

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

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In re: : Chapter 11  
: Case No. 14-11859 (PJW)  
ENTEGR A POWER GROUP LLC, *et al.*,<sup>1</sup> : (Jointly Administered)  
: **Hearing Date: December 17, 2014, at 2:00 p.m. (EST)**  
Debtors. : **Objection Deadline: December 10, 2014, at 4:00 p.m. (EST)**  
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**MOTION OF THE REORGANIZED DEBTORS FOR ENTRY OF ORDER  
(I) GRANTING FINAL DECREE CLOSING THE REORGANIZED DEBTORS’  
CHAPTER 11 CASES AND (II) TERMINATING CLAIMS AND NOTICING SERVICES**

Entegra TC LLC and certain of its affiliates, debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and on and after the effective date of the Debtors’ confirmed plan of reorganization, the “**Reorganized Debtors**”), respectfully represent:

**RELIEF REQUESTED**

1. By this motion, the Reorganized Debtors respectfully request entry of an order,<sup>2</sup> pursuant to sections 105(a) and 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and rules 2002-1(f) and 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), granting a final decree closing the Reorganized Debtors’ chapter 11 cases (Case Nos. 14-11859 through 14-

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are Entegra TC LLC (2889); EPG LLC (8348); Union Power LLC (N/A); Union Power Partners, L.P. (5385); UPP Finance Co. LLC (7090); Trans-Union Pipeline LLC (N/A); Trans-Union Interstate Pipeline, L.P. (7870); Entegra Power Services LLC (3106); Union Power Employee Company LLC (0841); and Gila River Energy HoldCo LLC (3510). The address of the Reorganized Debtors’ corporate headquarters is: 100 S. Ashley Dr., Suite 1400, Tampa, FL 33602. The preceding entities, together with Entegra Power Group LLC (3825) and Basso TP-2 Inc. (1726), were the debtors and debtors in possession in these cases prior to the Effective Date of the *Debtors’ Joint Modified Prepackaged Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [D.I. 118] (as defined therein). Contemporaneous with the Effective Date, Entegra Power Group LLC and Basso TP-2 Inc. commenced proceedings to dissolve under Delaware law and no longer exist.

<sup>2</sup> A proposed order is attached to this motion as **Exhibit A**.

11870) and terminating the claims and noticing services provided by Prime Clerk LLC (“**Prime Clerk**”).

### **BACKGROUND**

2. On August 4, 2014 (the “**Petition Date**”), each of the Debtors filed a voluntary petition with this Court for relief under chapter 11 of the Bankruptcy Code. On August 6, 2014, the Court entered an order procedurally consolidating the Debtors’ chapter 11 cases and directing that such cases be jointly administered [D.I. 36]. During the pendency of these chapter 11 cases, the Debtors continued to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory creditors’ committee was appointed in these chapter 11 cases.

3. On the Petition Date, the Debtors filed with the Court, among other things, (i) the *Debtors’ Joint Prepackaged Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 5] and (ii) the Debtors’ *Disclosure Statement*, dated July 3, 2014 [D.I. 7] (as may be amended, supplemented, restated, or modified from time to time, the “**Disclosure Statement**”). On September 4, 2014, the Debtors filed with this Court the *Debtors’ Joint Modified Prepackaged Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 118] (as amended, supplemented, restated, or modified from time to time, the “**Plan**”).<sup>3</sup>

4. On September 19, 2014, this Court entered the *Findings of Fact, Conclusions of Law, and Order (A) Approving Adequacy of the Debtors’ Disclosure Statement; (B) Approving Prepetition Solicitation Procedures; and (C) Confirming the Debtors’ Joint Modified Prepackaged Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 138] (the “**Confirmation Order**”). After a less than a two-month long chapter 11 process,

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<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings used in the Plan.

the Plan was consummated on September 30, 2014 and October 2, 2014 (the “**Effective Date**”).  
*See* D.I. 151.

5. Pursuant to the *Final Order (I) Authorizing Payment of Certain Prepetition Claims in the Ordinary Course of Business; (II) Waiving Causes of Actions Arising Under Bankruptcy Code Section 547; and (III) Granting Related Relief* [D.I. 91], certain allowed claims were paid in the ordinary course of business during the chapter 11 cases. In addition, on or about the Effective Date, the Debtors made distributions pursuant to the Plan on account of other allowed claims and equity interests.

6. As contemplated and required by the Plan and the Confirmation Order, all documents and agreements necessary to implement and complete the Plan were executed in accordance with the terms of the Plan and the Confirmation Order. All other motions, contested matters, and other proceedings that were before the Court with respect to the chapter 11 cases have been resolved.

7. All expenses arising from the administration of the Debtors’ estates, including court fees and fees due and payable under 28 U.S.C. § 1930(a)(6) have been paid or will be paid prior to the hearing date set for this motion.

**JURISDICTION & VENUE**

8. This Court has jurisdiction to consider this motion pursuant to 28 U.S.C. §§ 157 and 1334 and venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b).<sup>4</sup>

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<sup>4</sup> Pursuant to Local Rule 9013-1(f), the Reorganized Debtors hereby expressly confirm their consent to the entry of a final order by this Court in connection with this motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection therewith consistent with Article III of the United States Constitution.

**BASIS FOR RELIEF REQUESTED**

**A. Final Decree Closing the Debtors' Chapter 11 Cases**

9. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350(a) of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022. Local Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.” Del. Bankr. L.R. 3022-1(a).

10. The term “fully administered” is not defined in either the Bankruptcy Code or Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- (1) whether the order confirming the plan has become final;
- (2) whether deposits required by the plan have been distributed;
- (3) whether the property proposed by the plan to be transferred has been transferred;
- (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- (5) whether payments under the plan have commenced; and
- (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

This Court has adopted the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLL, Inc.*, Case No. 02-12608 (WS), 2005 WL 1668396, \*2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1991)); see also *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

11. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same).

12. The Debtors’ chapter 11 cases have been “fully administered” within the meaning of section 350(a) of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing these cases. For example,

- the Confirmation Order has become final and is non-appealable;
- the Debtors have emerged from chapter 11 as the Reorganized Debtors;
- all payments required to be made pursuant to the Plan, other than those payments that have not yet become due in the ordinary course of business have been paid or have been provided for as of the Effective Date;
- the Reorganized Debtors have assumed the business and management of the property dealt with by the Plan;
- all motions, contested matters, and adversary proceedings in the Debtors’ cases, if any, have been resolved;

- all of the transactions contemplated by the Plan closed on or about the Effective Date and no further distributions will be made from the Reorganized Debtors' estates (other than ordinary course of business payments); and
- the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

13. Furthermore, other bankruptcy courts have noted that entry of a final decree is appropriate to stop the accrual of section 1930(a)(6) fees. *In re Jr. Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D. Ark. 1996) (closing case "in order that no further [section 1930(a)(6)] fees accrue"); *Jay Bee*, 207 B.R. at 539 (concluding that "it seems appropriate to close this case to stop the financial drain on the debtor" on account of the continuing accrual of section 1930(a)(6) fees).

14. Therefore, in light of the foregoing factors, the Reorganized Debtors submit that the Debtors' chapter 11 cases have been "fully administered" as required under section 350(a) of the Bankruptcy Code and request a final decree closing the Debtors' chapter 11 cases; *provided, however*, that the Court shall retain jurisdiction as is provided for in the Confirmation Order and Section 11 of the Plan.

#### **B. Termination of Claims and Noticing Services**

15. In addition to the foregoing, the Reorganized Debtors request entry of an order terminating the claims and noticing services (the "**Services**") provided by Prime Clerk pursuant to the *Order Authorizing the Employment and Retention of Prime Clerk LLC as Administrative Advisor, Nunc Pro Tunc to the Petition Date* [D.I. 107] (the "**Retention Order**"). Upon termination of the Services, and except as otherwise provided herein, Prime Clerk will have no further obligations under the Retention Order to the Court, the Debtors, the Reorganized Debtors, or any other party in interest with respect to the Services in these chapter 11 cases.

16. Pursuant to Local Rule 2002-1(f)(ix) and (xii), within thirty days of entry of an order granting this motion, Prime Clerk (or the Reorganized Debtors, as applicable) will (i) forward to the Clerk of the Court an electronic version of all imaged claims (if any); (ii) upload the creditor mailing list into CM/ECF; and (iii) docket a Final Claims Register (if any). Prime Clerk also will box and deliver all original claims (if any) to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

17. Should Prime Clerk receive any mail regarding the Reorganized Debtors or the Debtors after entry of an order granting this motion, Prime Clerk will collect and forward such mail no less frequently than monthly to the Reorganized Debtors.

#### **FINAL REPORT**

18. The Reorganized Debtors shall file a final report in these chapter 11 cases, pursuant to Local Rule 3022-1(c), prior to the hearing scheduled to consider approval of this motion.

#### **NOTICE**

19. No trustee, examiner, or statutory creditors' committee was appointed in the Debtors' chapter 11 cases. In accordance with Local Rule 3022-1(b), notice of this motion shall be provided on the date hereof via U.S. first class mail to: (i) the Reorganized Debtors; (ii) the Office of the United States Trustee for the District of Delaware; and (iii) any party that has requested notice under Bankruptcy Rule 2002 and Local Rule 9013-1. A copy of this motion is also available on the Reorganized Debtors' case website at <http://cases.primeclerk.com/entegra>. The Reorganized Debtors submit that, in view of the facts and circumstances, no other or further notice need be given.

**NO PRIOR MOTION**

20. The Reorganized Debtors have not made any prior application for the relief sought in this motion to this or any other court.

WHEREFORE the Reorganized Debtors respectfully request that the Court enter an order, substantially in the form attached as **Exhibit A**, (i) granting final decree closing the Debtors' chapter 11 cases; (ii) terminating Prime Clerk as the notice and claims agent in these chapter 11 cases; and (iii) granting such other relief as is just and proper.

Dated: November 26, 2014  
Wilmington, Delaware

/s/ Marisa A. Terranova  
Mark D. Collins (No. 2981)  
Jason M. Madron (No. 4431)  
Marisa A. Terranova (No. 5396)  
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*Attorneys for the Reorganized Debtors*



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

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 In re: : Chapter 11  
 : Case No. 14-11859 (PJW)  
 ENTEGRA POWER GROUP LLC, *et al.*,<sup>1</sup> : (Jointly Administered)  
 :  
 Debtors. : **Hearing Date: December 17, 2014, at 2:00 p.m. (EST)**  
 : **Objection Deadline: December 10, 2014, at 4:00 p.m. (EST)**  
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**NOTICE OF “MOTION OF THE REORGANIZED  
 DEBTORS FOR ENTRY OF ORDER (I) GRANTING FINAL DECREE  
 CLOSING THE REORGANIZED DEBTORS’ CHAPTER 11 CASES AND (II)  
 TERMINATING CLAIMS AND NOTICING SERVICES” AND HEARING THEREON**

PLEASE TAKE NOTICE that, on November 26, 2014, Entegra TC LLC and certain of its affiliates, debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and on and after the effective date of the Debtors’ confirmed plan of reorganization, the “**Reorganized Debtors**”), filed the **Motion of the Reorganized Debtors for Entry of Order (I) Granting Final Decree Closing the Reorganized Debtors’ Chapter 11 Cases and (II) Terminating Claims and Noticing Services** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are Entegra TC LLC (2889); EPG LLC (8348); Union Power LLC (N/A); Union Power Partners, L.P. (5385); UPP Finance Co. LLC (7090); Trans-Union Pipeline LLC (N/A); Trans-Union Interstate Pipeline, L.P. (7870); Entegra Power Services LLC (3106); Union Power Employee Company LLC (0841); and Gila River Energy HoldCo LLC (3510). The address of the Reorganized Debtors’ corporate headquarters is: 100 S. Ashley Dr., Suite 1400, Tampa, FL 33602. The preceding entities, together with Entegra Power Group LLC (3825) and Basso TP-2 Inc. (1726), were the debtors and debtors in possession these cases prior to the Effective Date of the *Debtors’ Joint Modified Prepackaged Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [D.I. 118] (as defined therein). Contemporaneous with the Effective Date, Entegra Power Group LLC and Basso TP-2 Inc. commenced proceedings to dissolve under Delaware law and no longer exists.

co-counsel for the Reorganized Debtors on or before **December 10, 2014 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before The Honorable Peter J. Walsh at the Bankruptcy Court, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom 2, Wilmington, Delaware 19801 on **December 17, 2014 at 2:00 p.m. (Eastern Standard Time)**.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 25, 2014  
Wilmington, Delaware

/s/Marisa A. Terranova  
Mark D. Collins (No. 2981)  
Jason M. Madron (No. 4431)  
Marisa A. Terranova (No. 5396)  
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*Attorneys for the Reorganized Debtors*

**EXHIBIT A**

**Proposed Order**

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

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 In re: : Chapter 11  
 :  
 ENTEGRA POWER GROUP LLC, *et al.*,<sup>1</sup> : Case No. 14-11859 (PJW)  
 :  
 Debtors. : (Jointly Administered)  
 :  
 : **Re: Docket No. \_\_\_\_\_**  
 :  
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**ORDER (I) GRANTING FINAL DECREE CLOSING THE REORGANIZED DEBTORS’ CHAPTER 11 CASES AND (II) TERMINATING CLAIMS AND NOTICING SERVICES**

Upon the motion, dated November 26, 2014 (the “**Motion**”),<sup>2</sup> of the Reorganized Debtors for entry of an order (i) granting final decree closing the Debtors’ chapter 11 cases and (ii) terminating the claims and noticing services provided by Prime Clerk, all as more fully described in the Motion; and the Court having been satisfied that the confirmed Plan for the Debtors has been consummated and it appearing that the Debtors’ estates have been fully administered; and the Court having jurisdiction to consider the Motion and the relief requested in the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested in the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having concluded that it may enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been provided in accordance

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are Entegra TC LLC (2889); EPG LLC (8348); Union Power LLC (N/A); Union Power Partners, L.P. (5385); UPP Finance Co. LLC (7090); Trans-Union Pipeline LLC (N/A); Trans-Union Interstate Pipeline, L.P. (7870); Entegra Power Services LLC (3106); Union Power Employee Company LLC (0841); and Gila River Energy HoldCo LLC (3510). The address of the Reorganized Debtors’ corporate headquarters is: 100 S. Ashley Dr., Suite 1400, Tampa, FL 33602. The preceding entities, together with Entegra Power Group LLC (3825) and Basso TP-2 Inc. (1726), were the debtors and debtors in possession (the “**Debtors**”) in these cases prior to the Effective Date of the *Debtors’ Joint Modified Prepackaged Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [D.I. 118] (as defined therein). Contemporaneous with the Effective Date, Entegra Power Group LLC and Basso TP-2 Inc. commenced proceedings to dissolve under Delaware law and no longer exist.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings used in the Motion.

with Local Rule 3022-1(b), as set forth in the Motion, and it appearing that no other or further notice need be provided; and a hearing having been scheduled and, to the extent necessary, held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing (if any was held) and all of the proceedings before the Court; and the Court having found and determined that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates and creditors, and all parties in interest; and that the legal and factual bases set forth in the Motion and at the Hearing (if any was held) establish just cause for the relief granted herein; 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 cases of Entegra Power Group LLC, 14-11859 (PJW); Entegra Power Services LLC, 14-11860 (PJW); Gila River Energy HoldCo LLC, 14-11861 (PJW); EPG LLC, 14-11862 (PJW); Union Power Employee Company LLC, 14-11863 (PJW); Entegra TC LLC, 14-11864 (PJW); Trans-Union Interstate Pipeline, L.P., 14-11865 (PJW); UPP Finance Co. LLC, 14-11866 (PJW); Trans-Union Pipeline LLC, 14-11867 (PJW); Union Power Partners, L.P., 14-11868 (PJW); Union Power LLC, 14-11869 (PJW); and Basso TP-2 Inc., 14-11870 (PJW) are hereby CLOSED; *provided, however*, that the Court shall retain jurisdiction as is provided for in the Confirmation Order and Section 11 of the Plan (Retention of Jurisdiction).
3. The claims and noticing services provided in these chapter 11 cases by Prime Clerk are terminated in accordance with the Motion upon the completion of the services listed in paragraph 4 below. Thereafter, Prime Clerk shall have no further obligations to this Court, the Debtors, the Reorganized Debtors, or any other party in interest with respect to the claims and noticing services in these chapter 11 cases.

4. Pursuant to Local Rule 2002-1(f)(ix) and (xii), within thirty days of entry of this Order, Prime Clerk (or the Reorganized Debtors, as applicable) shall (i) forward to the Clerk of the Court an electronic version of all imaged claims (if any); (ii) upload the creditor mailing list into CM/ECF; and (iii) docket a Final Claims Register (if any). Prime Clerk shall also box and deliver all original claims (if any) to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

5. Should Prime Clerk receive any mail regarding the Reorganized Debtors or the Debtors after entry of this Order, Prime Clerk shall collect and forward such mail no less frequently than monthly to the Reorganized Debtors.

6. Entry of this Order is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen the Debtors' chapter 11 cases for cause.

7. Notwithstanding any provision in the Federal Rules of Bankruptcy Procedure to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Reorganized Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: December \_\_\_\_, 2014  
Wilmington, Delaware

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THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE