

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

In re

FULCRUM BIOENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

RE: D.I. 496

**DEBTORS' MOTION FOR ENTRY OF AN ORDER SHORTENING
NOTICE OF HEARING ON THE DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS
FREE AND CLEAR OF ALL ENCUMBRANCES; (II) APPROVING THE DEBTORS'
ENTRY INTO THE STOCK PURCHASE AGREEMENT;
AND (III) GRANTING RELATED RELIEF**

Debtors respectfully states the following in support of this motion (the "Motion") for entry of an order shortening the notice period for the *Debtors' Motion for entry of an Order (I) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances; (II) Approving the Debtors' Entry into the Stock Purchase Agreement; and (III) Granting Related Relief* (the "Sale Motion") [D.I. 496]:

Background

1. On September 9, 2024 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors continue to manage their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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); Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors' service address is: Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566.



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2. Additional detail regarding the Debtors, their business, the events leading to the commencement of these cases, and the facts and circumstances supporting the relief requested herein is set forth in the *Declaration of Mark Smith, Restructuring Advisor to Fulcrum BioEnergy, Inc., in Support of Chapter 11 Petitions and First Day Relief* [D.I. 9] (the “First Day Declaration”) and the Debtors’ *Amended Disclosure Statement for Joint Chapter 11 Plan of Liquidation* [D.I. 455-1] (as may be amended, supplemented or modified from time to time, the “Disclosure Statement”).

3. Contemporaneously herewith, the Debtors filed the Sale Motion seeking entry of an order: (a) approving the sale of Debtor Fulcrum BioEnergy, Inc.’s (“Fulcrum”) Share in Fulcrum BioEnergy, Ltd. (“Fulcrum Limited”); and (b) granting related relief.²

Jurisdiction and Venue

4. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. Venue of this matter is proper in this District under 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. By this Motion, the Debtors request the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) (i) shortening the notice period for the hearing on the Sale Motion from twenty-one (21) days to twenty (20) days, (ii) setting the date for the hearing to consider approval of the Sale and related relief no later than April 14, 2025 and (iii) and granting related relief.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Sale Motion or the SPA.

Basis for Relief Requested

6. Bankruptcy Rule 2002 provides that a debtor shall give “all creditors and indenture trustees at least 21 days’ notice by mail of . . . (2) a proposed use, sale, or lease of property of the estate other than in the ordinary course of business unless the court for cause shown shortens the time or directs another method of giving notice” Fed. R. Bankr. P. 2002(a). Further, Local Rule 9006-1(c)(ii) provides, “the deadline for objection(s) is 7 days before the hearing date” where a motion is filed less than twenty-one (21) days before the hearing date. Del. Bank. L.R. 9006-1(c)(ii).

7. Pursuant to section 102(1) of the Bankruptcy Code, the phrase “after notice and a hearing” requires only such notice and opportunity for a hearing as may be appropriate under the circumstances. 11 U.S.C. § 102(1). Section 105(a) of the Bankruptcy Code provides that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. *Id.* § 105(a).

8. Under Bankruptcy Rule 9006, the Court may order time periods set by the Bankruptcy Rules to be reduced “for cause shown.” Fed. R. Bank. P. 9006(c)(1). In exercising such discretion, the court should “consider the prejudice to parties entitled to notice and weigh this against the reasons for hearing the motion on an expedited basis.” *In re Phila. Newspapers, LLC*, 690 F.3d 161, 171–72 (3d Cir. 2012) (noting the commonality of such motions “[g]iven the accelerated time frame of bankruptcy proceedings”). Local Rule 9006-1(e) likewise provides for shortened notice “by order of the Court, on written motion . . . specifying the exigencies justifying shortened notice.” Del. Bankr. L.R. 9006-1(e).

9. As set forth more fully in the Sale Motion, the Debtors seek entry of a Sale Order: (i) authorizing the Sale of the Share held by Fulcrum in Fulcrum Limited free and clear of

the Encumbrances; (ii) approving Fulcrum's entry into the SPA, by and between Northpointe Energy, Ltd. (together with its successors and permitted assigns, "Northpointe" or the "Buyer") and Fulcrum, dated March 25, 2025; and (iii) granting related relief.

10. Cause exists to shorten notice of the Sale Motion, and the Sale Motion is in the best interest of the Debtors, their creditors, and other interested parties. First, on February 24, 2025, shortly before the Abandonment Hearing, the Debtors received a proposal from the existing management of Fulcrum Limited to acquire Fulcrum's Share in Fulcrum Limited. Since receiving that offer, the Debtors have been actively negotiating the terms of the SPA and finalizing definitive documentation shortly before the filing of the Sale Motion. Further, in advance of filing the Sale Motion, the Debtors worked in good faith to incorporate the comments of the (i) the Buyer, (ii) Committee, and (iii) the Prepetition Agent into the Sale Motion. Under these circumstances, no party will be prejudiced by a one (1) day shortening of the notice period under Bankruptcy Rule 2002 and Local Rule 9006-1.

11. As provided for in the Debtors' notice of the Sale Motion, the Debtors have set an objection deadline for the Sale Motion for April 7, 2025 at 4:00 p.m. (ET), which complies with the related notice requirements in Local Rule 9006-1; however, Bankruptcy Rule 2002 also requires the Debtors to provide "all creditors and indenture trustees at least 21 days' notice by mail of . . . (2) a proposed use, sale, or lease of property of the estate other than in the ordinary course of business unless the court for cause shown shortens the time or directs another method of giving notice" Fed. R. Bankr. P. 2002(a). Pursuant to this Motion, the Debtors seek to shorten notice of the April 14, 2025 hearing on the Sale Motion by one (1) day, from twenty-one (21) days to twenty (20) days.

Averment Pursuant to Local Rule 9006-1(e)

12. Pursuant to Local Rule 9006-1(e), the Debtors conferred with the U.S. Trustee, counsel to the Committee, and counsel to the Prepetition Agent in avoidance of the filing of this Motion and the Sale Motion. Counsel to the Committee and Prepetition Agent support the relief sought in this Motion. The U.S. Trustee confirmed that it does not object to the relief sought in this Motion.

Notice

13. Additionally, the Debtors represent that providing notice of the Sale Motion to all creditors would cause an undue burden to the Debtors' estates. The Debtors respectfully submit that the interests of the estates will be best served if service of the Sale Motion is limited to the following and is made upon: (a) the United States Trustee; (b) counsel to the Committee; (c) counsel to the Prepetition Agent; and (d) all parties who have requested notices pursuant to Bankruptcy Rule 2002. The Debtors submit that such service is adequate and sufficient for entry of an order on the Sale Motion, while still affording interested parties sufficient notice to be heard.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form of the proposed order, attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as may be just and proper.

[Signatures to follow]

Dated: March 25, 2025
Wilmington, Delaware

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EXHIBIT A

Proposed Order

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

In re

FULCRUM BIOENERGY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

RE: D.I. 496, 497

**ORDER SHORTENING NOTICE OF HEARING ON DEBTORS' MOTION FOR
ENTRY OF AN ORDER SHORTENING NOTICE OF HEARING ON THE DEBTORS'
MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE SALE OF CERTAIN
OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL ENCUMBRANCES; (II)
APPROVING THE DEBTORS' ENTRY INTO THE STOCK PURCHASE
AGREEMENT; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion to Shorten")² of the Debtors for entry of an order (the "Order") shortening notice of the *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of all Encumbrances; (II) Approving the Debtors' Entry into the Stock Purchase Agreement; and (III) Granting Related Relief* [D.I. 496] (the "Sale Motion") requesting approval of for the sale of the Debtors' assets, the Court having reviewed the Motion to Shorten and found that the relief requested therein is justified under the circumstances,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.

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); Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors' service address is: Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566.

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

2. The Debtors shall provide notice of the Motion to Shorten on (a) the United States Trustee; (b) counsel to the Committee; (c) counsel to the Prepetition Agent; and (d) all parties who have requested notices pursuant to Bankruptcy Rule 2002.

3. The Sale Motion will be considered at the hearing scheduled for **April 14, 2025, at 10:00 a.m. (ET)**.

4. Objections, if any, to the relief requested in the Motion must be filed and served so as to be received by the Debtors by no later than **April 7, 2025, at 4:00 p.m. (ET)**.

5. This Court retains jurisdiction to construe and enforce the terms of this Order.