

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

Re: D.I. 6 and 38

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION WAGES,
SALARIES, OTHER COMPENSATION, AND REIMBURSABLE EXPENSES,
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”) pursuant to sections 105(a), 363, 507 and 541 of the Bankruptcy Code, Bankruptcy Rules 6003(b) and 6004 and Local Rule 9013-1(m): (i) authorizing the Debtors to pay and honor certain prepetition compensation obligations and (ii) granting related relief, all as more fully described in the Motion; and the Court having previously entered the Interim Order [D.I. 38]; and upon consideration of the First Day Declaration; and this Court having found that (i) this Court has jurisdiction to consider the Motion and the relief requested therein under 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012, (ii) this Court may enter a final order consistent with Article III of the United States Constitution, (iii) this is a core proceeding under 28 U.S.C. § 157(b)(2)(A), and (iv) venue of this proceeding and the Motion in this District is proper under 28 U.S.C. §§ 1408 and

¹ The debtors and debtors in possession in these chapter 11 cases, along with each debtor’s federal tax identification numbers are: Fulcrum BioEnergy, Inc. (3733); Fulcrum Sierra BioFuels, LLC (1833); Fulcrum Sierra Finance Company, LLC (4287); and Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors’ service address is: Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566. All Court filings can be accessed: <https://www.veritaglobal.net/Fulcrum>.

² Capitalized terms not defined herein are used as defined in the Motion.



1409; and due and sufficient notice of the Motion having been given; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in a reasonable exercise of their business judgment, to: (i) pay or otherwise honor the outstanding prepetition Employee obligations; and (ii) honor and continue the Employee obligations that were in effect as of the Petition Date, each in the ordinary course consistent with the Debtors' practices as of the Petition Date; provided, however, that aggregate payments on account of prepetition outstanding Employee obligations will not exceed \$61,500 pursuant to this Final Order.
3. Subject to the requirements of this Final Order, the Debtors are authorized, but not directed, to modify, change and/or discontinue any of the Employee agreements in the ordinary course of business during the pendency of these chapter 11 cases in their discretion without the need for further Court approval, *provided, however*, that the Debtors shall seek court approval, upon a motion on notice, of any modification that would implicate any portion of section 503(c) of the Bankruptcy Code; *provided further* that the Debtors will (i) provide advance notice to counsel to the Official Committee of Unsecured Creditors (the "Committee") of any modifications or changes to Employee agreements that could increase the obligations owed by the Debtors to any Employee and (ii) provide notice of any discontinuance of an Employee agreement within three (3) business days following the discontinuance and such notice shall include the amount of unpaid wages, if any. Nothing herein shall be deemed to (i) authorize the payment of any amounts in satisfaction of bonus or severance obligations, or which are subject to section

503(c) of the Bankruptcy Code; or (ii) authorize the Debtors to cash out unpaid vacation/leave time except upon termination of an employee, if applicable state law requires such payment.

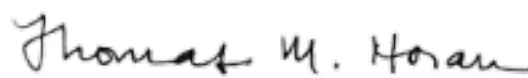
4. Nothing in the Motion or this Final Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors; (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors or their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to any and all claims or causes of action; or (iv) shall be construed as a promise to pay a claim.

5. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

6. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be effective and enforceable immediately upon its entry.

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

Dated: October 7th, 2024
Wilmington, Delaware



THOMAS M. HORAN
UNITED STATES BANKRUPTCY JUDGE