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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION**

\_\_\_\_\_)  
In re: ) Chapter 11  
)  
ENVIVA INC., *et al.*, ) Case No. 24-10453 (BFK)  
)  
Debtors.<sup>1</sup> ) (Jointly Administered)  
)  
\_\_\_\_\_)

**FINAL ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN  
PREPETITION TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

Upon the Motion<sup>2</sup> filed by the above-referenced debtors and debtors in possession (collectively, the “*Debtors*”) for entry of a final order (the “*Final Order*”) (i) authorizing the Debtors to pay certain prepetition Taxes and Fees that will become payable during the pendency of these chapter 11 cases and (ii) granting related relief, all as more fully set forth in the Motion

<sup>1</sup> Due to the large number of Debtors in these jointly administered chapter 11 cases, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at [www.kccllc.net/enviva](http://www.kccllc.net/enviva). The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Motion.



and in the First Day Declarations; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the Interim Order; and the Court having reviewed the Motion and the First Day Declarations; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to pay all prepetition Taxes and Fees due and owing to the Governmental Authorities when such prepetition Taxes and Fees become due in the ordinary course of business; provided that nothing herein shall permit the Debtors to pay Taxes and Fees owed by the Wilmington Entities.

2. Nothing in this Final Order or Motion shall constitute an admission of liability by the Debtors with respect to any Audit or Assessment or impair any rights of the Debtors to contest any such Audit or Assessment. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall prejudice the Debtors' rights to contest the

amounts of any Taxes and Fees on any grounds they deem appropriate or the Debtors' ability to request further relief related to the Taxes and Fees in the future.

3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

4. In no event shall the Debtors pay any Taxes and Fees to the Taxing Authorities before such amounts are due and payable, and nothing in this Final Order shall be deemed to allow the Debtors to accelerate payment of any amounts for Taxes and Fees that may be due and owing by the Debtors.

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Taxes and Fees.

7. To the extent that Taxes or Fees are subsequently determined, upon audit or otherwise, to be owed, and to the extent that the Debtors determine that any Governmental Authorities have been inadvertently omitted from Exhibit C to the Motion, the Debtors shall provide five (5) calendar days' prior notice of payment of such Taxes, Fees, or Taxing Authorities to the official committee of unsecured creditors (the "*Committee*") and the Ad Hoc Group.

8. The Debtors shall provide the Committee and the Ad Hoc Group with a matrix/schedule of payments made pursuant to this Final Order on a monthly basis following entry of this Final Order. The Debtors shall provide a copy of such matrix/schedule for the prior month to counsel to the Committee by the last day of each month beginning upon entry of this Final Order.

9. Prior to any Debtor making any payment pursuant to this Final Order of any Taxes and Fees in excess of \$40,000 that would not otherwise be a priority tax claim under section 507(a)(8) of the Bankruptcy Code against such Debtor, the Debtors shall provide the Committee and the Ad Hoc Group with five (5) days' advance notice in advance of making such payment (it being understood that such notice may be provided pursuant to any proposed or actual budget or cash flow forecast in connection with the DIP Order (as defined below)).

10. Unless specifically provided herein, and notwithstanding any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an implication or admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors', or any party in interest's, including the Committee's, rights to subsequently dispute such claim or lien, a promise or requirement to pay any prepetition claim, an implication or admission that any particular claim is of a type specified or defined in the Motion or any proposed order, a waiver of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

11. Notwithstanding the relief granted in this Final Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to each interim and final order entered by the Court in respect of the *Debtors' Emergency Motion for Entry of Interim and Final Orders*

(I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Docket No. 24] (collectively, such interim and final orders, the “**DIP Order**”), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order or the DIP Documents (as defined in the DIP Order). To the extent there is any inconsistency between the terms of the DIP Order or the DIP Documents and the terms of this Final Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order or the DIP Documents, as applicable, shall control.

12. The requirements of Bankruptcy Rule 6004(a) are waived.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon entry of this Final Order.

14. The requirement under Local Rule 9013-1(F) to file a memorandum of law in connection with the Motion is waived.

15. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.

Dated: Apr 12 2024  
Alexandria, Virginia

/s/ Keith L Phillips  
UNITED STATES BANKRUPTCY JUDGE

Entered On Docket: Apr 12 2024

WE ASK FOR THIS:

/s/ Peter J. Barrett

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Peter J. Barrett