

# BANKRUPTCY WEEK

Vol. 16, No. 52  
December 27, 2016

## INSIDE THIS ISSUE

Basic Energy Services  
Plan Effective  
- Pg. 2

ALMANAC: Construction &  
Supplies Industry Outcomes  
- Pg. 7

Caesars Entertainment  
Operating Company Covenant  
Breach Announced  
- Pg. 17

Energy Future Holdings  
Claims Settled  
- Pg. 17

Erickson Plan Filed  
- Pg. 21

Ultra Petroleum Trustee Sought  
- Pg. 28

## CONTENTS

Confirms & Emergences	2
Case Status	8
Retentions	10
Financing	12
Claim Transfers	16
From the Docket	18
Public Filings	29
Business Filings	31



## BANKRUPTCIES

### Dakota Plains Holdings Chapter 11 Petition Filed

Dakota Plains Holdings and six affiliated Debtors filed for Chapter 11 protection with the U.S. Bankruptcy Court in the District of Minnesota, lead case number 16-43711. The Company, which transloads crude oil and related products, is represented by Michael McGrath of Ravich, Meyer, Kirkman, McGrath, Nauman & Tansey. The Company states that this filing was made in order to "preserve value and accommodate an eventual going-concern sale of Dakota Plains' business operations." Dakota Plains Holdings also announced that it filed a motion for Court approval of the sale of substantially all of the Company's assets to BioUrja Trading for a purchase price of \$8.55 million. BioUrja Trading is the stalking horse bidder in a sale process under Section 363 of the Bankruptcy Code, and the asset purchase agreement will require Court approval and be subject to higher or better offers. Dakota Plains Holdings is seeking and expects to obtain up to \$2 million in post-petition debtor in possession financing from its senior secured lender, SunTrust Bank, which, subject to Court approval, will provide the Company with liquidity to maintain its operations in the ordinary course of business during the Chapter 11 process. SunTrust Bank supports the sale process. Gabe Claypool, president, C.E.O. and C.O.O. of Dakota Plains Holdings, comments, "We believe the Chapter 11 process will enable the terminal to continue operating and successfully restructure our balance sheet to position us for the future."

### Modular Space Chapter 11 Petition, Plan Filed

Modular Space and five affiliated Debtors filed for Chapter 11 protection with the U.S. Bankruptcy Court in the District of Delaware, lead case number 16-12825 (Modular Space Holdings). The Company, which provides buildings and storage products (including office trailers, mobile offices, temporary classrooms, modular office complexes and portable storage units), is represented by Pauline K. Morgan of Young Conaway Stargatt & Taylor. Concurrent with the petition, the Company also filed with the Court a Joint Prepackaged Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The RSA and the Plan contemplate a prompt emergence from bankruptcy with the following key terms: The First Lien Lenders will provide the Debtors with post-petition financing to fund their operations during the pendency of the Chapter 11 Cases; ...General unsecured claims, to the extent not paid earlier by order of the Court, would either be paid in full in Cash or Reinstated on the Effective Date...; Claims arising under the Debtors' prepetition Indenture would receive their pro rata share of 9,122,999 New Common Equity Interests of a reorganized entity to be determined in accordance with the Plan, which will own, directly or indirectly, 100% of the equity interests in Modular Space Corporation as of the Effective Date (the 'Reorganized Entity') and the right to participate in an offering of equity in the Reorganized Entity (the 'Rights Offering') pursuant to which they may subscribe to purchase their pro rata share of an additional 18,317,500 New Common Equity Interests in the Reorganized Entity....Existing equity interests in Holdings will receive: their pro rata share of 877,001 New Common Equity Interests in the Reorganized Entity; and their pro rata share of two tranches of warrants, which may be exercised in exchange for an aggregate of 1,250,000 New Common Equity Interests in the Reorganized Entity." *See Feature on P. 5 for more information on Modular Space.*

## CONFIRMS & EMERGENCES

### Basic Energy Services Plan Effective

Basic Energy Services' First Amended Joint Prepackaged Chapter 11 Plan of Reorganization became effective, and the Company emerged from Chapter 11 protection. The U.S. Bankruptcy Court confirmed the Plan on December 9, 2016. Roe Patterson, chief executive officer comments, "Today marks the completion of a restructuring and recapitalization that allows the Company to move forward with a solid financial foundation from which we expect to continue to strengthen our business and grow." Through its Plan, Basic Energy Services equitized more than \$800 million of unsecured debt, including accrued interest, eliminated over \$60 million in annual cash interest and raised \$125 million of new capital. The Company received approval to list its new common stock with the new CUSIP number 06985P 209 under the same ticker symbol "BAS" as the existing shares of the Company's issued common stock. Under the Plan, pre-petition holders of the Company's unsecured notes will receive 14,925,000 new common shares, representing approximately 57.8% of the new common shares after giving effect to shares issuable in connection with the rights offering and before giving effect to the shares issuable under the management incentive plan and the warrants. BankruptcyData's detailed Plan Summary notes, "The Existing Equity Interests will be cancelled without further action by or order of the Bankruptcy Court. Notwithstanding the foregoing, each holder of an Allowed Existing Equity Interest will receive its pro rata share of New Common Shares representing, in the aggregate, 0.5% of the New Common Shares issued on the Effective Date and the Warrants. Upon conversion of the New Convertible Notes (assuming such conversion occurs 36 months after the Effective Date), the New Common Shares issued to holders of Allowed Existing Equity Interests will comprise 0.26% of the total outstanding New Common Shares." This oil and gas well site services provider filed for Chapter 11 protection on October 25, 2016, listing \$1.2 billion in pre-petition assets. *Visit BankruptcyData for the full Plan Summary.*

## CALENDAR

*December 28, 2016*

### Energy Future Holdings Corp.

Chapter 11: April 29, 2016

The U.S. Bankruptcy Court established December 28, 2016 as the final date by which interested parties must file objections to Energy Future Holdings' resolicitation motion.

### Paragon Offshore plc

Chapter 11: February 14, 2016

The U.S. Bankruptcy Court established December 28, 2016 as the final date by which interested parties must file objections to Paragon Offshore's motion for an exclusivity extension.

*December 29, 2016*

### Dakota Plains Holdings, Inc.

Chapter 11: December 20, 2016

The U.S. Bankruptcy Court scheduled a December 29, 2016 hearing to consider Dakota Plains Holdings' sale procedures' motion and interim financing approval.

## CONFIRMATION & EFFECTIVE DATES

The U.S. Bankruptcy Court confirmed the following public company's Plans and/or the Plans became effective since the prior reporting period:

Company	Confirmation Date	Effective Date
Basic Energy Services, Inc.	12/09/16	12/23/16

## FINANCIAL REPORTS

### **4Licensing M.O.R. Filed**

4Licensing filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported beginning cash balance of \$9,549 and ending cash balance of \$10,314. The report also indicates that the Company paid zero in total disbursements and \$764 in total cash receipts during November 2016.

### **Abengoa Bioenergy US Holdings M.O.R. Filed**

Abengoa Bioenergy US Holdings filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported net income of \$87,757 on zero gross sales and paid \$19,580 in total operating expenses and \$472 in total other expenses (\$472 in bank fees).

### **Aztec Oil & Gas M.O.R. Filed**

Aztec Oil & Gas filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported a net loss of \$17,629 on \$3,436 in revenue and paid \$6,654 in general and administrative expenses and \$22,829 in total operating expenses. Cash at the beginning of the month was \$14,021 and \$61,630 at month's end, with net cash flow of \$47,608.

### **C&J Energy Services M.O.R. Filed**

C&J Energy Services filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Debtors reported a \$27.4 million net loss on \$82.9 million in revenue. The Company paid \$12.6 million in selling, general and administrative expenses and \$17.9 million in depreciation and amortization.

### **Chaparral Energy M.O.R. Filed**

Chaparral Energy filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the consolidated Debtors reported a net loss of \$2.5 million on \$21.9 million in revenues and paid \$2.4 million in net reorganization items and \$9.6 million in depreciation, depletion and amortization. Cash at the beginning of the month was \$184.9 million and \$190.5 million at month's end, with a net cash flow of \$5.6 million.

### **CHC Group M.O.R. Filed**

CHC Group filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported a net loss of \$51.6 million on \$67.9 million in total revenue and paid \$3.5 million in general and administrative expenses; financing charges of \$1.8 million; restructuring cost of \$2.4 million and \$10.9 million in professional fees. Cash at the beginning of November 2016 was \$164.2 million and \$142.5 million at month's end, with net decrease in cash flow of \$20.9 million. The Company also reported total disbursements of \$94.4 million and \$73.4 million in cash receipts during the month.

### **LINN Energy M.O.R. Filed**

LINN Energy filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Debtors reported a net loss of \$57.9 million on \$95.8 million in revenues and paid \$15.4 million in net reorganization items and \$44.2 million in depreciation, depletion and amortization.

### **NephroGenex M.O.R. Filed**

NephroGenex filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Debtors reported a \$268,686 net loss on \$189,461 in total operating expenses and paid \$79,228 in net reorganization expenses and \$4,738 in professional and consultant fees. Cash at the beginning of November 2016 was \$3.4 million and \$3.1 million at month's end, with negative net cash flow of \$233,188. The Company reported cash disbursements of \$233,191 on \$3 in cash receipts during the month.

*(Financial Reports continued on P. 4)*

**FINANCIAL REPORTS** *CONTINUED***Nortel Networks M.O.R. Filed**

Nortel Networks filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. During the month, the Company reported total disbursements of \$9.5 million and cash receipts of \$0.6 million and paid \$4.1 million in professional fees. Cash at the beginning of November 2016 was \$590.9 million and \$582.0 million at month's end, with an \$8.9 million net decrease in cash flow.

**Peabody Energy M.O.R. Filed**

Peabody Energy filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the consolidated Debtors reported a \$161.6 million net loss on \$248.3 million in total revenues and paid \$10.7 million in selling and administrative expenses; \$9.5 million in professional fees; \$8.7 million in net reorganization items and \$208.4 million in operating costs and expenses. Peabody Energy's consolidated cash at the beginning of November 2016 was \$1,177.2 million and \$1,262.7 million at month's end, with an \$85.5 million net change in cash flow.

**Premier Exhibitions M.O.R. Filed**

Premier Exhibitions filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. The Company reported funds at the beginning of the period as \$508,942 and \$534,027 at month's end, and the Debtors also note \$25,085 in total receipts during November 2016.

**Quantum Fuel Systems Technologies M.O.R. Filed**

Quantum Fuel Systems Technologies filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported a net loss of \$20,502 on zero net sales/revenue and posted \$20,502 in total non-operating expenses.

**Ultra Petroleum M.O.R. Filed**

Ultra Petroleum filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the Company reported operating income of \$33.9 million on \$767.1 million in total operating revenues and paid \$33.2 million in total operating expenses and \$537,953 in general and administrative expenses. Cash at the beginning of November 2016 was \$3.1 million and \$3.1 million at month's end, with negative net cash flow of \$15,541.

**Walter Energy M.O.R. Filed**

Walter Energy filed with the U.S. Bankruptcy Court a monthly operating report for November 2016. For the month, the consolidated Debtors reported a net loss of \$249,000 on zero total revenues and paid \$249,000 in selling, general and administrative expenses.

**DOCUMENTS POSTED**

<b>C&amp;J Energy Services Ltd.</b>	Summary of Second Amended Joint Plan of Reorganization [as Modified]
<b>Chaparral Energy, Inc.</b>	Joint Plan of Reorganization & related DS
<b>CHC Group Ltd.</b>	Second Amended Joint Chapter 11 Plan of Reorganization & Related DS <i>and</i> Amended and Revised DS
<b>Dakota Plains Holdings, Inc.</b>	Chapter 11 Petition/Largest Creditors
<b>Energy XXI Ltd</b>	Summary of Second Amended Joint Chapter 11 Plan of Reorganization [Revised]
<b>Erickson Incorporated</b>	Chapter 11 Joint Plan of Reorganization & related DS
<b>LINN Energy, LLC</b>	Amended Joint Chapter 11 Plan of Reorganization for LINN Acquisition & Berry Petroleum
<b>MIG, LLC</b>	Summary of Indenture Trustee's Amended Plan of Reorganization
<b>Modular Space Corporation</b>	Chapter 11 Petition/Largest Creditors <i>and</i> Joint Prepackaged Plan of Reorganization & related DS
<b>Peabody Energy Corp.</b>	Joint Chapter 11 Plan of Reorganization & related DS
<b>Performance Sports Group</b>	KERP/KEIP Motion
<b>Republic Airways Hldgs., Inc.</b>	Second Amended Joint Plan of Reorganization & related DS <i>and</i> Modified DS
<b>Triangle USA Petroleum Corp.</b>	First Amended Joint Chapter 11 Plan of Reorganization & related DS

## FEATURE

**Address**

1200 Swedesford Road  
Berwyn, PA 19312  
610 232-1200

**Bankruptcy Case Summary**

**Bankruptcy Date:** 12-21-16

**Case Number:** 16-12825

**District:** Delaware

**Filing City:** Wilmington, DE

**Judge:** Kevin J. Carey

**Counsel for Debtor**

Young Conaway Stargatt & Taylor, LLP  
Pauline K. Morgan  
1000 North King Street  
Wilmington, DE 19801  
302 571-6707

**Company History & Structure**

Modular Space Corporation (ModSpace or MSC) was founded in June 1986 under the name Resun Leasing. The ModSpace name launched in 2007 after Resun's acquisition of General Electric Capital's North American modular space business. Resun then changed its name and relocated its global corporate headquarters to Berwyn, PA.

Today's MSC is the largest United States-owned provider of temporary and permanent modular buildings and is among the largest suppliers in the U.S. and Canada of temporary modular space and permanent modular construction. The Company provides a full range of buildings and storage products including office trailers, mobile offices, temporary classrooms, modular office complexes and portable storage units. MSC serves a diverse industries, including commercial, construction, education, government, military, healthcare, industrial, energy, retail and sports and entertainment.

MSC is a wholly-owned subsidiary of Modular Space Holdings and the main operating company within the Debtors' corporate structure. ModSpace Financial Services Canada, Ltd. (MFSC) is the

operating entity for the Debtors' business in Canada and a wholly-owned subsidiary of MSC; therefore, the center of main interests for MFSC are located within the United States. A related proceeding under Canada's Companies' Creditor Arrangement Act has been commenced on behalf of MFSC before the Ontario Supreme Court of Justice (Commercial List).

**Financial Challenges**

According to documents filed with the U.S. Bankruptcy Court, "ModSpace's business has historically been driven by several macro-economic factors, including commercial office vacancy rates, employment levels, non-residential construction starts and commodity prices. With the widespread adoption of modular buildings in the energy and mining industries, oil and commodity prices became further key indicators of demand."

As a result of its dependence on these macro-economic trends, 2007's economic recession deeply impacted MSC's business: Utilization levels plummeted from around 80% mid-2007 to just 61% in early 2012. Zolfo Cooper's David Orlofsky explains, "The reduction in utilization and correlated reduction in rental prices and margins was the result of an unprecedented drop in non residential construction compounded by the effect of significant increases in unemployment levels across the United States and Canada."

Origination levels slowly began improving in late 2010, particularly as investment in the oil and gas industry increased modular product demand. However, that oil and gas-related momentum started to reverse in November of 2014 in connection with dramatic oil price declines. As a result of its deteriorating financial condition, MSC began exploring refinancing options in the summer of 2015. The Company was ultimately unable to "reach mutually agreeable terms" with existing ABL lenders. MSC then realized a necessary refinancing was likely only achievable via a merger transaction.

In March 2016, the Debtors entered into a merger agreement with Williams Scotsman International, under which ModSpace would acquire William Scotsman's North American modular operations. June 2016 brought MSC's announcement that the respective investment committees "failed to approve the transaction," and the agreement was terminated in August 2016. A handful of other equity proposals were subsequently explored and determined to be "unacceptable."

*(Feature continued on P. 6)*



## FEATURE *CONTINUED*

In August 2016, MSC "shifted its focus to a stand-alone restructuring." The Company had pre-emptively engaged Lazard Middle Market and Lazard Frères & Co. as well as Zolfo Cooper to assist with these efforts. MSC and an ad hoc group of noteholders soon executed non-disclosure agreements and met with the management team and its advisors to discuss various equity proposals. Court-filed documents state, "Following the meeting, the Ad Hoc Group of Noteholders expressed its preference to proceed with a stand-alone restructuring or recapitalization transaction."

These discussions resulted in a November 2016 term sheet contemplating a consensual restructuring via a prepackaged Chapter 11 filing. On December 20, 2016, the Debtors, the ABL lenders, the ad hoc group of noteholders and Calera Capital Advisors reached an agreement on a recapitalization, memorialized in a restructuring support agreement (RSA) in support of a prepackaged Chapter 11 Plan that provides for, among other things, the following upon Plan effectiveness:

- ABL lenders will provide the Debtors with post-petition financing to fund their operations during the pendency of the Chapter 11 cases.
- Administrative expense claims and pre-petition priority claims will be paid in full in cash upon emergence.
- Claims arising under the Debtors' pre-petition indenture will receive the following:
  - Their pro rata share of 9,122,999 shares of equity of a reorganized entity, to be determined in accordance with the Plan, which will own, directly or indirectly, 100% of the equity interests in MSC as of the effective date and the right to participate in an offering of \$90 million of equity in the reorganized entity pursuant to which they may subscribe to purchase their pro rata share of an additional 18,317,500 shares of equity in the reorganized entity; and
  - In exchange for their agreement to backstop the rights offering, certain members of the ad hoc group of noteholders will receive a backstop fee in an aggregate amount equal to 5% of the equity offered in the rights offering, or 915,875 shares of equity in the reorganized entity.
- Existing equity interests in Holdings will receive the following:
  - Their pro rata share of 877,001 shares of equity in the reorganized entity and
  - Their pro rata share of two tranches of warrants, which may be exercised in exchange for an aggregate of 1,250,000 shares of equity in the reorganized entity.
- In the event of an alternative transaction, the holder of management agreement claims against MSC will be entitled to receive a distribution in the event of a qualifying liquidity event.
- The issuance of equity in the reorganized entity to holders of notes and existing equity interests in Holdings will be subject to dilution by equity compensation issued in connection with a management incentive program), equity issued to the former independent directors pursuant to the Plan or other issuance of additional new equity securities on or after the effective date.
- The ABL credit agreement will be amended, restated, modified and assumed by the reorganized Debtors pursuant to the exit credit facility.
- Subject to an alternative transaction, each holder of all other allowed claims will receive treatment that renders such allowed claims unimpaired (either through reinstatement or satisfaction of such claim).

### **Chapter 11 Filing**

In connection with the terms of the RSA, MSC and affiliated Debtors initiated a December 21, 2016 Chapter 11 filing in Wilmington, DE, concurrently filing a Joint Prepackaged Plan of Reorganization and related Disclosure Statement. The Court scheduled a February 7, 2017 hearing to consider both the Disclosure Statement and Plan, with objections due by January 25, 2017.

According to Orlofsky, "The Plan will significantly delever the Debtors' balance sheet and allow the Debtors to continue the successful operation of their businesses. Because the Plan provides more value to creditors than would have been possible under a liquidation of the Debtors' businesses, the Debtors anticipate confirming the Plan within a short timeframe."

## THE ALMANAC: CONSTRUCTION & SUPPLY INDUSTRY OUTCOMES

Below are the outcomes of the most recent Construction & Supplies industry bankruptcies that are no longer operating under bankruptcy protection.

Company	Bankruptcy Date	Assets*	Outcome Date	Outcome
Light Tower Rentals, Inc.	08/30/16	\$1,319	10/07/16	Emerged - Private
SG Blocks, Inc.	10/15/15	352	07/01/16	Emerged - Private
Vision Industries Corp.	09/24/14	1	12/03/14	Converted to Ch. 7
Ecology Coatings, Inc.	05/15/13	1	05/15/13	Ch. 7 Filing
Imperial Petroleum Recovery Corp.	04/04/13	0	03/04/14	Converted to Ch. 7
HWI Global, Inc.	06/13/12	0	06/13/12	Ch. 7 Filing
Ahern Rentals, Inc.	12/22/11	1	06/24/13	Emerged - Private
William Lyon Homes	12/19/11	628	02/28/12	Emerged - Private
Palm Harbor Homes, Inc.	11/29/10	649	12/02/11	Liquidated
Neff Corp.	05/16/10	358	10/01/10	Emerged - Private
Orleans Homebuilders, Inc.	03/01/10	299	02/14/11	Emerged - Private
Champion Enterprises, Inc.	11/15/09	716	05/23/11	Liquidated
California Coastal Communities	10/27/09	645	03/02/11	Emerged - Private
Masonite Corporation	03/16/09	313	06/09/09	Emerged - Public
Modtech Holdings, Inc.	10/20/08	2,660	10/06/11	Converted to Ch. 7
WCI Communities, Inc.	08/04/08	47	09/03/09	Emerged - Private
Kimball Hill, Inc.	04/23/08	2,891	03/24/09	Liquidated
HouseRaising, Inc.	03/31/08	881	03/31/08	Ch. 7 Filing
TOUSA, Inc.	01/29/08	15	08/22/13	Liquidated
Liquitek Enterprises, Inc.	11/17/06	2,842	10/02/07	Case Dismissed
Inland Fiber Group, LLC	08/18/06	0	12/06/06	Emerged - Private
Integrated Electrical Services, Inc.	02/14/06	85	05/15/06	Emerged - Public (IESC)
Composite Solutions, Inc. (2005)	05/05/05	416	05/11/07	Emerged - Public (CPUT)
Composite Solutions, Inc. (2004)	10/11/04	1	11/08/04	Ch. 7 Filing / Dismissed
Enviro-Energy Corporation	10/04/04	0	10/04/04	Ch. 7 Filing
Redline Performance Products	08/27/04	5	08/27/04	Ch. 7 Filing
Maxim Crane Works, LLC	06/14/04	4	01/28/05	Emerged - Public (MXMC)
Speizman Industries, Inc.	05/20/04	789	01/30/05	Liquidated
Southwestern Water Exploration	11/20/03	38	11/20/03	Ch. 7 Filing
American Plumbing & Mechanical	10/13/03	1	10/06/04	Emerged - Private

\*Pre-Petition Assets (\$mils)

## CASE STATUS

Company	Bankruptcy Date	Case Status
4Licensing Corporation	09/21/16	Plan Filed
Abengoa Bioenergy US Holdings, LLC	02/24/16	Exclusivity Extension
Aeropostale, Inc.	05/04/16	DS Appr. / Am. Plan / Excl. Ext.
American Gilsonite Company, Inc.	10/24/16	Confirmed -- Awaiting Emergence
Atna Resources Ltd.	11/18/15	Confirmed -- Awaiting Emergence
Aztec Oil & Gas, Inc.	04/13/16	Exclusivity Extension Request
BioNitrogen Holdings, Corp.	11/03/15	Exclusivity Extension
Breitburn Energy Partners LP	05/15/16	Exclusivity Extension
C&J Energy Services Ltd.	07/20/16	Confirmed -- Awaiting Emergence
Caesars Entertainment Operating Company, Inc.	01/15/15	DS Appr. / Am. Plan / Excl. Ext.
Cal Dive International, Inc.	03/03/15	Exclusivity Extension
Chaparral Energy, Inc.	05/09/16	Plan Filed / Excl. Ext.
CHC Group Ltd.	05/05/16	DS Appr. / Am. Plan / Excl. Ext.
China Fishery Group Limited	06/30/16	Exclusivity Extension Request
Constellation Enterprises, LLC	05/16/16	Exclusivity Extension
Core Resource Management, Inc.	06/13/16	UCC Plan Filed
Corporate Resource Services, Inc.	07/23/15	Within 120 Days of Filing
Cosi, Inc.	09/28/16	Within 120 Days of Filing
Dakota Plains Holdings, Inc.	12/20/16	New Filing!
DirectBuy Holdings, Inc.	11/01/16	Within 120 Days of Filing
Emerald Oil, Inc.	03/22/16	Exclusivity Extension
Energy Future Holdings Corp.	04/29/14	DS Appr. / Am. Plan Filed
Energy XXI Ltd	04/14/16	Confirmed -- Awaiting Emergence
Erickson Incorporated	11/08/16	Plan Filed
Escalera Resources Co.	11/05/15	Plan Filed
ESP Resources, Inc.	03/10/16	Plan Filed / Exclusivity Extension
Golfsmith International Holdings, Inc.	09/14/16	Within 120 Days of Filing
GreenHunter Resources, Inc.	03/01/16	Exclusivity Extension
Hampshire Group, Limited	11/23/16	Within 120 Days of Filing
Hancock Fabrics, Inc.	02/02/16	Plan Filed / Excl. Ext. Req.
Illinois Power Generating Company	12/09/16	Prepackaged Plan Filed
Implant Sciences Corporation	10/10/16	Within 120 Days of Filing
International Shipholding Corporation	08/01/16	Plan Filed / Excl. Ext.
Kid Brands, Inc.	06/18/14	Exclusivity Expired
LINN Energy, LLC	05/11/16	DS Appr. / Am. Plan / Excl. Ext. Req.
Magnetation LLC	05/05/15	Plan Filed / Excl. Ext.
Midway Gold Corp.	06/22/15	Am. Plan / Excl. Ext.
MIG, LLC	06/30/14	Confirmed -- Awaiting Emergence
Modular Space Corporation	12/21/16	New Prepack!
Multimedia Platforms, Inc.	10/04/16	Within 120 Days of Filing
NephroGenex, Inc.	04/30/16	Plan Filed / Exclusivity Extension
Nortel Networks, Inc.	01/14/09	DS Appr. / Am. Plan Filed

(Case Status continued on P. 9)



**CASE STATUS** *CONTINUED*

Company	Bankruptcy Date	Case Status
Novation Companies, Inc.	07/20/16	Exclusivity Extension
Optima Specialty Steel, Inc.	12/15/16	Within 120 Days of Filing
Pacific WebWorks, Inc.	02/23/16	Confirmed -- Awaiting Emergence
Paragon Offshore plc	02/14/16	DS Appr. / Mod. Plan / Excl. Ext. Req.
Peabody Energy Corporation	04/13/16	Plan Filed / Excl. Ext.
Performance Sports Group Ltd.	10/31/16	Within 120 Days of Filing
Perseon Corporation	05/23/16	DS Appr. / Plan Filed
PostRock Energy Corporation	04/01/16	Within 120 Days of Filing
Premier Exhibitions, Inc.	06/14/16	Exclusivity Extension Request
Quantum Fuel Systems Tech. Worldwide, Inc.	03/22/16	Within 120 Days of Filing
Red Mountain Resources, Inc.	03/08/16	Plan Filed / Exclusivity Extension
Republic Airways Holdings Inc.	02/25/16	DS Appr. / Am. Plan / Excl. Ext. Req.
Sable Natural Resources Corporation	11/11/16	Within 120 Days of Filing
Samson Resources Corporation	09/16/15	Am. Plan / UCC Plan Filed
ScripsAmerica, Inc.	09/07/16	Exclusivity Extension Request
Stone Energy Corporation	12/14/16	Prepackaged Plan Filed
STW Resources Holding Corp	08/02/16	Exclusivity Extension
SunEdison, Inc.	04/21/16	Exclusivity Extension
Thornburg Mortgage, Inc.	05/01/09	Exclusivity Expired
Triad Guaranty Inc.	06/03/13	Exclusivity Expired
Triangle USA Petroleum Corporation	06/29/16	Am. Plan / Excl. Ext.
UCI Holdings Limited	06/02/16	Confirmed -- Awaiting Emergence
Ultra Petroleum Corp.	04/29/16	Plan Filed / Exclusivity Extension
Violin Memory, Inc.	12/14/16	Within 120 Days of Filing
Walter Energy, Inc.	07/15/15	Plan Filed / Excl. Ext. Req.
Westech Capital Corp.	03/14/16	Plan Filed / Excl. Ext.
Xtera Communications, Inc.	11/15/16	Within 120 Days of Filing

## PROFESSIONAL RETENTIONS

### ***New Retentions***

#### **AMERICAN GILSONITE COMPANY, INC.**

##### **PricewaterhouseCoopers LLP**

Contact: Bryce Buchanan

Retained By: Debtor

Retained As: Independent Auditor and Tax Advisor

Retained Date: 12/21/2016

Notes: At the following hourly rates: partner at \$639 to 995, managing director at 503 to 995, director at 423 to 978, senior manager at 385 to 707, manager at 260 to 809, senior associate at 198 to 640, associate at 121 to 481, intern at 84 to 255 and administrative at 83 to 125.

#### **CHC GROUP LTD.**

##### **Mourant Ozannes**

Contact: Neal Lomax

Retained By: Unsecured Creditors Committee

Retained As: Cayman Islands Counsel

Retained Date: 12/23/2016

Notes: At the following hourly rates: partner at \$700 to 980, counsel at 700 to 820, senior associate at 550 to 790, associate at 300 to 675 and paralegal at 250 to 375.

#### **DAKOTA PLAINS HOLDINGS, INC.**

##### **Baker & Hostetler LLP**

Contact: Elizabeth A. Green

Retained By: Debtor

Retained As: Attorney

Retained Date: 12/23/2016

Notes: At a retainer of \$150,000 and at an hourly rate for professionals and paraprofessionals at \$250 to 860.

#### **Canaccord Genuity Group Inc.**

Contact: Geoffrey A. Richards

Retained By: Debtor

Retained As: Investment Banker

Retained Date: 12/21/2016

Notes: At a monthly fees of \$35,000; a success fee of \$600,000 upon the consummation of any recapitalization transaction plus 5.00% of aggregate consideration in excess of \$8,250,000 and less than or equal to \$9,250,000, plus 10.00% of aggregate consideration in excess of \$9,250,000; and D.I.P. financing fee of \$75,000 due, earned and payable upon the consummation of a financing.

#### **Ravich Meyer Kirkman McGrath Nauman & Tansey, P.A.**

Contact: Michael McGrath

Retained By: Debtor

Retained As: Attorney

Retained Date: 12/23/2016

Notes: At the following hourly rates: Michael F. McGrath at \$475; Will R. Tansey at 360 and paralegal at 150.

#### **ILLINOIS POWER GENERATING COMPANY**

##### **Andrews Kurth LLP**

Contact: Timothy A. Davidson II

Retained By: Debtor

Retained As: Co-Counsel & Conflicts Counsel

Retained Date: 12/23/2016

Notes: At the following hourly rates: partner at \$475 to 1,300, associate at 325 to 725 and paraprofessional at 225 to 395.

#### **Ducera Partners LLC**

Contact: Derron Slonecker

Retained By: Debtor

Retained As: Financial Advisor

Retained Date: 12/23/2016

Notes: For a monthly advisory cash fee of \$120,000.

#### **Epiq Systems, Inc.**

Contact: Brian Karpuk

Retained By: Debtor

Retained As: Claims, Noticing, Solicitation and Admin. Agent

Retained Date: 12/23/2016

Notes: At the following hourly rates: executive vice president, solicitation at \$215, solicitation consultant at 190, consultant/ director/vice president at 145 to 190, case manager at 70 to 165, IT/Programming at 65 to 85 and clerical/administrative support at 25 to 45.

#### **Latham & Watkins LLP**

Contact: Caroline A. Reckler

Retained By: Debtor

Retained As: Co-Counsel

Retained Date: 12/23/2016

Notes: At the following hourly rates: associate at \$395 to 935, counsel at 915 to 1,125, partner at 925 to 1,595 and paraprofessional at 175 to 795.

*(Retentions continued on P. 11)*

## PROFESSIONAL RETENTIONS *CONTINUED*

### *New Retentions, cont'd.*

#### MODULAR SPACE CORPORATION

##### **Kurtzman Carson Consultants LLC**

Contact: Evan Gershbein

Retained By: Debtor

Retained As: Claims & Noticing Agent

Retained Date: 12/21/2016

Notes: At the following hourly rates: analyst at \$25 to 50, technology/ programming consultant at 35 to 70, consultant/ senior consultant at 70 to 160, director/ senior managing consultant at 175, securities director/ solicitation senior consultant at 200 and securities senior director/ solicitation lead at 215.

#### OPTIMA SPECIALTY STEEL, INC.

##### **Greenberg Traurig, LLP**

Contact: Paul J. Keenan Jr.

Retained By: Debtor

Retained As: Counsel

Retained Date: 12/22/2016

Notes: At the following hourly rates; shareholder at \$375 to 1,235, of counsel at 310 to 1,250, associate at 160 to 765 and legal assistant/ paralegal at 110 to 410.

#### PERFORMANCE SPORTS GROUP LTD.

##### **KPMG LLP**

Contact: David B. Wilson

Retained By: Debtor

Retained As: Auditor

Retained Date: 12-20-16

Notes: At the following hourly rates: for base audit: Partner/ managing director at \$403 to 587, senior manager at 334 to 495, manager at 288 to 380, senior associate at 242 to 345 and associate at 138 to 207; for one-off reviews, at hourly rates ranging from \$778 to 183; for incremental procedures/ investigation services, hourly rates ranging from \$1,161 to 273.

#### STONE ENERGY CORPORATION

##### **Alvarez & Marsal, LLC**

Contact: Dean Swick

Retained By: Debtor

Retained As: Restructuring Advisor

Retained Date: 12/19/2016

Notes: At the following hourly rates: managing director at \$775 to 975, director at 600 to 775 and analyst/associate at 375 to 575.

##### **Latham & Watkins LLP**

Contact: Caroline A. Reckler

Retained By: Debtor

Retained As: Bankruptcy Counsel

Retained Date: 12/19/2016

Notes: At the following hourly rates: associate at \$395 to 935, counsel at 915 to 1,125, partner at 925 to 1,595 and paraprofessional at 175 to 795.

##### **Lazard Ltd**

Contact: David S. Kurtz

Retained By: Debtor

Retained As: Investment Banker

Retained Date: 12/19/2016

Notes: For a monthly fee of \$150,000.

##### **Tudor, Pickering, Holt & Co.**

Contact: Chad Michael

Retained By: Debtor

Retained As: Investment Banker

Retained Date: 12/19/2016

Notes: At a transaction fee equal to (i) 0.80% of the first \$250 million of aggregate consideration, and (ii) 2% of the aggregate consideration in excess of \$250 million.

##### **Vinson & Elkins LLP**

Contact: Shelley A. Barber

Retained By: Debtor

Retained As: Special Counsel

Retained Date: 12/19/2016

Notes: At the following hourly rates: attorney at \$305 to 1,170 and paraprofessional & other time keeper at 205 to 335.

*(Retentions continued on P. 12)*

## PROFESSIONAL RETENTIONS *CONTINUED*

### *Retentions Approved*

#### BREITBURN ENERGY PARTNERS LP

##### **Carnrite Group, The**

Retained By: Unsecured Creditors Committee

Retained As: Consultant

Retained Date: 12/12/2016

Order Approved: 12/20/2016

#### MODULAR SPACE CORPORATION

##### **Kurtzman Carson Consultants LLC**

Retained By: Debtor

Retained As: Claims & Noticing Agent

Retained Date: 12/21/2016

Order Approved: 12/22/2016

#### OPTIMA SPECIALTY STEEL, INC.

##### **Garden City Group, Inc.**

Retained By: Debtor

Retained As: Claims/Noticing Agent

Retained Date: 12/15/2016

Order Approved: 12/19/2016

---

## FINANCING TRANSACTIONS

#### Dakota Plains Holdings, Inc.

Chapter 11: December 20, 2016

*(December 21, 2016)*

Dakota Plains Holdings filed with the U.S. Bankruptcy Court a motion for entry of interim and final orders granting an expedited hearing, authorizing the Debtors to utilize cash collateral of the pre-petition secured parties, to obtain post-petition secured financing and to provide adequate protection to the pre-petition secured parties and scheduling a final hearing. **SunTrust Bank**, in its capacity as administrative agent, and several banks and other financial institutions and lenders from time to time are the lenders. The motion explains, "By this Motion, the Debtors seek the following relief: the Court's authorization, for Dakota Plains Trans-loading, Dakota Plains Sand, and Dakota Plains Marketing (the 'DIP Borrowers') to enter into a senior secured superpriority postpetition credit facility (the 'DIP Facility'), and postpetition lender, pursuant to the Postpetition Revolving Credit Agreement, the Interim DIP Order, the Final DIP Order and all other agreements, documents and instruments delivered or executed in connection therewith, including the DIP Budget, and the DIP Borrowers to obtain extensions of credit thereunder on a senior secured

and superpriority basis, (a) during the period (the 'Interim Period') from the date hereof through and including the earlier to occur of (1) the date of entry of the Final DIP Order by this Court and (2) the Termination Date, in an aggregate principal amount not to exceed \$500,000, and (b) upon entry of the Final DIP Order and thereafter until the Termination Date, in an aggregate principal amount not to exceed \$2,000,000, in each case at any time outstanding, the 'DIP Extensions of Credit', and (c) for Dakota Plains Holdings, DPTS Marketing, Dakota Petroleum Transport Solutions, and DPTS Sand, to jointly and severally guarantee on a secured basis the Debtors' obligations in respect of the DIP Facility....The Borrowers shall pay interest on the Loans at a rate equal to eight percent (8.0%) per annum....The Borrowers have requested that the Lenders provide a senior secured superpriority debtor-in-possession credit facility to the Borrowers in an aggregate principal amount not to exceed \$2,000,000. During the Interim Period, the Debtors are authorized to borrow under the DIP Facility up to an aggregate principal amount of \$500,000." The Court scheduled a December 29, 2016 hearing to consider interim approval.

*(Financing continued on P. 13)*

**FINANCING TRANSACTIONS** *CONTINUED***LINN Energy, LLC**

Chapter 11: May 11, 2016  
(December 21, 2016)

The U.S. Bankruptcy Court approved Linn Acquisition Company (LAC) and Berry Petroleum Company's motion for entry of an order (i) approving (a) entry into a backstop agreement, (b) payment of related fees and expenses and (c) rights offerings procedures and related forms and (ii) granting related relief. As previously reported, "The restructuring is premised on a \$300 million rights offering through which substantially all of members of the Berry Noteholder Group or their affiliated funds (the 'Commitment Parties') will backstop the purchase of new shares of convertible preferred stock (the 'New Preferred Stock') in reorganized Berry. This new-money investment will be consummated through two rights offerings: (a) the first tranche rights offering for \$60 million of New Preferred Stock (the 'First Tranche Rights Offering'), which will be open solely to funds affiliated with **Oaktree Capital Management**, and/or Benefit Street Partners, who are the members of the Berry Noteholder Group that led the negotiations with the Berry Debtors; and (b) the second tranche rights offering for \$240 million of New Preferred Stock (the 'Second Tranche Rights Offering,' and together with the First Tranche Rights Offering, the 'Rights Offerings'), which will be open to all holders of the Berry Notes....In connection with the Berry Plan, and subject to further negotiation and finalization of appropriate documentation, certain of the Berry Lenders will provide a \$550 million exit facility (the 'Berry Exit Facility') and receive the paydown facilitated by the Rights Offerings. In exchange for their claims, the holders of Berry Notes will receive equity in reorganized Berry and will have the opportunity to participate in the Rights Offerings."

**Modular Space Corporation**

Chapter 11: December 21, 2016  
(December 21, 2016)

Modular Space filed with the U.S. Bankruptcy Court a motion for entry of interim and final orders (i) authorizing (a) the D.I.P. lenders and Debtors to enter into post-petition D.I.P. facilities, pursuant to which **Bank of America** (in its capacity as D.I.P. agent) will provide financing on a post-petition basis to the U.S. borrowers and the Canadian borrower and authorizing (b) the U.S. borrowers to guarantee, on a joint and several basis, the U.S. borrowers' obligations arising under the D.I.P. facilities and the Canadian borrower's oblige-

tions arising under the D.I.P. facilities; (ii) granting liens and providing super-priority administrative status to the D.I.P. lenders; (iii) authorizing the use of proceeds of the D.I.P. financing to pay all outstanding U.S. pre-petition obligations; (iv) granting adequate protection to certain of the Debtors' pre-petition secured creditors and (v) scheduling interim and final hearings. The U.S. borrowers are Modular Space Holdings, Modular Space Intermediate Holdings, Modular Space Corporation, Resun-ModSpace, Resun Chippewa and ModSpace Government Financial Services. The Canadian borrower is ModSpace Financial Services Canada. The motion explains, "The U.S. Revolving ABL DIP Facility is an initial borrowings and other extensions of credit which may be obtained by U.S. Borrowers on a revolving basis as of the Closing Date and during the Interim Period in an aggregate amount not in excess of \$55,000,000 at any time outstanding....The Canadian Revolving ABL DIP Facility is an initial borrowings and other extensions of credit which may be obtained by Canadian Borrower on a revolving basis as of the Closing Date and during the Interim Period in an aggregate amount not in excess of \$6,000,000 at any time outstanding....Under the ABL Facility, the amount that may be borrowed under the facility is limited to the lesser of (a) \$568 million in the case of U.S. Borrowers and \$200 million in the case of the Canadian Borrower, with a borrower's option to increase the aggregate commitments with up to an additional \$250 million upon satisfaction of certain conditions ....By this motion, the Debtors also request entry of the Final Order...authorizing the DIP Lenders, to perform under the DIP Facilities, and authorizing the DIP Lenders to make available credit facilities of up to \$768,000,000 to the Debtors, which shall be composed of a revolving line of credit to the U.S. Borrowers in the aggregate amount of up to \$568,000,000, consisting of revolving loans and letters of credit, a revolving line of credit to the Canadian Borrower in the aggregate amount of up to \$200,000,000, consisting of revolving loans and letters of credit, and a U.S. Term Loan to the U.S. Borrowers in the amount of the unpaid principal balance in indebtedness and other obligations to the U.S. Borrowers to the U.S. Term Lenders outstanding under the ABL Facility (inclusive of the Interim Funding), collectively, the 'DIP Loans')." The Court subsequently granted interim approval to the motion and scheduled a January 19, 2017 hearing to consider final approval.

*(Financing continued on P. 14)*



## FINANCING TRANSACTIONS *CONTINUED*

### Multimedia Platforms, Inc.

Chapter 11: October 4, 2016

(December 20, 2016)

The U.S. Bankruptcy Court approved, on a final basis, Multimedia Platforms' emergency motion for authority to obtain post-petition financing. As previously reported, "Following hearings conducted by the Court on October 14, 2016, the Court denied the Debtors' request for authority to use cash collateral. The Debtors believe it is absolutely critical that they recommence operations and begin publishing and circulating content material. The Debtors have been in negotiations pertaining to debtor-in-possession financing and have obtained a financing commitment from **Vivid Media**...pursuant to which Vivid Media shall establish a non-revolving credit line in the amount of \$250,000 (the 'Credit Facility'). The loan's term is six months, unless sooner terminated, and the non-default interest rates is 9%. The default interest rate is 11.5%."

### Peabody Energy Corporation

Chapter 11: April 13, 2016

(December 21, 2016)

Peabody Energy filed with the U.S. Bankruptcy Court a stipulation between the Debtors and Citibank, as administrative agent, regarding an amendment to the final D.I.P. order. The stipulation notes, "The Parties have agreed to extend the Plan Milestone as incorporated as an Adequate Protection Milestone in the Final DIP Order to December 22, 2016. Now therefore, the Parties stipulate, and the Court Orders, as follows: 1. The Final DIP Order is amended as follows: a. Page 41, paragraph 13(g), is amended and restated in its entirety as follows: 'The Pre-Petition Agent, on behalf of itself and the Pre-Petition Lenders, is hereby entitled to performance of the following case milestones (collectively, the 'Adequate Protection Milestones'): (i) not later than December 22, 2016, the Debtors shall file with the Bankruptcy Court (x) an Acceptable Plan and (y) a disclosure statement with respect thereto; (ii) not later than January 31, 2017, the Bankruptcy Court shall have entered an order approving a disclosure statement and solicitation procedures with respect to an Acceptable Plan; and (iii) not later than April 15, 2017, the 'effective date' in respect of the confirmed Acceptable Plan shall have occurred.' b. All other provisions of the Final DIP Order remain unchanged."

### Triangle USA Petroleum Corporation

Chapter 11: June 29, 2016

(December 23, 2016)

Triangle USA Petroleum (TUSA) filed with the U.S. Bankruptcy Court a motion for entry of an order authorizing and approving (i) (a) entry into the backstop commitment agreement and (b) payment of certain fees and expenses and (ii) the rights offering procedures and related forms. The motion explains, "As outlined in the Term Sheet, the Backstop Investors, who are members of the Ad Hoc Noteholder Group and collectively hold a substantial amount of the Senior Notes, have agreed to backstop up to approximately \$150 million of the Rights Offering....The Backstop Commitment Agreement Requires that, on or before the earlier of January 15, 2017 or entry of an order approving the Disclosure Statement, TUSA obtain a Bankruptcy Court order authorizing the Company to execute the Backstop Commitment Agreement. The Approval Order shall be acceptable to each Backstop Investor and shall provide that the Backstop Investors will be entitled to receive (i) reimbursement of the reasonable and documented advisor fees and expenses related to the restructuring on a current basis and any indemnification obligations of the Backstop Investors incurred in connection with TUSA's chapter 11 case and (ii) a fee in cash equal to, in the aggregate, (a) 6.0% of the Backstopped Amount of Financing (the 'Commitment Fee'), which shall be payable on the Closing Date, or (b) in the event the Company or any of the TUSA Debtors enters into an Alternative Transaction, the greater of (x) 3.25% of Total New Equity or (y) \$5.25 million (the 'Alternative Transaction Fee'), which shall be payable on the date New TUSA HoldCo or any of the TUSA Debtors enters into such Alternative Transaction....Consistent with the Term Sheet and pursuant to the Backstop Commitment Agreement, the Debtors will pay the Backstop Investors the Commitment Fee totaling \$9 million, which is 6% of the backstopped amount of the Rights Offering, upon the Closing Date....The Alternative Transaction Fee is only payable upon TUSA's entry into an Alternative Transaction and is equal to the greater of (a) 3.25% of Total New Equity or (b) \$5.25 million." The Court scheduled a January 13, 2017 hearing, with objections due by January 6, 2017.

*(Financing continued on P. 15)*

## FINANCING TRANSACTIONS *CONTINUED*

### **Xtera Communications, Inc.**

Chapter 11: November 15, 2016

(December 22, 2016)

The U.S. Bankruptcy Court issued a final order approving Xtera Communications' D.I.P. financing motion. As previously reported, "The D.I.P. facility consists of super-priority post-petition financing is made up of a term loan in the principal amount of up to \$7,409,793. **H.I.G. European Capital Partners** is the D.I.P. lender, and

**Wilmington Trust** is the administrative and collateral agent....The agreement with H.I.G. contemplates approximately \$7.4 million in senior debtor in possession financing secured by substantially all assets of the Debtors to fund the Debtors through a sale process. Additionally, an affiliate of H.I.G. is acting as stalking horse bidder to purchase all of the Debtor's assets for a purchase price of \$10 million inclusive of amounts due under the DIP Financing."

---

## NEWS MAKERS

### **Kasowitz, Benson, Torres & Friedman Name Partner Named Ambassador**

President-Elect Donald J. Trump has nominated David M. Friedman, Name Partner at Kasowitz, Benson, Torres & Friedman LLP, to serve as U.S. ambassador to Israel. Friedman is Head of Kasowitz's Creditors' Rights and Bankruptcy Practice Group and represents, among others, debtors-in-possession, commercial lenders in complex real estate and industrial bankruptcies and informal restructurings, committees of creditors and equity security holders, hedge funds, high-yield mutual funds and other distressed investors, trustees in bankruptcy and acquirers of distressed businesses. He has published articles and lectured on novel and complex areas of bankruptcy law. Friedman has been a long-time adviser to President-Elect Trump and the Trump Organization.

### **Alvarez & Marsal Managing Director Appointed**

Alvarez & Marsal (A&M) announced the appointment of Myungchul "MC" Kim, an expert in corporate restructuring and business performance improvement, as Managing Director and Head of A&M Korea. Kim's appointment illustrates A&M's continued commitment to the Korean market, where the firm has been operating for more than 10 years. Kim will supervise A&M Korea's operations, strategy, business development and client management. He will work closely with A&M's Asian and global teams to bring world-class solutions to clients in Korea. A&M's footprint in Korea spans across corporate restructuring, performance improvement and transaction advisory. One of A&M's most notable roles includes serving as interim executives during and following the Lehman Brothers bankruptcy in 2008. Kim brings more than 20 years of business management and restructuring experience with leading companies in Korea. Prior to joining A&M, Kim was Managing Director of Hyundai Group's Strategic Planning Office. Recently, he led the successful debt restructuring for Hyundai Merchant Marine based on close cooperation between the government and a private company. Kim also served as a Managing Director of Doosan Group's Strategic Planning Office and was responsible for strengthening its capabilities and improving performance across the group's affiliates. Kim graduated from Hanyang University and earned an MBA from Carlson School of Management, University of Minnesota.

### **Brownstein President Named to Board**

NHS, a provider of community-based, non-profit education and human services, announced the addition of two new members to the organization's Board. Of most interest to restructuring professionals, Howard Brod Brownstein, President and C.E.O. of The Brownstein Corporation, and Reginald W. Wilkes, S.V.P. for Wealth Management at Merrill Lynch Investment Managers. Brownstein is President and C.E.O. of The Brownstein Corporation, where he provides turnaround management and advisory services to companies and their stakeholders. He also provides investment banking and fiduciary services, litigation consulting, investigations and valuations services. With over 25 years of experience, Brownstein has held partnerships and/or senior executive roles in turnaround management firms. He regularly serves on a number of Boards as a member, Chair and Committee Leader and has been named a Board Leadership Fellow by the National Association of Corporate Directors. Brownstein is a graduate of the Wharton School of Business and the College of Arts and Sciences of the University of Pennsylvania, and holds M.B.A and a J.D degrees from Harvard University.

## CLAIM TRANSFERS

Company	Transfer Date	Transfer to
Breitbart Energy Partners LP	12/22/16	Vendor Recovery Fund IV (*)
C&J Energy Services Ltd.	12/23/16	Cherokee Debt Acquisition (*)
Caesars Entertainment Operating Co., Inc.	12/19/16	TR Capital Management, LLC (*)
	12/20/16	Argo Partners (*)
	12/20/16	Liquidity Solutions, Inc.
	12/20/16	TR Capital Management, LLC
	12/21/16	Liquidity Solutions, Inc.
Chaparral Energy, Inc.	12/22/16	Vendor Recovery Fund IV (*)
ESP Resources, Inc.	12/19/16	Cherokee Debt Acquisition (*)
Illinois Power Generating Company	12/20/16	TRC Master Fund LLC
	12/21/16	TRC Master Fund LLC
Nortel Networks, Inc.	12/21/16	Jefferies Leveraged Credit Products, LLC
	12/22/16	Liquidity Solutions, Inc.
Peabody Energy Corporation	12/19/16	Oaktree Opportunities Fund IX, Inc. (*)
	12/19/16	Oaktree Opportunities Fund X Holdings, Inc. (Delaware)
	12/19/16	Oaktree Value Opportunities Fund Holdings, L.P.
	12/19/16	OaktreeOpps X Holdco
	12/20/16	US Debt Recovery XV, LP (*)
Performance Sports Group Ltd.	12/19/16	CRG Financial LLC (*)
	12/20/16	Argo Partners
	12/20/16	CRG Financial LLC (*)
	12/21/16	CRG Financial LLC (*)
	12/22/16	CRG Financial LLC (*)
Republic Airways Holdings Inc.	12/20/16	Tannor Partners Credit Fund, LP
	12/20/16	TRC Master Fund LLC (*)
	12/21/16	Contrarian Funds, LLC (*)
	12/21/16	Debello Investors (*)
	12/21/2016	Hain Capital Investors
	12/21/2016	J.H. Lane Partners Master Fund (*)
	12/21/2016	Seaport Loan Products, LLC (*)
	12/21/2016	US Debt Recovery XVII, LP (*)
	12/21/2016	Wexford Catalyst Investors (*)
Republic Airways Holdings Inc.	12/21/2016	Wexford Spectrum Investors (*)
	12/22/2016	Liquidity Solutions, Inc. (*)
SunEdison, Inc.	12/21/2016	Water Street Solar 1 (*)
UCI Holdings Limited	12/19/2016	CRG Financial LLC
Ultra Petroleum Corp.	12/23/2016	CRG Financial LLC

*\*Indicates numerous claims transferred on this date.*

## NEWS NOTES

### Caesars Entertainment Operating Company Covenant Breach Announced

According to documents filed with the SEC, Caesars Entertainment Corporation (CEC) announced that it received notice from its creditors claiming to hold a majority of the claims (the Majority Bank Creditors) under the first lien bank debt incurred by Caesars Entertainment Operating Company (CEOC), pursuant to third amended and restated credit agreement by and among CEC, CEOC, lenders party thereto and Credit Suisse AG, alleging breaches of certain covenants and obligations. The filing explains, "In particular, the Notice alleges that the PropCo First Lien Credit Agreement Documents (as defined in the Debtors' Third Amended Joint Plan of Reorganization [the 'Plan']) are materially inconsistent with the Bank RSA and unacceptable to the Majority Bank Creditors and CEOC is in breach of certain covenants relating thereto. The Notice states that pursuant to the Bank RSA, the unacceptable terms of the PropCo First Lien Credit Agreement Documents and existing covenant breaches, if not cured by 12:01 a.m. on December 24, 2016, shall give rise to 'Creditor Termination Events' (as defined in the Bank RSA) that entitle the Majority Bank Creditors to immediately terminate the Bank RSA." CEC notes that the applicable parties are currently in discussions; however, should the Bank RSA terminate, other creditors would also have the right to terminate support of the Debtors' restructuring. CEC's filing also states, "Further, as currently drafted, the Plan requires Majority Bank Creditor support in order to become effective."

### Energy Future Holdings Claims Settled

According to documents filed with the SEC, holders of first lien claims against Energy Future Intermediate Holdings (EFIH) and holders of second lien claims against EFIH have asserted certain makewhole claims under the indentures governing the first and second lien notes issued by EFIH. On December 16, 2016, the Debtors and restricted EFIH first lien creditors agreed in principle to settle the EFIH first lien makewhole claims (the "EFIH First Lien Settlement"): a 95% recovery on such claims if (a) holders of a certain class of unsecured claims against EFIH (Class B6) vote to accept the Amended Plan and (b) no EFIH unsecured noteholder objects to approval of the plan support agreement (PSA); or a 97% recovery on such claims if (a) the EFIH unsecured noteholders reject the Amended Plan or (b) any EFIH unsecured noteholder objects to approval of the PSA by the U.S. Bankruptcy Court, plus, in each case, 100% of unpaid interest unrelated to the EFIH first lien makewhole claims. On December 16, 2016, the Debtors and restricted EFIH second lien creditors agreed in principle to settle the EFIH second lien makewhole claims (the "EFIH Second Lien Settlement"): a 87.5% recovery on such claims if (a) the EFIH unsecured noteholders vote to accept the Amended Plan and (b) no EFIH unsecured noteholder objects to approval of the PSA by the Court; or a 92% recovery on such claims if (a) the EFIH unsecured noteholders reject the Amended Plan or (b) any EFIH unsecured noteholder objects to approval of the PSA by the Court, plus, in each case, 100% of unpaid principal, interest unrelated to the EFIH second lien makewhole claims, fees and expenses. The SEC filing continues, "Assuming an April 30, 2017 effective date of the Amended Plan, the amount of the EFIH First Lien Makewhole Claims will be approximately \$574.0 million and the amount of the EFIH Second Lien Makewhole Claims will be approximately \$244.6 million....Assuming an April 30, 2017 effective date of the Amended Plan, the following amounts unrelated to the EFIH First Lien Makewhole Claims will be due: approximately \$1.1 million in 'Additional Interest' and approximately \$1.2 million in interest on interest....The EFIH Second Lien Settlement provides for payment in full of principal, unpaid interest (including 'Additional Interest' and interest on interest) and of fees and expenses. Assuming an April 30, 2017 effective date of the Amended Plan, the following amounts unrelated to the EFIH Second Lien Makewhole Claims will be due: approximately \$1.7 billion in unpaid principal amount, approximately \$439.1 million in accrued unpaid interest and approximately \$46.3 million in accrued unpaid interest on interest. In the context of the EFIH Second Lien Settlement, the Restricted EFIH Second Lien Creditors estimated the amount of reimbursable fees and expenses through October 31, 2016 to be approximately \$17.1 million, though additional fees and expenses have accrued, and will continue to accrue."

## FROM THE DOCKET

See Docket Index on final pages for detailed reference information for all cases mentioned in this issue.

### Caesars Entertainment Operating Company Supplement Filed

Caesars Entertainment Operating Company filed with the U.S. Bankruptcy Court a fifth amendment to the Supplement for its Third Amended Joint Plan of Reorganization. The Supplement contains the following documents: Exhibit RR: summary of revised economic terms for the Propco first lien credit agreement, Propco first lien notes indenture and Propco second lien notes indenture (the terms in Exhibit RR replace the terms in Exhibit R [PropCo first lien credit agreement]), Exhibit S (PropCo first lien notes indenture) and Exhibit T (the PropCo second lien notes indenture. Court-filed documents note, "Incremental loans can be term loans or revolving commitments (i) \$60mm starter basket, plus (ii) pari 1L debt to finance acquisition of Option Properties, plus (iii) pari 1L debt for other purposes up to PF first lien closing leverage, plus (iv) junior lien debt (including 1.5L debt) up to PF closing secured leverage (plus any junior lien debt incurred to finance the Option Properties in excess of the closing secured leverage), plus (v) unsecured debt up to PF total closing leverage (plus any unsecured debt incurred to finance the Option Properties in excess of the closing leverage). Incremental compensation shall be paid to the term lenders in respect of clause (ii) above as follows: if first lien leverage exceeds 5.41, then interest rate on term loans will be increased to the lesser of (i) all in yield on such incremental first lien debt and (ii) the existing rate on the term loans plus (w) 150 bps if such increase occurs in months 0-12 after closing, (x) 125 bps if such increase occurs in months 13-24 after closing, (y) 75 bps if such increase occurs in months 25-36 after closing and (z) 25 bps if such increase occurs in months 37-48 after closing. No increase in interest rate if the Option Property 1L debt is incurred after month 48."

### Chaparral Energy Plan Filed

Chaparral Energy filed with the U.S. Bankruptcy Court a Joint Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The Plan contemplates certain transactions, including, without limitation, the following transactions with respect to Holders of Allowed Prepetition Credit Agreement Claims, (i) the Prepetition Credit Agreement will be deemed amended and restated in its entirety by the Exit Facility Credit Agreement, which is a four-year credit facility consisting of a \$225 million first-out revolving loan and a \$150 million second-out term loan, (ii) the Waived Postpetition Default Interest will be deemed released and waived for all purposes, and (iii) each Holder of an Allowed Prepetition Credit Agreement Claim will receive either (a) its Pro Rata share of (1) the Exit Facility Loans and (2) to the extent the outstanding Prepetition Credit Agreement Claims (excluding the Waived Postpetition Default Interest) exceed the Exit Facility Loans, cash sufficient to satisfy such excess, or (b) such other treatment as may be mutually agreed among the Debtors, the Required Consenting Noteholders, and the Consenting Prepetition Lenders holding at least 66 2/3% in principal amount of the Prepetition Credit Agreement Claims and that constitute at least half in number of the Prepetition Lenders; ...each Holder of an Allowed Old Parent Interest will not receive any recovery under the Plan on account of such Equity Interest." The Court scheduled a January 24, 2017 hearing to consider the Disclosure Statement, with objections due by January 17, 2017.

### CHC Group Plan Filed

CHC Group filed with the U.S. Bankruptcy Court a Second Amended Joint Chapter 11 Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The Plan is also value-maximizing for all stakeholders. Among other things the Plan provides for a \$300 million new money investment through the fully-backstopped Rights Offering; reduces the Debtors' prepetition debt by approximately \$925 million (prior to conversion of all of the New Second Lien Convertible Notes and by \$1.4 billion subsequent to such conversion); reduces the Debtors' annual Cash interest burden by 85%, which frees up approximately \$115 million in annual cash flow that can be used for reinvestment in the Debtors' business; provides for a global settlement between the Debtors and the Consenting Creditor Parties described more fully below; and provides for a right-sizing of the Debtors' fleet, including a significant reduction in rent expense." The Debtors also filed with the Court a committee letter in support of the Second Amended Joint Chapter 11 Plan of Reorganization.

*(From the Docket [CHC Group case update] continued on P. 19)*



**FROM THE DOCKET** *CONTINUED***CHC Group Disclosure Statement Filed, Approved**

CHC Group filed with the U.S. Bankruptcy Court an Amended and Revised Disclosure Statement for its Second Amended Joint Chapter 11 Plan of Reorganization. The Disclosure Statement notes, "The Plan is the product of extensive arms'-length negotiations, encompasses a global settlement and avoids litigation over numerous complex issues among all creditors pursuant to section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019. Such issues include, among others: the amount, value, and treatment of ABL Claims, Senior Secured Notes Claims, and Unsecured Notes Claims against the Debtors; the validity, extent and priority of the Liens securing the Senior Secured Notes; the value of the Debtors' encumbered and unencumbered Assets; any potential adequate protection or diminution in value Claims by the holders of Senior Secured Notes; any potential Claims to surcharge Collateral under section 506(c) of the Bankruptcy Code; the allocation of distributable value among the various creditor classes; and the Equity Value and the total enterprise value of the reorganized company premised upon the Debtors remaining as a going concern, which is conditioned upon the \$300 million new money investment. As part of the integrated, global settlement, the Plan also provides for a settlement of the allocation and distribution of value among holders of Allowed General Unsecured Claims." The Court subsequently approved the Disclosure Statement and scheduled a February 13, 2017 hearing to consider the Plan, with objections due by February 2, 2017.

**CHC Group PSA, Term Sheet Approved, Amended**

The U.S. Bankruptcy Court issued an order approving CHC Group's motion to enter into and approving a plan support agreement, backstop agreement and milestone term sheet. The Company subsequently filed with the Court a (i) third amendment to its plan support agreement (PSA) and (ii) backstop agreement. The notice states, "This Amendment is entered into by and among: (i) CHC Group (the 'Company'); (ii) the undersigned beneficial holders, or investment advisors or managers for the account of such beneficial holders together with their respective successors and permitted assigns, the 'Plan Sponsors', of the 9.25% Senior Secured Notes due 2020 issued under that certain Indenture, dated as of October 4, 2010, by and among CHC Helicopter S.A., as issuer, each of the guarantors named therein, HSBC Corporate Trustee Company (UK) Limited, as collateral agent, and The Bank of New York Mellon, as indenture trustee (iv) the Official Committee of Unsecured Creditors (the 'UCC'); (v) The Milestone Aviation Group Limited; (vi) Marble Ridge Capital as a beneficial holder (or an investment advisor to or manager for the account of such a holder) of 9.375% Senior Notes due 2021, issued by CHC Helicopter S.A. pursuant to that certain indenture, dated as of May 13, 2013, by and among CHC Helicopter S.A., as issuer, each of the guarantors named therein and Law Debenture Trust Company, as successor trustee; and (vii) Solus Alternative Asset Management LP ('Solus' and, together with Marble Ridge, the 'Individual Creditor Parties') as a beneficial holder (or an investment advisor to or manager for the account of such a holder) of Unsecured Notes.....Amendment to PSA is as follows: (a) Subsection (F) of Section 6(a)(ii) of the PSA is hereby amended and restated in its entirety as follows: '(F) obtain the entry by the Bankruptcy Court of the Final Cash Collateral Order by no later than January 9, 2017, which order is in all respects reasonably acceptable to the CHC Parties, Plan Sponsors and the UCC.' ....Amendment to backstop agreement is as follows: Subsection (F) of Section 10(a)(ii) of the Backstop Agreement is hereby amended and restated in its entirety as follows: '(F) obtain the entry by the Bankruptcy Court of the Final Cash Collateral Order (as defined in the Plan Support Agreement) by no later than January 9, 2017, which order is reasonably acceptable in all respects to the Requisite Plan Sponsors and the Debtors.'"

*(From the Docket continued on P. 20)*

---

## FROM THE DOCKET *CONTINUED*

### China Fishery Group Extension Sought

China Fishery Group affiliate Pacific Andes Resources Development (PARD) filed with the U.S. Bankruptcy Court a motion to extend by 120 days the exclusive period during which the Company can file a Chapter 11 plan and solicit acceptances thereof through and including March 31, 2017 and May 31, 2017, respectively. The motion explains, "The Court should grant PARD an extension of the Exclusive Periods, to March 31, 2017 and May 31, 2017, respectively. William Brandt, the Chapter 11 Trustee for CFG Peru Singapore, has expressed his support for this extension while he works to assess and stabilize the Peruvian businesses. The Trustee has specifically requested that the Debtors hold off on their own independent efforts to develop and communicate a chapter 11 plan term sheet and business plan. This development, coupled with the fact that the Debtors' cases have several layers of complexity, including with respect to the number of Debtors and their affiliates, their location around the world, their involvement in insolvency proceedings in at least four other jurisdictions, and the complex reporting (which they have been complying with) all support the extension requested in this Motion....The Debtors have kept their lender group apprised of these developments while maintaining timely compliance with their reporting requirements. The lenders have also met independently with the Trustee." The Court scheduled a January 4, 2017 hearing to consider the motion.

---

### Dakota Plains Holdings Bid Procedures Approval Sought

Dakota Plains Holdings filed with the U.S. Bankruptcy Court a motion for entry of (i) an expedited order approving bidding procedures and bid protections in connection with the sale of substantially all of the Debtors' assets, scheduling an auction and sale hearing, approving procedures for the assumption and assignment of contracts and (ii) an order approving the asset purchase agreement between the Debtors and the purchaser, authorizing the sale of substantially all of the Debtors' assets free and clear of liens, claims, encumbrances and interests and authorizing the distribution of excess sale proceeds to secured creditors. The motion explains, "The Debtors and BioUrja Trading, LLC (the 'Stalking Horse Bidder') have entered into a Stalking Horse Purchase Agreement, whereby the Stalking Horse Bidder proposes to purchase substantially all of the Debtors' assets for cash consideration of approximately \$8.550 million (the 'Purchase Price'), which will serve as a competitive baseline of recovery for the Debtors' stakeholders. A break-up fee shall not exceed 3.5% of the Purchase Price (the 'Breakup Fee'), payable as set forth in Sections 3.5 and 7.1 of the Stalking Horse Purchase Agreement in the event that the Stalking Horse Purchase Agreement is terminated. The deposit amount is \$1.71 million." The following dates are scheduled: Auction on January 23, 2017, sale hearing on January 27, 2017, with objections due by seven calendar days after the bid deadline set on January 19, 2017. The Court scheduled a December 29, 2016 hearing to consider the motion.

---

### Energy Future Holdings Dismissal Denied

The U.S. Bankruptcy Court issued an order denying the motion of individual parties Shirley Fenicle, David William Fahy, John H. Jones and David Heinzmann to dismiss the Chapter 11 cases of Energy Future Holdings' "Asbestos Debtors": EECI, EEC Holdings, LSGT SACROC and LSGT Gas on the grounds that the bankruptcy petitions were not filed in good faith. The order states, "The evidence clearly establishes that based on the totality of the circumstances the LSGT Debtors' bankruptcy petitions were filed in good faith because the filing was for a valid bankruptcy purpose and not as a litigation tactic. The LSGT Debtors' bankruptcy was filed for three primary purposes. First, they were filed to avoid immediate cash flow insolvency....Second, the Debtors as a whole were facing the prospect of a huge \$6.5 billion deconsolidation tax for which three of the LSGT Debtors would have been jointly and severally liable....Third, the LSGT Debtors filed bankruptcy in the hope of negotiating a resolution in bankruptcy that would maximize both the value of their assets and the recovery on their asbestos related claims....The plan currently before the Court and scheduled for confirmation in February 2017 provides just that, even though EFH Corp.'s other unsecured creditors are impaired to the tune of ten cents on the dollar and all other intercompany claims are being discharged."

*(From the Docket continued on P. 21)*

**FROM THE DOCKET** *CONTINUED***Erickson Plan Filed**

Erickson filed with the U.S. Bankruptcy Court a Chapter 11 Joint Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The Plan provides for the resolution of Claims against and Interests in the Debtors and implements a distribution scheme pursuant to the Bankruptcy Code. Distributions under the Plan shall be made with: (1) Cash on hand, including Cash from operations; (2) the New Common Stock; (3) the New First Lien Credit Facility (4) the New Second Lien Credit Facility; (5) the Rights; (6) the proceeds from the Rights Offering; and (7) interests in the Litigation Trust, as applicable. Under the Plan, Claims and Interests are classified and each class has its own treatment. The table below describes each class of Claims and Interests, which holders of Claims and Interests belong in each class, the treatment of each class of Claims or Interests, and the expected recovery of each holder of Claims or Interests in the respective class....With respect to an Other Secured Claim, the holder of that Claim will receive on account of such Claim either (i) a payment equal to 100% of its Claim in Cash on the Effective Date; (ii) the collateral securing its Allowed Class 2 Claim; provided, however, any collateral remaining after satisfaction of such Allowed Class 2 Claim shall revert in the applicable Reorganized Debtor pursuant to the Plan, or (iii) Reinstatement of its Allowed Class 2 Claim; If a Class of Claims or Interests is Impaired under the Plan, at least one such Class of Claims or Interests will have accepted the Plan, determined without including any acceptance of the Plan by any insider holding a Claim or Interest of that Class." The Court scheduled a February 2, 2017 hearing to consider the Disclosure Statement.

**GreenHunter Resources Sale Approval Sought**

GreenHunter Resources filed with the U.S. Bankruptcy Court a motion to sell property of the estate (1048 Texan Trail Building) free and clear of liens, claims and encumbrances. The sale motion explains, "The Debtors have received an offer from a buyer, Adrian Jayasinha and Vivian Gray ('Buyer'), or their designee, for the above referenced Property for the cash sum of \$1.7 million ('Purchase Price') subject to a \$100,000 credit for various repairs on the Property, leaving a Net Purchase Price of \$1.6 million ('Net Purchase Price')....The Debtors also retained a realtor, David Cook, Managing Director of Sperry Van Ness | David Cook Co. ('Broker'). Pursuant to the terms of the Order Authorizing the Employment of Sperry Van Ness | David Cool Co. as Texas Real Estate Broker, Broker is entitled to a six percent (6%) commission of the gross purchase price of the Property payable at closing, or a lower agreed amount." No hearing will be conducted hereon unless a written response is filed before close of business on January 13, 2017.

**Hampshire Group Sale Approval Sought**

Hampshire Group filed with the U.S. Bankruptcy Court a motion for the sale of property free and clear of liens and for entry of orders (i) (a) approving bid procedures for the Debtors' James Campbell assets; (b) approving notice procedures for the solicitation of bids, an auction and the assumption and assignment of any executory contracts and unexpired leases in connection therewith; (c) scheduling an auction for the sale and (ii) approving the sale of the James Campbell assets. The motion explains, "Debtor HGL, as buyer, and Maverick J and Maverick J, SPE, as sellers, entered into an Installment Purchase and Sale Agreement in connection with HGL's purchase of assets relating to the James Campbell Brand. The Installment Purchase and Sale Agreement called for installment payments aggregating \$1,250,000, plus the assumption of certain liabilities, plus the payment of Excess Payments equal to 5% of annual Net Sales in excess of \$5,000,000 commencing on December 31, 2013 and ending on December 31, 2018, until such time when Maverick J has received an aggregate of \$2,500,000 in purchase price, at which time, the percentage of Net Sales to be paid on Excess Payments shall be reduced to 2.5%. Once HGL had paid an aggregate of \$1,250,000 in purchase consideration, title to the James Campbell Brand was to be conveyed to HGL....All interested bidders will be required to submit a deposit in the amount of \$75,000 in connection with their bids. Initial Bids must be received by the Bid Deadline of January 6, 2017. If more than one Qualified Bid is received by the proposed January 6, 2017 Bid Deadline, the Debtors currently propose to hold an auction of the James Campbell Assets on or about January 9, 2017."

*(From the Docket continued on P. 22)*

## FROM THE DOCKET *CONTINUED*

### **LINN Energy Extension Sought**

LINN Energy filed with the U.S. Bankruptcy Court a motion to extend the exclusive period during which the Company can file a Chapter 11 plan and solicit acceptances thereof through and including May 16, 2017 and July 15, 2017, respectively. The motion explains, "A hearing on the confirmation of the Amended LINN Plan and the Amended Berry Plan is set for January 24, 2017. The Debtors are working tirelessly to emerge from bankruptcy as a successful going concern in early February 2017--well in advance of the March 1, 2017 outside date set forth in the restructuring support agreement between the LINN Debtors and certain of the LINN First Lien Lenders, an ad hoc group of LINN Second Lien Lenders, and an ad hoc group of LINN Unsecured Noteholders (the 'LINN RSA') and the restructuring support agreement entered into between the Berry Ad Hoc Group, the Berry First Lien Lenders, and the Berry Debtors (the 'Berry RSA'). By this Motion and out of an abundance of caution, the Debtors are requesting an additional 120-day extension<sup>4</sup> of the Exclusive Periods...to ensure that the Debtors have sufficient time to consummate the Amended LINN Plan and the Amended Berry Plan, and achieve the successful conclusion of these cases for which the Debtors have worked so hard and the realization of which is so close at hand."

### **LINN Energy Plan Filed, Disclosure Statement Approved**

LINN Energy Debtors Linn Acquisition and Berry Petroleum filed with the U.S. Bankruptcy Court an Amended Joint Chapter 11 Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "In the event that any hedging counterparty to the Debtors is not party to the Berry Exit Facility or does not otherwise receive any assignments of loan commitments on account of such Berry Exit Facility, such hedging counterparty shall receive Liens and security interests that are paripassu with those Liens and security interests received by hedging counterparties that are also lenders under the Berry Exit Facility. The Berry Administrative Agent and the administrative agent under the Berry Exit Facility shall use its reasonable good-faith efforts to work with such hedging counterparties to the Debtors that are not also lenders to the Berry Exit Facility, as applicable, to assign loan commitments under the Berry Exit Facility to any such hedging counterparty to the Debtors that is not also a Berry Lender." The Court subsequently approved the Disclosure Statement and scheduled a January 24, 2017 hearing to consider the Plan.

---

### **Magnetation Sale Approved**

The U.S. Bankruptcy Court approved Magnetation's motion for an order (i) authorizing entry into and performance under an asset purchase agreement (APA) by and among the Debtors, MG Initial Purchaser ("Initial Buyer") and ERP Iron Ore; (ii) approving the sale and transfer of the Debtors' assets and liabilities in accordance with the APA and (iii) authorizing the assumption and assignment of certain executory contracts and unexpired leases in connection with the sale. As previously reported, "To date, the Debtors have not received a higher or better offer than that presented by ERP, and ERP has expressed that it intends to restart the Debtors' operations in the future, which could translate to the generation of jobs and a source of business for local vendors. Accordingly, the Debtors determined that the APA was in the best interests of the Debtors' estates, and on December 6, 2016, the parties executed the APA. The APA contemplates that the DIP Agent will credit bid \$22.5 million of its allowed claims secured by the assets proposed to be purchased pursuant to section 363(k) of the Bankruptcy Code and applicable nonbankruptcy law and in accordance with the applicable provisions of the DIP Credit Agreement. The DIP Agent formed the Initial Buyer and contributed \$22.5 million of allowed secured claims to it in order to credit bid, and the Initial Buyer will then transfer its rights and obligations under the APA to ERP in exchange for \$22.5 million of notes issued by ERP and secured by collateral of ERP and certain collateral of an affiliate of ERP, and guaranteed by such affiliate and certain individuals."

*(From the Docket continued on P. 23)*

## FROM THE DOCKET *CONTINUED*

### **Modular Space Holdings Hearings Scheduled**

The U.S. Bankruptcy Court issued an order approving Modular Space Holdings' motion for an order (i) scheduling a combined Disclosure Statement and Plan hearing and related objection deadlines and solicitation procedures, (ii) approving notice and objection procedures for the assumption, assignment and rejection of executory contracts and unexpired leases and (iii) extending the time and (upon confirmation) waiving the requirements that statements and schedules be filed and a creditors' meeting be convened. The Court scheduled a February 7, 2017 hearing to consider both the Disclosure Statement and Plan, with objections due by January 25, 2017.

---

### **Nortel Networks Reconsideration Denied**

The U.S. Bankruptcy Court issued an order denying Nortel Trade Claims Consortium's motion to reconsider and vacate the Court's December 18, 2014 post-petition interest (PPI) settlement order and objection to the crossover bonds claims asserted by crossover bondholders against Nortel Networks (NNI) on account of various bonds issued by NNC and/or NNL and guaranteed by NNI. The denial order states, "The Court heard argument on the Motion and the Objections on December 20, 2016. Now therefore, for the reasons the Court stated on the record, namely, that the Motion is untimely, the Motion is denied."

### **Nortel Networks Mediator Named**

The U.S. Bankruptcy Court issued an order naming a mediator to the Nortel Networks cases for referral of certain matters to mediation to assist the parties in resolving matters related to the adversary proceedings between the Debtors and SNMP Research International and SNMP Research. The order states, "Judge Joseph J. Farnan is appointed as mediator to conduct a confidential mediation concerning the mediation Matters to be held in Knoxville, Tennessee on January 12, 2017. Subject to the availability of Judge Farnan, the parties shall attend any such further sessions as some or all of the Mediation Parties may conclude would be helpful. The Mediator may conduct the mediation as the mediator sees fit, establish rules of the Mediation and consider and take appropriate action on any matters the Mediator deems appropriate in order to conduct the mediation, subject to the terms of this Order....The Debtors are authorized and directed to pay one-half of the reasonable fees and costs related to the services of the Mediator and the SNMP Research shall pay the other half of such reasonable fees and costs."

### **Nortel Networks Compromise Approval Sought**

Nortel Networks filed with the U.S. Bankruptcy Court a motion to approve a compromise and settlement agreement by and among the Debtors and the Pension Benefit Guaranty Corporation with respect to PBGC claims and related issues. The motion explains, "As a result of a mediation overseen by the Court-appointed mediator, Judge Joseph Farnan, the Debtors and the PBGC have reached an agreement that provides the PBGC with a single allowed general unsecured claim against each of the Debtors in their respective Chapter 11 Cases in the amount of \$624,601,972, subject to a cap on the PBGC's right to receive distributions on such allowed claims in the maximum aggregate amount of \$565,000,000. This allowed claim, as capped, would be granted in full satisfaction of any claims the PBGC may have against the Debtors, which have been asserted in an amount in excess of \$700,000,000....After vigorous arms-length negotiations, the Debtors and the PBGC were able to reach a compromise to settle the dispute over the PBGC Claims and the Objection. Subject to the Court's approval, the Settlement Agreement provides, in pertinent part, that the PBGC shall receive a single allowed general unsecured claim against each of the Debtors in the amount of \$624,601,972 (the 'Allowed Unsecured Claim'); the allowance of the Allowed Unsecured Claim shall be granted in full satisfaction of any and all claims that have been or could have been asserted by the PBGC against the Debtors; the PBGC shall not have any further claims against any of the Debtors; the maximum aggregate distributions the PBGC shall receive on its Allowed Unsecured Claim from the Debtors is \$565 million." The Court scheduled a January 9, 2017 hearing to consider the motion, with objections due by January 5, 2017.

*(From the Docket continued on P. 24)*



**FROM THE DOCKET** *CONTINUED***Peabody Energy Plan Filed**

Peabody Energy filed with the U.S. Bankruptcy Court a Joint Chapter 11 Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The Restructuring contemplated by the Plan will reduce the Debtors' debt burden by over \$6.6 billion, a necessary step for the Company's financial health given the volatile industry in which the Company operates. The Plan will provide creditors with recoveries, funded in large part by a \$1.5 billion first lien exit facility, subject to being upsized as described herein, a \$750 million rights offering available to holders of Allowed Second Lien Notes Claims in Class 2 and Allowed General Unsecured Claims in Class 5B (General Unsecured Claims against the Encumbered Guarantor Debtors)<sup>8</sup> as of the Record Date<sup>9</sup> and a \$750 million direct investment (the 'Private Placement') by the Noteholder Co-Proponents and certain additional creditors who become party to the Rights Offering Backstop Commitment Agreement<sup>10</sup> and the Private Placement Agreement....The First Lien Lender Co-Proponents have agreed that holders of First Lien Lender Claims will backstop the Exit Facility to ensure consummation of the Plan by agreeing to take up to \$1.5 billion in take-back paper (the 'Replacement Secured First Lien Term Loan')....Similarly, the Ad Hoc Group of Second Lien Noteholders has agreed that, in the Debtors' sole discretion, in partial satisfaction of their Claims, the Second Lien Noteholders may receive \$450 million in cash, \$450 million of first lien debt on the same terms as the Exit Facility (the 'Additional First Lien Debt') or \$450 million of new second lien notes (the 'New Second Lien Notes') on the material terms and conditions set forth on Exhibit I.A.140. to the Plan. Finally, the Noteholder Co-Proponents and other parties to the Rights Offering Backstop Commitment Agreement have agreed to backstop the \$750 million Rights Offering and invest through the \$750 million Private Placement in order to ensure that the Debtors raise the \$1.5 billion that will be necessary to consummate the Plan. These significant financial contributions from these large creditor constituencies are part of the Global Settlement, and the Global Settlement serves as the cornerstone of the Plan." President and C.E.O. Glenn Kellow comments, "The plan charts Peabody's course forward and reflects an enormous amount of work by the company and multiple creditor groups to advance a proposal that has broad consensus, maximizes the value of the enterprise and paves the way for a sustainable future." The Court scheduled a January 26, 2017 hearing to consider the Disclosure Statement with a March 16, 2017 Plan hearing to follow.

**Peabody Energy PSA, Backstop Approval Sought**

Peabody Energy (PEC) filed with the U.S. Bankruptcy Court a motion for an order (I) approving (A) a private placement agreement (PPA) and (B) a backstop commitment agreement (BCA); (II) authorizing the Debtors to enter into and perform under (A) the plan support agreement, (B) the PPA and (C) the BCA; (III) approving the conduct of, procedures for and the payment of certain expenses related to the rights offering that the Debtors intend to effectuate in accordance with their Chapter 11 Plan. The motion explains, "Obtaining commitments for an equity investment in a coal company of the magnitude that is contemplated by the Private Placement Agreement and the Backstop Agreement--\$1.5 billion--is nothing short of extraordinary....The Private Placement Agreement sets forth the terms by which the Debtors will raise \$750 million through the issuance and sale of mandatory convertible preferred equity in Reorganized PEC. The rights offering and related Backstop Commitment Agreement will provide the Debtors with an additional \$750 million of new equity capital by allowing the holders of allowed second lien note claims and the holders of certain allowed general unsecured claims to exercise subscription rights for the purchase of new common stock of Reorganized PEC. Furthermore, the terms of the Private Placement Agreement and Backstop Commitment Agreement allow holders of second lien note claims and holders of senior unsecured note claims that are accredited investors to participate in the backstop of the \$1.5 billion equity raise if such parties execute the Plan Support Agreement within 20 business days of the filing of this Motion. 6. If effectuated, the Debtors' Plan will result in (a) the deleveraging of the Debtors' balance sheet by no less than \$6.6 billion, (b) a new money equity capital infusion of \$1.5 billion." The Court scheduled a January 26, 2017 hearing to consider the agreements, with objections due by January 12, 2017.

*(From the Docket continued on P. 25)*

## FROM THE DOCKET *CONTINUED*

### **Performance Sports Group CBO Appointment Approved**

The U.S. Bankruptcy Court issued an order directing the U.S. Trustee assigned to the Performance Sports Group case to appoint a consumer privacy ombudsman (CBO). The order states, "Upon review of the certification of counsel regarding order directing the U.S. Trustee to appoint a consumer privacy ombudsman; and it appearing to the Court that the Debtors are pursuing a sale transaction that may involve a transfer of personally identifiable information...and upon consent of the Debtors, it is hereby Ordered that: The U.S. Trustee is directed to appoint one disinterested person (other than the U.S. Trustee) to serve as the consumer privacy ombudsman in these chapter 11 cases... the consumer privacy ombudsman shall comply with section 332 of the Bankruptcy Code at all times and file any report with the Court prior to the joint hearing to consider approval of the sale of all, substantially all, of the Debtors' assets on February 6, 2017."

### **Performance Sports Group KEIP/KERP Approval Sought**

Performance Sports Group filed with the U.S. Bankruptcy Court a motion for entry of an order approving the Debtors' key employee incentive plan (KEIP) and key employee retention plan (KERP) for certain employees and authorizing payments contemplated thereunder. The motion explains, "Debtors have identified 6 senior executives to receive payments under the KEIP and 60 non-insider employees to receive payments under the KERP (collectively, the 'Eligible Employees'), all of whom possess institutional knowledge and skills that are essential to the Debtors' restructuring efforts....If the Sale Proceeds exceed the Stalking Horse Consideration by \$5,000,000 (i.e. the cash consideration realized by the estates from the purchase price is \$580,000,000 after payment of any applicable bid protections), the KEIP Participants will be entitled to Tier 1 'Target' payouts (i.e. 100% of their target bonuses). If Sale Proceeds exceed the Stalking Horse Consideration by at least \$50,000,000 (i.e. the cash consideration realized by the estates from the purchase price reaches \$625,000,000), KEIP Participants will be entitled to 'Tier 2' compensation of 200% of their target bonuses. If cash consideration realized by the estates from the purchase of the available assets exceeds \$625,000,000, the KEIP Participants will be entitled to an aggregate payout which equals 3% of the total consideration above \$625,000,000 as additional bonus on top of the Tier 2 'Stretch' bonuses....If the Tier 1 'Target' level is met, the KEIP will have a total plan cost of \$1,776,753, which amounts to an average of \$296,125 per KEIP Participant. If the Tier 2 'Stretch' level is met, the KEIP will have a total plan cost of \$3,553,505, which amounts to an average of \$592,251 per KEIP Participant. Payouts were determined based on a percentage of each KEIP Participant's target bonus. If the Tier 1 'Target' level is met, no KEIP Participant will receive more than \$750,000; if the Tier 2 'Stretch' level is met, no KEIP Participant will receive more than \$1,500,000." The Debtors also filed with the Court a motion to file certain unredacted version of the KEIP/KERP motion under seal, and directing parties to redact confidential information. The Court scheduled a January 10, 2017 hearing to consider both the KEIP/KERP motion and its seal, with objections due by January 3, 2017.

### **Performance Sports Group Exhibit Added**

Performance Sports Group filed with the U.S. Bankruptcy Court a notice of filing of redacted Exhibit B to (1) the Debtors' motion for an order approving (i) a key employee incentive plan (KEIP) and (ii) key employee retention plan (KERP) and (2) motion for (i) an order authorizing the Debtors to file (a) its motion for approval of KEIP and KERP in redacted form publicly and (b) an unredacted version under seal and (ii) directing parties to redact confidential information. According to documents filed with the Court, "The exhibit contains charts which show a summary of the KEIP and KERP including the number of participants, the total plan cost and the average cost per participant. The KEIP payouts are based on total consideration from Sale. No KEIP payments are earned unless the Company closes a transaction with Sale proceeds to the Company equal to or greater than \$580 million. The KERP provides retention payments to 60 employees ranging from 12.5% to 25% of annual base salary. The average retention payment is equal to 21% of annual base salary."

*(From the Docket continued on P. 26)*

## FROM THE DOCKET *CONTINUED*

### **Republic Airways Holdings Plan Filed**

Republic Airways Holdings filed with the U.S. Bankruptcy Court a Second Amended Joint Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, the section on Class 2(a) (Reinstated Aircraft Secured Claims) is amended to add the following: "Under the Plan and based on the Debtors' estimate of Allowed General Unsecured Claims, American will receive a distribution representing approximately 25% of the New Common Stock, Delta will receive a distribution representing approximately 17.35% of the New Common Stock, and United will receive a distribution representing approximately 19.16% of the New Common Stock (and American, Delta and United will collectively receive distributions representing approximately 61.51% of the New Common Stock). Additionally, certain other claimants, including affiliates of Embraer S.A. and GE Capital Aviation Services LLC are each expected to receive a distribution representing more than 5% of the New Common Stock....Given the concentrated holdings of the New Common Stock upon emergence from chapter 11, a few of the large holders of New Common Stock, were they to act as a group, could control the outcome of certain actions requiring stockholder approval, including the election of directors, or block actions requiring majority or supermajority consent."

### **Republic Airways Holdings Extension Sought**

Republic Airways Holdings filed with the U.S. Bankruptcy Court a second motion to extend the exclusive period during which the Company can file a Chapter 11 plan and solicit acceptances thereof through and including March 31, 2017 and June 1, 2017, respectively. The motion explains, "Republic submits that the requested extensions of the Exclusive Periods will allow the plan process to continue in a rational manner, preserve enterprise value, and provide Republic with a fair and reasonable opportunity to solicit acceptances and proceed to confirmation as contemplated by chapter 11 of the Bankruptcy Code." The Court scheduled a January 18, 2017 hearing on the motion.

### **Republic Airways Holdings Disclosure Statement Filed, Approved**

Republic Airways Holdings filed with the U.S. Bankruptcy Court a Modified Disclosure Statement for the Second Amended Joint Plan of Reorganization. The Court subsequently approved the Disclosure Statement. According to documents filed with the Court, "Given the concentrated holdings of the New Common Stock upon emergence from chapter 11, a few of the large holders of New Common Stock, were they to act as a group, could control the outcome of certain actions requiring stockholder approval, including the election of directors, or block actions requiring majority or supermajority consent." The modified Disclosure Statement notes, "On November 28, 2016, the Court entered an order granting the relief requested in the Merger Approval Motion [ECF No.1236], and, as a result, Republic Airline and Shuttle will be merged effective January 31, 2017 irrespective of whether the Effective Date has yet occurred."

---

### **Stone Energy Objections Filed**

Stone Energy and its ad hoc noteholder group filed with the U.S. Bankruptcy Court separate objections to the ad hoc shareholders' committee's motion to appoint an official committee of equity security holders. The Company argues, "Unfortunately, however, the incontrovertible facts demonstrate no basis to conclude that there would be any recovery for existing equity absent the agreement of the Consenting Banks holding 100% of the \$341,500,000 of Prepetition Banks Claims and Consenting Noteholders holding 79.7% of the \$1,075,000,000 of Prepetition Notes Claims reflected in the Restructuring Support Agreement and the Plan....The appointment of an equity committee is an extraordinary remedy. Applicable case law provides that solvency is a prerequisite for the appointment of an official committee of equity holders. Here, the movant (the 'Ad Hoc Equity Group') has not, and cannot, meet its heavy burden to prove that the Debtors are solvent. There is no doubt that the Debtors are insolvent. The Ad Hoc Equity Group also has not, and cannot, meet its heavy burden to prove that the Stone Board and the Debtors' management are unable to adequately take into account the interests of equity holders....While the appointment of an equity committee is not necessarily incompatible with an expeditious confirmation, counsel for the Ad Hoc Equity Group has already informed the Court that it intends to seek 'months' of remarketing of the Debtors' Appalachia business."

*(From the Docket [Stone Energy case update] continued on P. 27)*

## FROM THE DOCKET *CONTINUED*

### Stone Energy Committee Order Issued

The U.S. Bankruptcy Court issued an agreed order resolving Stone Energy's ad hoc committee of shareholders' motion to appoint an official committee of equity security holders. The Court issued a stipulation resolving the motion. According to the stipulation, "Holders of Prepetition Notes Claims shall receive their respective Pro Rata share of (i) the Prepetition Notes Cash, (ii) the New Secured Notes and (iii) the number of shares of New Common Stock constituting ninety-five percent (95%) of the shares of New Common stock to be issued and outstanding pursuant to the Plan on the Effective Date, prior to dilution for the Management Equity Incentive Program and the New Warrants; provided, that in the event the Bankruptcy Court enters an order prior to the Effective Date appointing any official committee of equity security holders....The New Common Stock distributed...shall be increased to ninety-six percent (96%) of the shares of New Common Stock...Holder of Old Common Stock...shall receive its Pro Rata share of the number of shares of the New Common Stock constituting five percent (5%) of the shares of New Common Stock to be issued and outstanding pursuant to the Plan on the Effective Date...provided that in the event the Bankruptcy Court enters an order prior to the Effective Date appointing any official committee of equity security holders....The New Common Stock distributed...shall be reduced to four percent (4%) of the shares of new Common Stock....The Ad Hoc Equity Group will support confirmation of the Plan as amended."

---

### STW Resources Holding Extension Approved

The U.S. Bankruptcy Court approved STW Resources Holding's motion to extend the exclusive period during which the Company can file a Chapter 11 plan and solicit acceptances thereof through and including February 28, 2017 and April 29, 2017, respectively. As previously reported, "The extensions are necessary and appropriate in order for the Debtor to have the opportunity contemplated by the Bankruptcy Code to propose a chapter 11 plan and solicit acceptances of such plan. At the November 1, 2016 evidentiary hearing, the Debtor has made significant progress in furtherance of reorganization under Chapter 11, including, most importantly, the identification of a committed plan sponsor to capitalize the special purpose entity needed to facilitate a feasible plan....With the identification and involvement of Redwood as an important partner in the reorganization process the Debtor expects to move forward more expeditiously. Losing exclusivity at this point, however, could cause this progress to come to halt."

---

### SunEdison Sale Approval Sought

SunEdison filed with the U.S. Bankruptcy Court a motion for an order (a) approving the sale of certain equity interests in Seven Minnesota Projects free and clear to AES Distributed Energy ("Buyer"), (b) approving certain releases in connection therewith and (c) granting related relief. The motion explains, "Aside from the Project Companies covered by the SoCore Sale, one additional Project Company is included in the Sale Transaction--the Stolee project. The PSA contemplates the sale of the Equity Interests in the companies that own the Sale Projects (the 'Project Companies') to the Buyer for a total of \$20,851,700, subject to certain adjustments, and is comprised of a \$13,173,250 development fee (the 'Base Price'), reimbursement of \$3,300,000 of deposits under the State of Minnesota's Community Solar Garden Program ("CSG Deposit Fees"), and reimbursement of \$4,378,450 in estimated interconnection costs (the "Estimated Interconnection Costs") previously paid for by the Debtors (collectively, the 'Purchase Price')....Once the Seller confirmed that SoCore was not interested in closing on the Sale Projects, it began a further marketing process to solicit additional bids, which ran from September 15 through September 30, 2016. The Seller received four bids during the course of this final process. The Buyer's bid was initially the second highest bid, however the high bidder presented substantially greater execution risk. After significant negotiations, the Buyer agreed to match the highest bid by providing an additional \$500,000 in consideration. As a result of these factors, the Seller selected the Buyer to purchase the Equity Interests." The Court scheduled a January 12, 2017 hearing to consider the motion, with objections due by January 5, 2017.

*(From the Docket continued on P. 28)*



## FROM THE DOCKET *CONTINUED*

### Triangle USA Petroleum Plan Filed

Triangle USA Petroleum (TUSA) filed with the U.S. Bankruptcy Court a First Amended Joint Chapter 11 Plan of Reorganization and related Disclosure Statement. According to the Disclosure Statement, "The Plan sets forth the proposed treatment of Claims against, and Interests in, the Debtors. It provides for payment in full of administrative, priority tax, and other priority claims. Secured claims other than claims arising under the RBL Credit Facility will be paid in full in cash or otherwise left unimpaired. RBL Claims will be paid in full in Cash on the Effective Date. Holders of TUSA General Unsecured Claims, including all Senior Notes Claims, will receive their Pro Rata Share of the new common stock of New TUSA HoldCo, and, to the extent eligible under applicable securities laws and regulations, will have the opportunity to participate in a rights offering for the purchase of up to approximately \$185 million in convertible preferred stock of New TUSA HoldCo. In lieu of new equity in the Reorganized Debtors, Holders of TUSA General Unsecured Claims less than \$150,000 will receive a cash distribution of up to \$0.50 for each \$1.00 of their Allowed Claims; Holders of TUSA General Unsecured Claims greater than \$150,000 may also elect such 'convenience class' treatment by voluntarily reducing their claims to \$150,000. Each Holder of an Allowed Ranger Unsecured Claim will receive its Pro Rata Share of a Cash amount allocated from proceeds of the Rights Offering or another source of plan funding. Distributions under the Plan, and the Reorganized Debtors' future operations, will be funded in part by (a) a new senior secured, reserve-based Exit Facility and (b) a new-money Rights Offering, through which Eligible Holders of TUSA General Unsecured Claims may subscribe for the purchase of up to approximately \$185 Million of Rights Offering Securities. Certain members of the Ad Hoc Noteholder Group have agreed to backstop \$150 million of the Rights Offering."

### Ultra Petroleum Trustee Sought

Ultra Petroleum's ad hoc committee of unsecured creditors filed with the U.S. Bankruptcy Court a motion for an order (i) appointing a Chapter 11 trustee or (ii) in the alternative, appointing independent directors to the Company's board. The motion explains, "The Debtors have chosen this path despite their belief that they are solvent. In sum, the Debtors are using these chapter 11 cases for the benefit of their equity holders and structurally junior creditors at the parent level to the detriment of their senior creditors and other parties in interest, who have been completely excluded from the plan negotiation process. Moreover, the Debtors are operating with blatant conflicts of interest that have been brought to the fore by the terms of the PSA and the Plan....At the Debtors' assumed valuation of \$6 billion, management stands to receive its pro rata share of 41% of the pro forma new equity issued under the Plan on account of its Holdco equity ownership (as well as subscription rights to participate in a rights offering for an additional 25% of the new equity) and nearly \$292.5 million under a management incentive plan (the 'MIP') Opco's senior creditors, on the other hand, are being crammed down by an ostensibly highly solvent company. Messrs. Watford and Shaw appear committed to supporting a restructuring that reallocates value from Opco (and the Debtors' senior most creditors) to Holdco, and into their pockets. This self-dealing is highly inappropriate and should not be countenanced....Current management has been given the time and opportunity to 'do the right thing' and they have failed to do so in every instance. Unfortunately, the terms of the PSA and the Plan crystalize the concerns expressed by the Senior Creditor Committee early on in these cases." The Court scheduled a January 19, 2017 hearing on the motion.

### Ultra Petroleum Exhibits Filed

Ultra Petroleum filed with the U.S. Bankruptcy Court Disclosure Statement Exhibits for the Joint Chapter 11 Plan of Reorganization. The filing contains the following documents: Exhibit D: financial projections, Exhibit E: valuation analysis, Exhibit F: liquidation analysis and Exhibit H: summary of certain indicative terms and conditions of the New OpCo notes and additional new OpCo Notes (the "New OpCo Notes Term Sheet").



## PUBLIC FILINGS

### **DAKOTA PLAINS HOLDINGS, INC.**

**Business:** Integrated Midstream Energy Co.

**Address**

294 Grove Lane East  
Wayzata, MN 55391  
952 473-9950

**Employees:** 49

**Assets:** \$73,334,335

**EIN:** 20-2543857

**SIC Code:** 5171

**Auditor:** Mantyla McReynolds LLC

### **Bankruptcy Case Summary**

**Bankruptcy Date:** 12-20-16

**Case Number:** 16-43711

**Action Type:** 11

**District:** Minnesota

**Filing City:** Minneapolis, MN

**Judge:** Michael E. Ridgway

### **Counsel for Debtor**

Ravich, Meyer, Kirkman, McGrath,  
Nauman & Tansey, P.A.

Michael McGrath

150 South Fifth Street, Suite 3450

Minneapolis, MN 55402

612 332-8511

### **Company Officers**

Gabriel G. Claypool, President & C.O.O.

Craig M. McKenzie, C.E.O.

Marty Beskow, C.F.O.

Timothy R. Brady, C.F.O. (Former)

### **Company Description**

Dakota Plains Holdings, Inc., an integrated midstream energy company, owns, develops and operates transloading facility in Mountrail County, North Dakota. It operates the Pioneer Terminal, which transloads crude oil and related products in the Williston Basin. The Company's services comprise outbound crude oil storage, logistics and rail transportation; and inbound fracturing sand logistics.

### **Company Securities**

Common Stock (Ticker/CUSIP: DAKP); 55,180,201 shares outstanding as of March 10, 2016

### **Common Stock Ownership**

Lone Star Value Investors LP, et al., 11.0%; North Star Partners, L.P. et al., 8.9%; Craig M. McKenzie, 1.2%; Gabriel G. Claypool, 1.3%; All Directors and Current Executive Officers as a Group (7 Persons), 3.4%.

(Public Filings continued on P. 30)

**PUBLIC FILINGS** *CONTINUED***MODULAR SPACE CORPORATION****Business:** Provides Temp. Buildings & Storage**Address**1200 Swedesford Road  
Berwyn, PA 19312  
610 232-1200**Employees:** 680**Assets:** \$1,318,600,000**EIN:** 54-1375284**SIC Code:** 7359**Bankruptcy Case Summary****Bankruptcy Date:** 12-21-16**Case Number:** 16-12825**Action Type:** 11**District:** Delaware**Filing City:** Wilmington, DE**Judge:** Kevin J. Carey**Counsel for Debtor**

Young Conaway Stargatt &amp; Taylor, LLP

Pauline K. Morgan

1000 North King Street

Wilmington, DE 19801

302 571-6707

**Company Officers**

Charles R. Paquin, C.E.O. &amp; President

W. Craig Burns, C.F.O.

**Company Description**

Modular Space Corporation, doing business as ModSpace, provides temporary and permanent modular buildings and storage containers. The Company offers office trailers, designer series buildings, ground-level offices, portable storage solutions, classrooms, modular complexes, fiberglass enclosures, new custom buildings and emergency spaces. It also provides steps, decks and ramps; furniture; insurance services, which include optional commercial general liability and damage waiver options; communications, such as pre-wiring for voice and data; plug and play services, which include utility hookups, HVAC, bottled water delivery and more; and turnkey services, including project management, design/build and financing options. It serves commercial, construction, education, government, healthcare, industrial/energy, special events, disaster relief and sports and entertainment industries. Modular Space Corporation was formerly known as Resun Leasing, Inc. and changed its name to Modular Space Corporation in April 2007. Modular Space Corporation is a wholly-owned subsidiary of Modular Space Holdings, Inc.

**Company Securities**

10 1/4% 2nd Lien Secured Notes due 2019; \$375,000,000 outstanding

**Common Stock**

Not publicly traded

## BUSINESS BANKRUPTCY FILINGS

This data offers a snapshot of some of the Chapter 7 and 11 bankruptcy filings that have occurred since the prior reporting period for which the petitioning company has a minimum of 20 employees and at least \$2.5 million in sales. Additional recent business bankruptcies are detailed on BankruptcyData.com's filing feed.

### Alaska

**Sea Marita Corporation**, 1340 Rudakof Circle, Anchorage, AK 99508

Date: 12/21/2016 | Chapter: 7 | Case #: 16-00395

Industry: Sporting & Athletic Goods | Employees: 20-49 | Sales: \$2.5 Million To \$5 Million

### Delaware

**Modular Space Corporation\***, 1200 Swedesford Road, Berwyn, PA 19312

Date: 12/21/2016 | Chapter: 11 | Case #: 16-12825

Industry: Equipment Rental & Leasing | Employees: 500-999 | Sales: \$100 Million To \$500 Million

### Iowa - Southern

**Central Iowa Healthcare**, 3 South 4th Avenue, Marshalltown, IA 50158

Date: 12/20/2016 | Chapter: 11 | Case #: 16-02438

Industry: Medical & Surgical Hospitals | Employees: 100-249 | Sales: \$20 Million To \$50 Million

### Maryland

**The Kane Company\***, 6500 Kane Way, Elkridge, MD 21075

Date: 12/22/2016 | Chapter: 7 | Case #: 16-26665

Industry: Trucking | Employees: 1,000-4,999 | Sales: \$50 Million To \$100 Million

### Minnesota

**Dakota Plains Holdings, Inc.**, 294 Grove Lane East, Wayzata, MN 55391

Date: 12/20/2016 | Chapter: 11 | Case #: 16-43711

Industry: Investors | Employees: 20-49 | Sales: \$20 Million To \$50 Million

### Pennsylvania - Western

**Abeck Electrical Contractors Inc.**, 1111 Airbrake Ave. P.O. Box 336, Wilmerding, PA , 15148

Date: 12/24/2016 | Chapter: 7 | Case #: 16-24749

Industry: Electrical Work | Employees: 20-49 | Sales: \$2.5 Million To \$5 Million

### Puerto Rico

**Mini Master Concrete Services Inc.**, P.O. Box 2409, Toa Baja, PR 00951

Date: 12/22/2016 | Chapter: 11 | Case #: 16-09956

Industry: Concrete Products | Employees: 20-49 | Sales: \$10 Million To \$20 Million

### Texas - Northern

**Dependable Auto Shippers Inc.**, 3020 E. Highway 80, Mesquite, TX 75149

Date: 12/21/2016 | Chapter: 11 | Case #: 16-34855

Industry: Trucking & Courier Services | Employees: 50-99 | Sales: \$10 Million To \$20 Million

### Texas - Southern

**Skyline Ems Inc.**, 310 East Main Blvd. PMB 213, Alton, TX 78573

Date: 12/24/2016 | Chapter: 11 | Case #: 16-70551

Industry: Health & Allied Services | Employees: 20-49 | Sales: \$2.5 Million To \$5 Million

\* Indicates more than one affiliated Debtor meets criteria.

BANKRUPTCY WEEK is published weekly by New Generation Research: 1212 Hancock Street, Quincy, MA 02169

**Publisher**: George Putnam, III **Senior Editor**: Brandy Chetsas **Data Editor**: Kerry Mastroianni

**Bankruptcy Week** subscribers also receive a subscription to [www.BankruptcyData.com](http://www.BankruptcyData.com). Other publications from New Generation Research, Inc. include **The Distressed Company Alert**, a weekly publication identifying companies experiencing financial distress; **The Bankruptcy Yearbook and Almanac**, an annual compendium of bankruptcy information and **The Turnaround Letter**, a monthly investment newsletter.

## Bankruptcy Week Index

<u>Company</u>	<u>Bankruptcy Date</u>	<u>Case Number</u>	<u>Filing District</u>	<u>Judge</u>	<u>Attorney</u>
4Licensing Corporation (2016)	09/21/16	16-11714	Oklahoma - Northern	Terrence L. Michael	Tomlins & Peters, PLLC
Abengoa Bioenergy US Holdings, LLC	02/24/16	16-41161	Missouri - Eastern	Kathy A. Surratt-States	Armstrong Teasdale LLP
Aeropostale, Inc.	05/04/16	16-11275	New York - Southern	Sean H. Lane	Weil, Gotshal & Manges LLP
American Gilsonite Company, Inc.	10/24/16	16-12316	Delaware	Christopher S. Sontchi	Richards, Layton & Finger, P.A.
Atna Resources Ltd.	11/18/15	15-22848	Colorado	Sidney Brooks	Squire Patton & Boggs
Aztec Oil & Gas, Inc.	04/13/16	16-31895	Texas - Southern	David R. Jones	Christian, Smith & Jewell, LLP
BioNitrogen Holdings, Corp.	11/03/15	15-29505	Florida - Southern	Robert A. Mark	Ehrenstein Charbonneau Calderin
Breitbart Energy Partners LP	05/15/16	16-11390	New York - Southern	Stuart M. Bernstein	Weil, Gotshal & Manges LLP
C&J Energy Services Ltd.	07/20/16	16-33590	Texas - Southern	Marvin Isgur	Kirkland & Ellis LLP
Caesars Entertainment Operating Company, Inc.	01/15/15	15-01145	Illinois - Northern	Benjamin Goldgar	Kirkland & Ellis LLP
Cal Dive International, Inc.	03/03/15	15-10458	Delaware	Christopher S. Sontchi	Richards, Layton & Finger, P.A.
Chaparral Energy, Inc.	05/09/16	16-11144	Delaware	Laurie Selber Silverstein	Richards, Layton & Finger, P.A.
CHC Group Ltd.	05/05/16	16-31854	Texas - Northern	Stacey G. Jernigan	Weil, Gotshal & Manges LLP
China Fishery Group Limited	06/30/16	16-11895	New York - Southern	James L. Garrity Jr.	Meyer, Suozzi, English & Klein P.C.
Constellation Enterprises, LLC	05/16/16	16-11213	Delaware	Christopher S. Sontchi	Richards, Layton & Finger, P.A.
Core Resource Management, Inc.	06/13/16	16-06712	Arizona	Brenda K. Martin	Hauf Law, PLC
Corporate Resource Services, Inc.	07/23/15	15-12329	New York - Southern	Martin Glenn	Gellert Scali Busenkell & Brown LLC
Cosi, Inc.	09/28/16	16-13704	Massachusetts	Melvin S. Hoffman	Mirick, O'Connell, DeMallie & Lougee, LLP
Dakota Plains Holdings, Inc.	12/20/16	16-43711	Minnesota	Michael E. Ridgway	Ravich, Meyer, Kirkman, McGrath, Nauman & Tansey, P.A.
DirectBuy Holdings, Inc.	11/01/16	16-12435	Delaware	Christopher S. Sontchi	Cole Schotz P.C.
Emerald Oil, Inc.	03/22/16	16-10704	Delaware	Kevin Gross	Pachulski Stang Ziehl & Jones LLP
Energy Future Holdings Corp.	04/29/14	14-10979	Delaware	Christopher S. Sontchi	Richards, Layton & Finger, P.A.
Energy XXI Ltd	04/14/16	16-31928	Texas - Southern	David R. Jones	Vinson & Elkins LLP
Erickson Incorporated	11/08/16	16-34393	Texas - Northern	Barbara J. Houser	Haynes and Boone, LLP
Escalera Resources Co.	11/05/15	15-22395	Colorado	Thomas B. McNamara	Onsager Guyerson Fletcher Johnson
ESP Resources, Inc.	03/10/16	16-60020	Texas - Southern	David R. Jones	Hoover Slovacek LLP
Golfsmith International Holdings, Inc.	09/14/16	16-12033	Delaware	Laurie Selber Silverstein	Richards, Layton & Finger, P.A.
GreenHunter Resources, Inc.	03/01/16	16-40956	Texas - Northern	Russell F. Nelms	Singer & Levick, P.C.
Hampshire Group, Limited	11/23/16	16-12634	Delaware	Laurie Selber Silverstein	Blank Rome LLP
Hancock Fabrics, Inc. (2016)	02/02/16	16-10296	Delaware	Brendan Linehan Shannon	Richards, Layton & Finger, P.A.
Illinois Power Generating Company	12/09/16	16-36326	Texas - Southern	Marvin Isgur	Andrews Kurth Kenyon LLP
Implant Sciences Corporation	10/10/16	16-12238	Delaware	Brendan Linehan Shannon	Young Conaway Stargatt & Taylor, LLP
International Shipholding Corporation	08/01/16	16-12220	New York - Southern	Stuart M. Bernstein	Akin Gump Strauss Hauer & Feld LLP
Kid Brands, Inc.	06/18/14	14-22582	New Jersey	Donald H. Streckroth	Lowenstein Sandler PC
LINN Energy, LLC	05/11/16	16-60040	Texas - Southern	David R. Jones	Jackson Walker L.L.P.
Magnetation LLC	05/05/15	15-50307	Minnesota	Gregory F. Kishel	Fredrikson & Byron, P.A.
Midway Gold Corp.	06/22/15	15-16836	Colorado	Michael E. Romero	Sender Wasserman Wadsworth, P.C.
MIG, LLC (dba Metromedia International Group) (2014)	06/30/14	14-11605	Delaware	Kevin Gross	Greenberg Traurig, LLP
Modular Space Corporation	12/21/16	16-12825	Delaware	Kevin J. Carey	Young Conaway Stargatt & Taylor, LLP
Multimedia Platforms, Inc.	10/04/16	16-23603	Florida - Southern	Raymond B. Ray	Seese, P.A.
NephroGenex, Inc.	04/30/16	16-11074	Delaware	Kevin Gross	Cole Schotz P.C.
Nortel Networks, Inc.	01/14/09	09-10138	Delaware	Kevin Gross	Morris, Nichols, Arsht & Tunnell LLP
Novation Companies, Inc.	07/20/16	16-19745	Maryland	David E. Rice	Shapiro Sher Guinot & Sandler, P.A.
Optima Specialty Steel, Inc.	12/15/16	16-12789	Wilmington	Kevin J. Carey	Greenberg Traurig, LLP
Pacific WebWorks, Inc.	02/23/16	16-21223	Utah	William T. Thurman	Cohne Kinghorn P.C.
Paragon Offshore plc	02/14/16	16-10386	Delaware	Christopher S. Sontchi	Richards, Layton & Finger, P.A.
Peabody Energy Corporation	04/13/16	16-42529	Missouri - Eastern	Barry S. Schermer	Armstrong Teasdale LLP
Performance Sports Group Ltd.	10/31/16	16-12373	Delaware	Kevin J. Carey	Young Conaway Stargatt & Taylor, LLP
Perseon Corporation	05/23/16	16-24435	Utah	R. Kimball Mosier	Dorsey & Whitney LLP
PostRock Energy Corporation	04/01/16	16-11230	Oklahoma - Western	Sarah A. Hall	Crowe & Dunlevy, PC
Premier Exhibitions, Inc.	06/14/16	16-02232	Florida - Middle	Paul M. Glenn	Nelson Mullins Riley & Scarborough LLP
Quantum Fuel Systems Technologies Worldwide, Inc.	03/22/16	16-11202	California - Central	Mark S. Wallace	Foley & Lardner LLP
Red Mountain Resources, Inc.	03/08/16	16-30988	Texas - Northern	Harlin DeWayne Hale	Spector & Johnson, PLLC
Republic Airways Holdings Inc.	02/25/16	16-10429	New York - Southern	Sean H. Lane	Zirinsky Law Partners PLLC
Sable Natural Resources Corporation	11/11/16	16-34422	Texas - Northern	Barbara J. Houser	Joyce W. Lindauer Attorney, PLLC
Samson Resources Corporation	09/16/15	15-11934	Delaware	Christopher S. Sontchi	Klehr Harrison Harvey Branzberg LLP
ScrapsAmerica, Inc.	09/07/16	16-11991	Delaware	Laurie Selber Silverstein	Ciardi Ciardi & Astin, P.C.
Stone Energy Corporation	12/14/16	16-36390	Texas - Southern	Marvin Isgur	Porter Hedges LLP
STW Resources Holding Corp (2016)	08/02/16	16-33121	Texas - Northern	Barbara J. Houser	DeMarco Mitchell, PLLC
SunEdison, Inc.	04/21/16	16-10992	New York - Southern	Stuart M. Bernstein	Skadden, Arps, Slate, Meagher & Flom LLP
Thornburg Mortgage, Inc.	05/01/09	09-17787	Maryland	Duncan W. Keir	Venable LLP
Triad Guaranty Inc.	06/03/13	13-11452	Delaware	Mary F. Walrath	Womble Carlyle Sandridge & Rice LLP
Triangle USA Petroleum Corporation	06/29/16	16-11566	Delaware	Mary F. Walrath	Skadden, Arps, Slate, Meagher & Flom LLP
UCI Holdings Limited (UCI International, LLC)	06/02/16	16-11354	Delaware	Mary F. Walrath	Young Conaway Stargatt & Taylor, LLP
Ultra Petroleum Corp.	04/29/16	16-32202	Texas - Southern	Marvin Isgur	Jackson Walker, L.L.P.
Violin Memory, Inc.	12/14/16	16-12782	Delaware	Laurie Selber Silverstein	Bayard, P.A.
Walter Energy, Inc.	07/15/15	15-02741	Alabama - Northern	Tamara O. Mitchell	Bradley Arant Boulton Cummings LLP
Westech Capital Corp.	03/14/16	16-10300	Texas - Western	Tony M. Davis	Strasburger & Price, L.L.C.
Xtera Communications, Inc.	11/15/16	16-12577	Delaware	Kevin J. Carey	DLA Piper LLP (US)