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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)

**CERTIFICATION OF NO OBJECTION AND
NOTICE OF FILING OF REVISED PROPOSED ORDER**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) filed the *Motion for Entry of an Order (I) Authorizing the Debtors to Implement a Key Employee Incentive Plan and (II) Granting Related Relief* [Docket No. 568] (the “*Motion*”) with the United States Bankruptcy Court for the Eastern District of Virginia (the “*Court*”) on May 23, 2024.

PLEASE TAKE FURTHER NOTICE the undersigned certifies that the Debtors served the Motion on all necessary parties on May 23, 2024, in accordance with the “Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia” (the “*Case Management Procedures*”), as adopted by Rule 1075-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia. Pursuant to the Case Management Procedures, all objections to the approval of the relief requested in the Motion were due on or before June 7, 2024.

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.



PLEASE TAKE FURTHER NOTICE that in connection with the Motion, the Debtors have made certain revisions to the proposed form of order that was attached to the Motion and are hereby filing a revised proposed *Order (I) Authorizing the Debtors to Implement a Key Employee Incentive Plan and (II) Granting Related Relief* (the “**Revised Proposed Order**”), which is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is a redline of the Revised Proposed Order as compared to the proposed order originally filed in connection with the Motion.

PLEASE TAKE FURTHER NOTICE that the undersigned further certifies that the notice filed with the Motion includes a statement that the Motion may be granted and an order entered without a hearing unless a timely objection is made. The undersigned further certifies that he has caused a review of the Court’s docket in this case and no answer, objection, or other responsive pleading to the Motion appears thereon. Consequently, the Debtors are authorized to submit a final order granting the relief requested in the Motion to the Court for entry without further hearing or notice.

PLEASE TAKE FURTHER NOTICE that copies of the Motion, the Revised Proposed Order and all other documents filed in these chapter 11 cases are available free of charge by: (a) visiting the Debtors’ restructuring website at <https://www.kccllc.net/enviva> and/or (b) by calling (888) 249-2695 or (310) 751-2601 if calling from outside the U.S. or Canada. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Richmond, Virginia
Dated: June 10, 2024

/s/ Jeremy S. Williams

KUTAK ROCK LLP

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Revised Proposed Order

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Debtors. ¹)	(Jointly Administered)

**ORDER (I) AUTHORIZING THE DEBTORS TO IMPLEMENT A KEY
EMPLOYEE INCENTIVE PLAN AND (II) GRANTING RELATED RELIEF**

Upon the Motion² filed by the above-referenced debtors and debtors in possession (collectively, the “*Debtors*”) for entry of an order (the “*Order*”) (a) authorizing the Debtors to implement a performance-based key employee incentive plan (the “*KEIP*”) for four key employees (the “*KEIP Participants*”), (b) authorizing the Debtors to make payments to the KEIP Participants under the KEIP, if such payments are earned, (c) granting administrative expense priority status to all payment obligations incurred by the Debtors under the KEIP, and (d) granting related relief, all as more fully set forth in the Motion, the KEIP Declarations, the *Supplemental Declaration of Glenn Nunziata in Support of the Debtors’ Proposed Key Employee Incentive Plan*

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

(the “*Supplemental Nunziata Declaration*”) filed contemporaneously herewith, and the First Day Declaration; 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 reviewed the Motion, the KEIP Declarations, the Supplemental Nunziata Declaration, and the First Day Declaration; 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 herein.
2. The KEIP is authorized and approved in its entirety; *provided* that the KEIP payment for stretch performance shall be reduced to 150 percent of the target payment.
3. The Debtors are authorized, pursuant to sections 363(b), 363(c), and 503(c) of the Bankruptcy Code, to take all actions necessary to implement the KEIP on the terms and conditions set forth in the Motion and as modified by this Order, including making any payments that come due pursuant to the terms thereof during these chapter 11 cases and without need for further Court approval.

4. All amounts earned and payable under the KEIP shall have administrative expense priority under sections 503(b) and 507(a)(2) of the Bankruptcy Code.

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

6. Notwithstanding the relief granted in this Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to the *Final 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. 457] (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 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.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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.

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

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)

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Counsel to the Debtors and Debtors in Possession

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

Exhibit B

Redline

*V&E Draft 6.10.24
Confidential
Subject to FRE 408*

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

[Employee Incentive Plan \(the “Supplemental Nunziata Declaration”\) filed contemporaneously herewith](#), and the First Day Declaration; 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 reviewed the Motion, the KEIP Declarations, the ~~supplemental declaration~~Supplemental Nunziata Declaration, and the First Day Declaration; 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 herein.
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3. The Debtors are authorized, pursuant to sections 363(b), 363(c), and 503(c) of the Bankruptcy Code, to take all actions necessary to implement the KEIP on the terms and conditions set forth in the Motion and as modified by this Order, including making any payments that come

due pursuant to the terms thereof during these chapter 11 cases and without need for further Court approval.

~~4. Except as provided in the KEIP, any payments actually made by the Debtors to any KEIP Participant pursuant to the KEIP shall be final and shall not be subject to disgorgement.~~

4. ~~5.~~ All amounts earned and payable under the KEIP shall have administrative expense priority under sections 503(b) and 507(a)(2) of the Bankruptcy Code.

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

6. ~~7.~~ Notwithstanding the relief granted in this Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to the *Final 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. 457] (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 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.

7. ~~8.~~ Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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

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

Dated: _____
[●], Virginia

UNITED STATES BANKRUPTCY JUDGE

*V&E Draft 6.10.24
Confidential
Subject to FRE 408*

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