North Loop West, Ste. 600, Houston, TX 77008-1772
cr	+ Tarrant County, Linebarger, Goggan, Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207 UNITED STATES 75207-2328
cr	+ Wells Fargo Vendor Financial Services LLC, Bankruptcy Administration, PO Box 13708, Macon, GA 31208-3708

TOTAL: 9

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: aaron@snow-green.com	Dec 04 2020 21:08:00	Ad Hoc Committee of First Lien Lenders, c/o Aaron M. Guerrero, Snow & Green LLP, P.O. Box 549, Hockley, TX 77447-0549
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	City of Brookshire, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Cypress - Fairbanks ISD, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Harris County, Attn. Tara L. Grindemeier, P.O. Box 3064, Houston, Tx 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Harris County et al., Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Montgomery County, c/o Tara L. Grundemeier, PO BOX 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Dec 04 2020 21:08:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 8

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

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Date Rcvd: Dec 04, 2020

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Recip ID	Bypass Reason	Name and Address
intp		Alter Domus (US) LLC
intp		Bank of America, N.A.
cr		Ector CAD
cr		Johnson County
cr		RAM Alloys, LLC
intp		Riverstone Gamma Holdings, LP
cr		UMB Bank, N.A.

TOTAL: 7 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

## NOTICE CERTIFICATION

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Dec 06, 2020

Signature: /s/Joseph Speetjens

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 3, 2020 at the address(es) listed below:

Name	Email Address
Aaron Matthew Guerrero	on behalf of Creditor Ad Hoc Committee of First Lien Lenders aaron@snow-green.com mary@snow-green.com
Alfredo R Perez	on behalf of Debtor UTEX Industries Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor Industrial Sealing Solutions Holdings Inc. alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor Duraquest Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor CAM Specialty Products Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor UTEX Holding Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor Energy Products LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor RSH Utex Holdings LLC alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@
Alfredo R Perez	on behalf of Debtor Work Manufacturing L.L.C. alfredo.perez@weil.com,

District/off: 0541-4  
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Alfredo R Perez

on behalf of Debtor UI Sealing Technologies Intermediate Holdings Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@

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Alfredo R Perez

on behalf of Debtor CAM Specialty Intermediate Holdings Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;brenda.funk@weil.com,erin.choi@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@

Alfredo R Perez

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Craig E Power

on behalf of Creditor RAM Alloys LLC cpower@cokinoslaw.com, msegura@cokinoslaw.com;eolson@cokinoslaw.com

Don Stecker

on behalf of Creditor Bexar County sanantonio.bankruptcy@lgbs.com

Eboney Delane Cobb

on behalf of Creditor Johnson County ecobb@pbfc.com rgleason@pbfc.com

Eric R Wilson

on behalf of Creditor UMB Bank N.A. KDWBankruptcyDepartment@kelleydrye.com;MVicinanza@ecf.inforuptcy.com

H Elizabeth Weller

on behalf of Creditor Tarrant County dallas.bankruptcy@lgbs.com dora.casiano-perez@lgbs.com

Harry Allen Perrin

on behalf of Interested Party Riverstone Gamma Holdings LP hperrin@velaw.com, thawkins@velaw.com;roconnor@velaw.com

Hector Duran, Jr

on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov

John T Banks

on behalf of Creditor Colorado County jbanks@pbfc.com jbanks@ecf.inforuptcy.com

Johnie J Patterson

on behalf of Creditor Randal S. Newman jjp@walkerandpatterson.com mwalker@walkerandpatterson.com;mgoott@walkerandpatterson.com;wandp.ecf@gmail.com

Lacy M. Lawrence

on behalf of Creditor DDJ Capital Management LLC llawrence@akingump.com, bkemp@akingump.com

Lauren Randle

on behalf of Interested Party Bank of America N.A. lauren.randle@shearman.com, managing-attorney-5081@ecf.pacerpro.com

Owen Mark Sonik

on behalf of Creditor Spring Branch Independent School District osonik@pbfc.com osonik@ecf.inforuptcy.com;mvaldez@pbfc.com

Robert Bernard Bruner

on behalf of Interested Party Alter Domus (US) LLC bob.bruner@nortonrosefulbright.com

Stephen Douglas Statham

on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov

Steven W Soule

on behalf of Creditor Linpen Investments LLC ssoule@hallestill.com

Tara L Grundemeier

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on behalf of Creditor Harris County houston\_bankruptcy@publicans.com

Tara L Grundemeier



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on behalf of Creditor Bexar County houston\_bankruptcy@publicans.com

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Tara L Grundemeier

on behalf of Creditor Harris County et al. houston\_bankruptcy@publicans.com

Tara L Grundemeier

on behalf of Creditor Montgomery County houston\_bankruptcy@publicans.com

US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 37