

David S. Meyer (admitted *pro hac vice*)
 Jessica C. Peet (admitted *pro hac vice*)
VINSON & ELKINS LLP
 The Grace Building
 1114 Avenue of the Americas, 32nd Floor
 New York, New York 10036-7708
 Telephone: (212) 237-0000
 Facsimile: (212) 237-0100

Matthew J. Pyeatt (admitted *pro hac vice*)
 Trevor G. Spears (admitted *pro hac vice*)
VINSON & ELKINS LLP
 Trammell Crow Center
 2001 Ross Avenue, Suite 3900
 Dallas, Texas 75201
 Telephone: (214) 220-7700
 Facsimile: (214) 220-7716

Michael A. Condyles (VA 27807)
 Peter J. Barrett (VA 46179)
 Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
 901 East Byrd Street, Suite 1000
 Richmond, Virginia 23219-4071
 Telephone: (804) 644-1700
 Facsimile: (804) 783-6192

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., <i>et al.</i> ,)	Case No. 24-10453 (BFK)
)	
Debtors. ¹)	(Jointly Administered)
)	

**JOINT MOTION TO ADJOURN
 FINAL HEARING ON DIP FINANCING MOTION AND RELATED MATTERS**

The above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), the NMTC Participants,² the Official Committee of Unsecured Creditors (the “*Committee*”), and the Ad Hoc Group of Creditors (the “*Ad Hoc Group*” and together with the Debtors, the Committee and the NMTC Participants, the “*Moving Parties*”) file this *Joint Motion to Adjourn Final Hearing*

¹ 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. The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

² The NMTC Participants are comprised of: United Bank; Capital One, N.A.; NIF SUB IV, LLC; UBCD Sub-CDE Midway, LLC; PBCIF Sub-CDE4, LLC; MuniStrategies Sub-CDE#41, LLC; National Impact Fund, LLC; UB Community Development, LLC; PB Community Impact Fund, LLC; MuniStrategies, LLC; and COCRF Investor 232, LLC.



on *DIP Financing Motion and Related Matters* (the “**Motion**”) and in support thereof, respectfully submit the following:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Eastern District of Virginia (the “**Court**”) has jurisdiction over this matter 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. The Moving Parties confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rule 9013, and rules 1075-1 and 9013-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Rules**”).

BACKGROUND

4. On March 13, 2024, the Debtors filed (a) the *Motion of Debtors 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] (the “**DIP Motion**”); (b) the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain the Cash Management System, (B) Continue Using Existing Business Forms, and (C) Continue*

Intercompany Transfers, (II) Providing Administrative Expense Priority Status for Postpetition Intercompany Claims, and (III) Granting Related Relief [Docket No. 13] (the “**Cash Management Motion**”); and (c) the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Critical Vendors, Foreign Vendors, Lien Claimants, and 503(b)(9) Claimants and (B) Honor Prepetition Payment Arrangements; (II) Confirming Administrative Expense Priority of Outstanding Orders; and (III) Granting Related Relief* [Docket No. 10] (the “**Vendors Motion**”) with the Court.

5. On March 15, 2024, the Court entered the *Interim Order (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. 103] (the “**Interim DIP Order**”).

6. Pursuant to the Interim DIP Order, a hearing to consider the final order on the DIP Motion (the “**Final DIP Order**”) was scheduled for April 11, 2024, at 2:00 p.m. (Prevailing Eastern Time), which was subsequently adjourned to April 25, 2024, at 2:00 p.m. (Prevailing Eastern Time) (the “**Hearing**”). See Docket No. 306. Consideration of entry of the final orders on the Cash Management Motion and the Vendors Motion is also scheduled to occur at the Hearing.

7. On March 25, 2024, the United States Trustee appointed the Committee pursuant to the notice styled *Appointment of Unsecured Creditors Committee* [Docket No. 172]. On March 28, 2024, the Committee retained Akin Grump Strauss Hauer & Feld LLP as proposed counsel and AlixPartners LLP as proposed financial advisor, and on April 2, 2024 the Committee retained Ducera Partners LLP as proposed investment banker. For the past few weeks, the Debtors,

the Ad Hoc Group, the DIP Credit Parties,³ the Committee, the NMTC Participants and each of their respective professionals have engaged in ongoing discussions regarding the Parties' various questions, comments, and concerns regarding the Final DIP Order.

8. In addition, the Committee has served discovery requests on the Debtors and the Ad Hoc Group related to the DIP Motion [Docket Nos. 279 and 329] and issued deposition notices [Docket Nos. 335-337] and the NMTC Participants have filed the *Limited Objection of the NMTC Participants to Motion of Debtors 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. 258].

9. Production of responsive documents in response to the propounded discovery is ongoing, and depositions soon are expected to commence. However, in light of the pending discovery and the ongoing negotiations, the current Hearing date poses an obstacle to a potential consensual resolution. In addition, in the event of a contested Hearing, the Parties will need additional time beyond that which is currently allocated and additional time to complete related discovery. The current Hearing date also creates schedule conflicts for certain counsel and witnesses. Relatedly, the Debtors believe that they will need additional funding prior to the next omnibus hearing currently scheduled for May 9, 2024, making an adjournment to the next omnibus hearing date infeasible.⁴

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

⁴ The Committee takes no position at this time regarding the Debtors' need for additional funding prior to May 9, 2024.

RELIEF REQUESTED

10. By this Motion, the Moving Parties seek entry of an order (the “*Order*”), substantially in the form attached hereto as **Exhibit A**, adjourning the Hearing to consider entry of the Final DIP Order, as well as entry of final orders on the Cash Management Motion and the Vendors Motion, to May 1, 2024 at 10:00 a.m. (or such other time convenient thereafter for the Court to which the Moving Parties agree).

11. The granting of the relief requested herein is within the authority of the Court to control its calendar and is explicitly encouraged by the Local Rules. Specifically, section III(C)(6) and (7) of the “Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia”, as adopted by Rule 1075-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia, provides that (a) the Debtors may adjourn any matter to a subsequent omnibus hearing date unless the Court orders otherwise; and (b) the Debtors may propose an alternative hearing date if the subject hearing is expected to take over an hour. Although May 1, 2024 is not currently slated to be an omnibus hearing date, the Court could designate it as such or, alternatively, the Court could schedule the Hearing for a separate date—May 1, 2024—given the belief of the Moving Parties that such Hearing will likely exceed an hour, to the extent the Final DIP Order is not consensually resolved beforehand.

12. Adjournment of the Hearing to the proposed date and time will allow the Parties additional time to complete the necessary discovery and continue to attempt to work to reach a consensual resolution regarding the Final DIP Order, will provide a hearing that is timely enough to meet the Debtors’ stated funding needs, and will help ensure that a contested hearing, if necessary, can be concluded in one day.

13. The Parties submit that adjourning the settings to consider entry of the final orders on the Cash Management Motion and the Vendors Motion to May 1, 2024 at 10:00 a.m. (or such other time convenient thereafter for the Court to which the Moving Parties agree) is similarly appropriate in order to consolidate matters for the Court's consideration to a single hearing setting.⁵

Notice Parties

14. Notice of this Motion to Expedite has been given to (a) the Assistant United States Trustee for the Eastern District of Virginia; (b) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (c) Davis Polk & Wardwell LLP as co-counsel to the Ad Hoc Group; (d) McGuireWoods LLP as co-counsel to the Ad Hoc Group; (e) McDermott Will & Emery LLP as counsel to the agent under the DIP Facility; (f) Cahill Gordon & Reindel LLP as counsel to the agent under the Senior Secured Credit Facility; (g) Kilpatrick Townsend & Stockton LLP as counsel to the indenture trustee under the 2026 Notes; (h) Kramer Levin Naftalis & Frankel LLP as counsel to the indenture trustees under the Bond Green Bonds and the Epes Green Bonds; (i) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002; (j) the United States Attorney's Office for the Eastern District of Virginia; (k) the Securities and Exchange Commission; (l) the Internal Revenue Service; (m) all applicable government agencies or other parties to the extent required by the Bankruptcy Rules or the Local Rules; (n) Sumitomo; and (o) the Committee. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is required.

⁵ The final order on the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 5] (the "**Wages Motion**") remains on the Court's docket for the Hearing setting. The Debtors anticipate requesting adjournment of such setting to a subsequent date.

WHEREFORE, the Moving Parties respectfully request that the Court enter an Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

JOINTLY SUBMITTED BY:

/s/ Jeremy S. Williams

KUTAK ROCK LLP

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
Email: michael.condyles@kutakrock.com;
peter.barrett@kutakrock.com;
jeremy.williams@kutakrock.com

VINSON & ELKINS LLP

David S. Meyer (admitted *pro hac vice*)
Jessica C. Peet (admitted *pro hac vice*)
The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036-7708
Telephone: (212) 237-0000
Facsimile: (212) 237-0100
Email: dmeyer@velaw.com;
jpeet@velaw.com

- and -

Matthew J. Pyeatt (admitted *pro hac vice*)
Trevor G. Spears (admitted *pro hac vice*)
Trammell Crow Center
2001 Ross Avenue, Suite 3900
Dallas, Texas 75201
Telephone: (214) 220-7700
Facsimile: (214) 220-7716
Email: mpyeatt@velaw.com;
tspears@velaw.com

Proposed Co-Counsel for the Debtors and Debtors in Possession

/s/ K. Elizabeth Sieg

MCGUIRE WOODS LLP

Dion W. Hayes (VSB No. 34304)
K. Elizabeth Sieg (VSB No. 77314)
Connor W. Symons (VSB No. 98418)
Gateway Plaza
800 East Canal Street
Richmond, Virginia 23219
Telephone: (804) 775-1000
Email: dhayes@mcquirewoods.com;
bsieg@mcquirewoods.com;
csymons@mcquirewoods.com

DAVIS POLK & WARDWELL LLP

Damian S. Schaible (admitted *pro hac vice*)
Elliot Moskowitz (admitted *pro hac vice*)
David Schiff (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Email: damian.schaible@davispolk.com;
elliot.moskowitz@davispolk.com;
david.schiff@davispolk.com

Co-Counsel for the Ad Hoc Group

/s/ Alexander F. Antypas

AKIN GUMP STRAUSS HAUER & FELD LLP

Ira S. Dizengoff (admitted *pro hac vice*)

Abid Qureshi (admitted *pro hac vice*)

Jason P. Rubin (admitted *pro hac vice*)

Avi E. Luft (admitted *pro hac vice*)

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com;

aqureshi@akingump.com;

jrubin@akingump.com;

aluft@akingump.com

Scott L. Alberino (admitted *pro hac vice*)

Alexander F. Antypas (VSB No. 92083)

2001 K Street, N.W.

Washington, D.C. 20006

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

Email: salberino@akingump.com

aantypas@akingump.com

Lawrence A. Katz (VSB No. 47664)

Kristen E. Burgers (VSB No. 67997)

HIRSCHLER FLEISCHER, P.C.

1676 International Drive, Suite 1350

Tysons, Virginia 22102

Telephone: 703-584-8900

Facsimile: 703-584-8901

E-mail: lkatz@hirschlerlaw.com

kburgers@hirschlerlaw.com

Proposed Co-Counsel for the Official Committee of Unsecured Creditors

/s/ Andrea Campbell Davison

Andrea Campbell Davison (VA Bar No. 78036)
Samuel J. Banks (VA Bar No. 88990)
BEAN KINNEY & KORMAN, P.C.
2311 Wilson Boulevard, Suite 500
Arlington, VA 22201
Telephone: (703) 525-4000
Facsimile: (703) 525-2207
Email: adavison@beankinney.com
sbanks@beankinney.com

Joseph E. Bain (admitted *pro hac vice*)
JONES WALKER LLP
811 Main Street, Suite 2900
Houston, TX 77002
Telephone: (713) 437-1800
Facsimile: (713) 437-1810
Email: jbain@joneswalker.com

Co-Counsel to United Bank; Capital One, N.A.; NIF SUB IV, LLC; UBCD Sub-CDE Midway, LLC; PBCIF Sub-CDE4, LLC; MuniStrategies Sub-CDE#41, LLC; National Impact Fund, LLC; UB Community Development, LLC; PB Community Impact Fund, LLC; MuniStrategies, LLC; and COCRF Investor 232, LLC

EXHIBIT A

Proposed Order

David S. Meyer (admitted *pro hac vice*)
Jessica C. Peet (admitted *pro hac vice*)
VINSON & ELKINS LLP
The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036-7708
Telephone: (212) 237-0000
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Matthew J. Pyeatt (admitted *pro hac vice*)
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VINSON & ELKINS LLP
Trammell Crow Center
2001 Ross Avenue, Suite 3900
Dallas, Texas 75201
Telephone: (214) 220-7700
Facsimile: (214) 220-7716

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KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

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., <i>et al.</i> ,)	Case No. 24-10453 (BFK)
Debtors. ¹)	(Jointly Administered)

**ORDER GRANTING JOINT MOTION TO ADJOURN
FINAL HEARING ON DIP FINANCING MOTION AND RELATED MATTERS**

Upon the joint Motion² filed by the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), the NMTC Participants,³ the Official Committee of Unsecured

¹ 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. The location of the Debtors’ corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

³ The NMTC Participants are comprised of United Bank; Capital One, N.A.; NIF SUB IV, LLC; UBCD Sub-CDE Midway, LLC; PBCIF Sub-CDE4, LLC; MuniStrategies Sub-CDE#41, LLC; National Impact Fund, LLC; UB Community Development, LLC; PB Community Impact Fund, LLC; MuniStrategies, LLC; and COCRF Investor 232, LLC.

Creditors (the “*Committee*”), and the Ad Hoc Group of Creditors (collectively, the “*Parties*”) for entry of an order (this “*Order*”), adjourning the Hearing to consider entry of the Final DIP Order, as well as entry of final orders on the Cash Management Motion and the Vendors Motion; 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 reviewed the Motion; 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 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 Motion is granted as set forth in this Order.
2. The following matters currently scheduled to be heard at the Hearing shall be adjourned to May 1, 2024, at 10:00 a.m. (Prevailing Eastern Time):
 - a. the Final DIP Order;
 - b. the final order on the Cash Management Motion; and
 - c. the final order on the Vendors Motion.

3. The Committee's deadline to object to the DIP Motion shall be April 24, 2024 at 12:00 p.m. (Eastern Time) (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group); *provided that* the Committee shall have the right to file a supplemental objection no later than April 29, 2024 at 10:00 a.m. (Eastern Time) (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group), which supplemental objection shall be no longer than 10 pages, and shall only be made if the Committee deems it necessary as a result of the document and deposition discovery received; *provided further that* the Debtors and the Ad Hoc Group (if the Ad Hoc Group identifies that any documents must be produced to the Committee) shall substantially complete all document production by April 22, 2024 (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group), and shall make their witnesses available for depositions by the Committee that will be completed by April 26, 2024 (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group). To the extent the Debtors and the Ad Hoc Group fail to meet the foregoing discovery deadlines or there are disputes regarding the production, the Committee reserves all rights with respect to the schedule set forth herein.

4. The deadline for any replies to the Committee's objection to the DIP Motion shall be April 30, 2024 at 12:00 p.m. (Eastern Time) (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group).

5. The Committee's deadline to object to the Cash Management Motion and the Vendors Motion shall be April 24, 2024 at 11:59 p.m. (Eastern Time) (unless otherwise agreed by the Debtors, the Committee and the Ad Hoc Group).

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

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

8. Notwithstanding anything in the Bankruptcy Rules or Local Bankruptcy Rules to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

Dated: _____
Alexandria, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Jeremy S. Williams

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)

KUTAK ROCK LLP

901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

- and -

David S. Meyer (admitted *pro hac vice*)
Jessica C. Peet (admitted *pro hac vice*)

VINSON & ELKINS LLP

The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036-7708
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Matthew J. Pyeatt (admitted *pro hac vice*)
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VINSON & ELKINS LLP

Trammell Crow Center
2001 Ross Avenue, Suite 3900
Dallas, Texas 75201
Telephone: (214) 220-7700
Facsimile: (214) 220-7716

Proposed Co-Counsel to the Debtors and Debtors in Possession

/s/ K. Elizabeth Sieg

MCGUIRE WOODS LLP

Dion W. Hayes (VSB No. 34304)
K. Elizabeth Sieg (VSB No. 77314)
Connor W. Symons (VSB No. 98418)
Gateway Plaza
800 East Canal Street
Richmond, Virginia 23219
Telephone: (804) 775-1000
Email: dhayes@mcquirewoods.com;
bsieg@mcquirewoods.com;
csymons@mcquirewoods.com

DAVIS POLK & WARDWELL LLP

Damian S. Schaible (admitted *pro hac vice*)
Elliot Moskowitz (admitted *pro hac vice*)
David Schiff (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Email: damian.schaible@davispolk.com;
elliot.moskowitz@davispolk.com;
david.schiff@davispolk.com

Co-Counsel for the Ad Hoc Group

/s/ Alexander F. Antypas

AKIN GUMP STRAUSS HAUER & FELD LLP

Ira S. Dizengoff (admitted *pro hac vice*)

Abid Qureshi (admitted *pro hac vice*)

Jason P. Rubin (admitted *pro hac vice*)

Avi E. Luft (admitted *pro hac vice*)

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com;

aqureshi@akingump.com;

jrubin@akingump.com;

aluft@akingump.com

Scott L. Alberino (admitted *pro hac vice*)

Alexander F. Antypas (VSB No. 92083)

2001 K Street, N.W.

Washington, D.C. 20006

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

Email: salberino@akingump.com

aantypas@akingump.com

Lawrence A. Katz (VSB No. 47664)

Kristen E. Burgers (VSB No. 67997)

HIRSCHLER FLEISCHER, P.C.

1676 International Drive, Suite 1350

Tysons, Virginia 22102

Telephone: 703-584-8900

Facsimile: 703-584-8901

E-mail: lkatz@hirschlerlaw.com

kburgers@hirschlerlaw.com

Proposed Co-Counsel for the Official Committee of Unsecured Creditors

/s/ Andrea Campbell Davison

Andrea Campbell Davison (VA Bar No. 78036)

Samuel J. Banks (VA Bar No. 88990)

BEAN KINNEY & KORMAN, P.C.

2311 Wilson Boulevard, Suite 500

Arlington, VA 22201

Telephone: (703) 525-4000

Facsimile: (703) 525-2207

Email: adavison@beankinney.com

sbanks@beankinney.com

Joseph E. Bain (admitted *pro hac vice*)

JONES WALKER LLP

811 Main Street, Suite 2900

Houston, TX 77002

Telephone: (713) 437-1800

Facsimile: (713) 437-1810

Email: jbain@joneswalker.com

Co-Counsel to United Bank; Capital One, N.A.; NIF SUB IV, LLC; UBCD Sub-CDE Midway, LLC; PBCIF Sub-CDE4, LLC; MuniStrategies Sub-CDE#41, LLC; National Impact Fund, LLC; UB Community Development, LLC; PB Community Impact Fund, LLC; MuniStrategies, LLC; and COCRF Investor 232, LLC

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/ Jeremy S. Williams _____