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

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

STIPULATION AND AGREED CONFIRMATION SCHEDULING ORDER

This Stipulation and Agreed Order (this “Stipulation and Order”) is entered into by and among (a) the above-captioned debtors and debtors in possession (the “Debtors”); (b) the Official Committee of Unsecured Creditors (the “Committee”); and (c) the ad hoc group of creditors (the “Ad Hoc Group”), by and through their respective counsel (collectively the “Parties”).

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’ proposed 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.



WHEREAS, the Parties have agreed to the terms regarding discovery and modifications to certain agreements as set forth in the agreement attached hereto as **Exhibit A** (the “Discovery Agreement”).

WHEREAS, the Parties have met and conferred regarding the scheduling of dates relevant to the confirmation hearing (the “Confirmation Hearing”) on the Debtors’ proposed plan of reorganization (the “Plan”).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION AND ORDER, IT IS SO ORDERED AS FOLLOWS:

1. **Schedule.** The protocols and schedule set forth below shall govern litigation in connection with the Plan:

Event	Date
<p>Disclosure Statement and Backstop Hearing. The date on which the Parties and any other parties in interest shall participate in a hearing on matters including approval of the Debtors’ Disclosure Statement and Backstop Motion.</p>	<p>Friday, October 4, 2024</p>
<p>Written Discovery Request Deadline. The date by which any Party shall serve any written discovery requests relating to the Plan and any other matters to be heard at the Confirmation Hearing (the “<u>Requests</u>”). The Parties shall serve responses and objections to any Requests within one week of service of the Requests. Notwithstanding the above, to the extent any relevant information is newly disclosed in the course of discovery after the written discovery request deadline, additional requests may be made to produce this information.</p>	<p>Friday, October 4, 2024</p>
<p>Substantial Completion of Document Production. The date by which the Parties and any other recipients of the Requests shall substantially complete the production of documents in response to the Requests.</p>	<p>Wednesday, October 16, 2024</p>

<p>Opening Valuation Expert Report. The date by which the Debtors shall serve an expert report of a witness from Lazard supporting the Debtors’ proposed enterprise valuation (the “<u>Lazard Report</u>”).</p>	<p>Wednesday, October 16, 2024</p>
<p>Opening Expert Disclosure. The date by which any Party must identify any expert who may submit an opening expert report in connection with the Confirmation Hearing (other than the Lazard Report).</p>	<p>Wednesday, October 16, 2024</p>
<p>Notice of Depositions. The date by which the Parties shall notice or agree to fact depositions by stipulation.</p>	<p>Wednesday, October 16, 2024</p>
<p>Fact Witness Depositions. The date by which the Parties shall complete fact witness depositions.</p>	<p>Tuesday, October 22, 2024</p>
<p>Rebuttal Expert Disclosure. The date by which any Party must identify any expert (to the extent not yet identified) who may submit any rebuttal expert report in connection with the Confirmation Hearing.</p>	<p>Wednesday, October 23, 2024</p>
<p>Responsive Valuation Expert Reports and Opening Non-Valuation Expert Reports. The date by which (a) any Party shall serve any expert report responding to the Lazard Report, and (b) the Parties shall simultaneously serve opening expert reports (other than the Lazard Report) in connection with the Confirmation Hearing.</p>	<p>Friday, October 25, 2024</p>
<p>Reply Valuation Expert Reports and Responsive Non-Valuation Expert Reports. The date by which (a) any Party shall serve any reply expert report in further support of the Lazard Report, and (b) the Parties shall simultaneously exchange any responsive expert reports (other than in response to the Lazard Report) in connection with the Confirmation Hearing.</p>	<p>Thursday, October 31, 2024</p>
<p>Expert Depositions. The date by which the Parties shall complete expert witness depositions.</p>	<p>Tuesday, November 5, 2024</p>
<p>Exchange of Witness and Exhibit Lists. The date by which the Parties shall serve lists of witnesses and exhibits they intend to offer at the Confirmation Hearing. Witness lists shall identify all witnesses that each party will call</p>	<p>Wednesday, November 6, 2024</p>

and may call at the Confirmation Hearing. Notwithstanding the Notice of Deposition deadline, each Party may depose any witness or potential witness listed on a Witness and Exhibit List who was not previously deposed in connection with the Plan.	
Plan Objection Deadline. The date by which objections to the Plan must be filed. Notwithstanding any of the deadlines set forth herein, the Debtors may seek expedited discovery regarding the basis and support for any objection to the Plan.	Wednesday, November 6, 2024
Final Pretrial Conference. The date on which the Parties shall, subject to the Court’s availability, participate in a final pretrial conference.	[To be set week prior to Confirmation Hearing]
Objections to Witness and Exhibit Lists. The date by which the Parties must serve any objections to the witness and exhibit lists (the “W/E Objection Deadline”). Any exhibit listed on a W/E List for which any Party has not submitted an objection by the W/E Objection Deadline shall be deemed admitted at trial.	Friday, November 8, 2024
Meet and Confer. The date on which the Parties shall meet and confer concerning any objections to witnesses or exhibits.	Sunday, November 10, 2024
Filing of Final Witness and Exhibit Lists with the Clerk of the Court. The date by which the Parties and any other parties in interest shall file final exhibit and witness lists (identifying any objections served by any other party) with the Clerk of the Court.	Monday, November 11, 2024
Replies to Objections / Briefs in Support of Confirmation. The date by which the Parties must file their replies to all timely objections to the Plan and submit any briefs in support of confirmation of any Plan.	Monday, November 11, 2024
Confirmation Hearing. Subject to the Court’s availability, the trial date with respect to the Plan.	[Wednesday, November 13, - Thursday, November 14, 2024]

2. **Expert Reports and Discovery.** Federal Rule of Civil Procedure 26 shall apply to all expert reports exchanged in connection with the foregoing schedule, and no party may offer

any expert testimony or opinions at trial unless set forth in an expert report served in accordance with this Schedule. The date on which any expert report must be served or exchanged is also the date on which the Party shall produce copies of any documents or data that were (a) relied on by such Party's expert in forming the opinions contained in such report and (b) have not already been produced in this case.

3. **Service.** The Parties agree to serve by email on all other Parties all discovery requests and written responses. All discovery shall be subject to the *Stipulated Protective Order* [Docket No. 949].
4. **Confirmation Hearing.** The Parties and any other parties in interest will meet and confer on the details of the Confirmation Hearing, including the sequencing and length of witness testimony and the presentation of other evidence.
5. **Amendments or Modifications.** Any party may ask the Court to amend or modify the terms of this Stipulation and Order for good cause shown. The Parties may consensually agree to modifications of this Stipulation and Order without further order of this Court; *provided that* the Parties may not modify the dates and deadlines with respect to the (a) Disclosure Statement and Backstop Hearing, (b) Replies to Objections and Briefs in Support of Confirmation, (c) Final Pretrial Conference, (d) Filing of Final Witness and Exhibit Lists with the Clerk of the Court; and (e) Confirmation Hearing; *provided, further,* that to the extent the dates on which the Confirmation Hearing will take place are modified from those proposed above, the Parties shall meet and confer with respect to all deadlines and submit a further stipulation and proposed order to the Court if the Parties wish to modify any of the dates with respect to the foregoing clauses (a) through (e).

6. **Discovery Agreement.** The terms of the Discovery Agreement are fully incorporated herein and binding on the Parties upon entry of this Stipulation and Order.
7. **Retention of Jurisdiction.** This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation of this Stipulation and Order.

Dated: _____
Alexandria, Virginia

/s/ _____
THE HONORABLE BRIAN F. KENNEY
UNITED STATES BANKRUPTCY JUDGE

We ask for this:

/s/ Jeremy S. Williams

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Co-Counsel for the Ad Hoc Group of Creditors

Exhibit A

Discovery and Commitment Fee Compromise²

1. The Exit Facility Commitment Letter and the Backstop Commitment Agreement will be modified to provide that no commitment fees or termination fees (including, for the avoidance of doubt, the Backstop Commitment Premium, Backstop Commitment Termination Premium, or the Exit Commitment Premium) will be payable in connection with the debt and equity backstops in the event that:
 - a. the Bankruptcy Court denies confirmation of the Debtors' joint chapter 11 plan [ECF No, 1054] (including as amended in accordance therewith and with the commitment agreements, the "Plan") on the basis of any objection of the Committee related to the proposed Plan enterprise value of the Debtors (including an objection premised on the value, price, or discount of the subscription rights to be distributed under the proposed Plan relative to the Debtors' proposed valuation) (a "Valuation Objection"); and
 - b. the Ad Hoc Group (in their capacity as RSA parties and backstop/commitment parties) (x) terminate the debt or equity backstop commitments or (y) refuse to modify the commitments and/or refuse to consent to Plan modifications to address the Bankruptcy Court's rulings on Plan confirmation based on such Valuation Objection, and as a result the debt or equity backstop commitments expire due to passage of time.
2. The Committee agrees that no documents will be produced or depositions taken prior to the Disclosure Statement and Backstop Motion hearing except those documents that the Debtors have already agreed to produce. However, the Debtors and related parties will collect and review documents related to the valuation of the Debtors and the Debtors' business plan and produce such documents shortly after the Disclosure Statement hearing in accordance with a mutually agreeable confirmation discovery schedule among the Committee, the Ad Hoc Group, and the Debtors that will be memorialized in a stipulation and agreed order (the "Agreed Order").
 - a. For the avoidance of doubt, all discovery (including but not limited to document requests and depositions) in connection with the Committee's investigation of potential claims will continue and will not be suspended prior to or after the Disclosure Statement hearing.
 - b. Subject to the provisions in paragraph 2.a, the Committee agrees that it will not seek additional discovery in advance of and in connection with the Disclosure Statement and Backstop Motion hearing.
3. The Committee, the Ad Hoc Group, and the Debtors will work in good faith to discuss and seek to consensually resolve any other issues/objections to the Disclosure Statement (including agreeing to (i) supplemental disclosures in the Disclosure Statement or (ii) a Committee supplement to the Plan and voting recommendation), Disclosure Statement Motion, and Backstop Motions (including the Overbid Procedures, Rights Offering Procedures, Backstop Commitment Agreement and Exit Facility Commitment Letter) as soon as possible, and will also engage in good faith regarding potential settlement on plan

² Terms used but not defined herein shall have the meanings ascribed to them in the Plan or Backstop Motion, as applicable.

confirmation issues during the period from now until the Disclosure Statement hearing on October 4.

4. The terms contained herein shall be incorporated into the Agreed Order, which shall be (i) acceptable to the Committee, the Debtors, and the Ad Hoc Group and agreed among the parties by September 25, 2024 (which date is subject to extension with the consent of the Committee, the Debtors and the Ad Hoc Group) and (ii) submitted to the Court for entry in connection with the Disclosure Statement hearing on October 4, 2024.
 - a. To the extent that the Agreed Order is not agreed by the Committee, the Debtors, and the Ad Hoc Group by September 25, 2024 (as may be extended in accordance with the preceding sentence), the Committee, the Debtors, and the Ad Hoc Group reserve all rights with respect to any discovery in connection with approval of the Backstop Motion, the Disclosure Statement and confirmation of the Plan.