

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

In re:)	
)	Chapter 15
ABENGOA, S.A., <i>et al.</i> , ¹)	
)	Case No. 16-10754 (KJC)
)	
Debtors in a Foreign Proceeding.)	(Joint Administration Requested)
)	

**ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE OF
HEARING ON CHAPTER 15 PETITION AND RECOGNITION
AND RELATED RELIEF**

Upon consideration of the *Motion for Order Specifying Form and Manner of Service of Notice of Hearing on Chapter 15 Petition and Recognition and Related Relief* (the “**Motion**”), filed by Christopher Morris, in his capacity as the duly authorized foreign representative (the “**Foreign Representative**”) of foreign debtors, Abengoa, S.A. and its related subsidiaries and affiliates (the “**Foreign Debtors**”), in a foreign proceeding (the “**Spanish Proceeding**”) pending in the Commercial Court in Seville, Spain (the “**Spanish Court**”), requesting the entry of an order pursuant to sections 1514, 1515, and 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2002, 9007, 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), (a) approving the form of notice annexed hereto (the

¹ The last four digits of the Employer Identification Number or Spanish Tax Number, as appropriate, for each debtor follow in parentheses: Abengoa, S.A. (7844); Abeinsa Asset Management, S.L. (formerly Abener Inversiones, S.L.) (4597); Abeinsa Inversiones Latam, S.L. (formerly Dimange Inversiones 2009, S.L.) (9680); Abeinsa, Ingeniería Y Construcción Industrial, S.A. (1355); Abencor Suministros S.A. (9461); Negocios Industriales Y Comerciales, S.A. (5977); Abener Energía, S.A. (1759); Abengoa Bioenergía, S.A. (3249); Abeinsa Infraestructuras Medio Ambiente, S.A. (formerly Befesa Agua) (0792); Abengoa Finance, S.A. (0266); Abengoa Concessions, S.L. (8044); Abengoa Solar España, S.A. (formerly Solúcar Energía, S.A.) (5314); Abengoa Solar New Technologies S.A. (formerly Solúcar, Investigación y Desarrollo (Solúcar, R&D), S.A.) (2116); Abentel Telecomunicaciones, S.A. (0178); Asa Desulfuración, S.A. (formerly Befesa Desulfuración, S.A.) (0823); Bioetanol Galicia, S.A. (2146); Ecoagrícola, S.A. (1986); Instalaciones Inabensa, S.A. (2466); Europea de Construcciones Metálicas, S.A. (1303); Siema Technologies, S.L. (formerly Telvent Corporation) (3340); Teyma, Gestión De Contratos De Construcción E Ingeniería, S.A. (5852); Abengoa Water, S.L. (formerly Befesa Water Projects S.L) (6958); Abengoa Solar S.A. (formerly Solúcar Solar) (9982); Abengoa Greenfield S.A.U. (3677); Abengoa Greenbridge, S.A.U. (8452).

“Notice”) and (b) approving the manner of service of the Notice; and upon consideration of *Verified Petition Under Chapter 15 for Order and Final Decree Granting Recognition of Foreign Main Proceedings and Permanent Injunctive and Other Related Relief* (the “**Petition**”) filed today. The Foreign Representative incorporates by reference the Petition, the *Declaration of R. Craig Martin Regarding Determination of Foreign Law* (“**Martin Declaration**”), and the *Declaration of Borja Fernandez de Troconiz in Support of Verified Petition Under Chapter 15 for Order and Final Decree Granting Recognition of Foreign Main Proceedings and Permanent Injunctive and Other Related Relief* (the “**Fernández Declaration**”), the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), venue is proper in this district pursuant to 28 U.S.C. § 1410(1) and (3), and these chapter 15 cases have been properly commenced by a duly appointed foreign representative, and due and sufficient notice of the Motion having been given, and it appearing that no other or further notice need be provided, and it appearing that the relief requested in the Motion is in the best interest of the Foreign Representative, the Foreign Debtors, and other parties in interest in these chapter 15 cases, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED to the extent provided herein;
2. The form of Notice attached to the Motion as **Exhibit B** is hereby approved.
3. The copies of the Notice will be served (a) by United States mail, first-class postage prepaid or by overnight courier on or before April 5, 2016, or within 5 business days of the entry of this Order on (i) the Office of the United States Trustee; (ii) all affiliates of

the Foreign Debtors that have bankruptcy proceedings pending in the United States as of the commencement of these chapter 15 cases; (iii) all parties to any litigation in which any of the Foreign Debtors is a party and that is pending in the United States as of the commencement of these chapter 15 cases; (iv) all known creditors and all other parties against whom relief is sought (or upon their counsel) with addresses in the United States or with foreign addresses and (b) by publication of the Notice in *The Wall Street Journal* (Global Edition) within ten (10) business days of the entry of this Order.

4. Service of the Notice as provided herein constitute adequate due and sufficient notice and service on all interested parties.

5. Prior to mailing the Notice, the Foreign Representative may fill in any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provision of this Order and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.

6. Subsequent notices shall be served in accordance with Rule 2002 of the Bankruptcy Code or as otherwise required by the Bankruptcy Code and Bankruptcy Rules.

7. If any party files a notice of appearance in this case, the Foreign Representative shall serve the Notice and any subsequent notices upon such party within three (3) days of the filing of such notice of appearance to the extent that such documents have not already been served on such party or its counsel.

8. Motions, answers, or objections, if any, in response to the Notice must be in writing and set forth the basis therefor and be (a) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware, 19801 and (b) served upon counsel for the Foreign Representative, DLA Piper LLP (US), 1201 North Market Street, Wilmington, DE

19801, Attn: R. Craig Martin and 203 N. LaSalle, Suite 1900, Chicago, Illinois 60010, Attn: Richard Chesley, so as to be received on or before April 20, 2016, at 4:00 p.m. EDT (*i.e.* seven (7) days prior to the Recognition Hearing).

9. The requirement of section 1514(c) of the Bankruptcy Code regarding notification of foreign creditors is hereby waived.

10. The summons requirement of Bankruptcy Rule 1011(b) does not apply to this proceeding.

11. Notwithstanding any applicability of any Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

13. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: March 31, 2016
Wilmington, Delaware

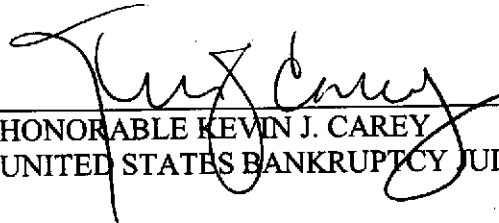

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

(Proposed Notice)

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

In re:)	
)	Chapter 15
ABENGOA, S.A., <i>et al.</i> , ¹)	
)	Case No. 16-10754 (KJC)
Debtors in a Foreign Proceeding.)	(Joint Administration Requested)
)	

**NOTICE OF FILING OF A VERIFIED PETITION UNDER
CHAPTER 15 OF THE UNITED STATES BANKRUPTCY, EMERGENCY MOTION
FOR PROVISIONAL RELIEF, AND RELATED DOCUMENTS**

PLEASE TAKE NOTICE THAT ON MARCH 28, 2016, (the “**Petition Date**”), Christopher Morris, in his capacity as the foreign representative (the “**Foreign Representative**”) of foreign debtors, Abengoa, S.A. and its related subsidiaries and affiliates (the “**Foreign Debtors**”) in a foreign proceeding (the “**Spanish Proceeding**”) pending in the Mercantile Court in Seville, Spain (the “**Spanish Court**”), filed a *Verified Petition Under Chapter 15 for Order and Final Decree Granting Recognition of Foreign Main Proceedings and Permanent Injunctive and Other Related Relief* (the “**Petition**”) under chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”) commencing these proceedings in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) ancillary to the Spanish Proceeding and seeking recognition of the Spanish Proceeding as a foreign main proceeding within the meaning of chapter 15 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that on the same day, the Foreign Representative filed an *Emergency Motion for Provisional Relief*.

PLEASE TAKE FURTHER NOTICE that on April __ 2016, the Bankruptcy Court entered an order on the *Emergency Motion for Provisional Relief*, granting the provisional relief thereby, among other things, staying commencement or continuation of any legal proceeding or action against the Foreign Debtors, entrusting the Foreign Debtors with the administration and

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realization of all of the Foreign Debtors' assets located in the United States, prohibiting the right or power to transfer, encumber, or otherwise dispose of any assets of the Foreign Debtors except by the Foreign Debtors, and granting the Foreign Representative on an interim basis, subject to a final hearing, certain rights, powers, protections, privileges, and immunities of a trustee in a bankruptcy in the United States.

PLEASE TAKE FURTHER NOTICE that copies of the Petition and related filings in this case are available (i) on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <http://www.ecf.deb.uscourts.gov> (a PACER login and password are required) or (ii) upon written request (including by e-mail) to counsel to the Foreign Representative: DLA Piper LLP (US), 1201 North Market Street, Wilmington, DE 19801, Attn: R Craig Martin or craig.martin@dlapiper.com.

PLEASE TAKE FURTHER NOTICE that on April __, 2016, the Bankruptcy Court entered an Order scheduling a hearing on the Petition and recognition of the Spanish Proceeding as a foreign main proceeding for ____, 2016 at __: __.m. (EDT) before the Honorable Kevin J. Carey in Courtroom 5 of the United States Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 (the "**Recognition Hearing**").

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a motion, answer, or objection to the Petition must do so pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure, and such motion, answer, or objection shall be made in writing and describe the basis therefore. Such responses must (i) be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801 and (ii) be served upon counsel to the Foreign Representative, DLA Piper LLP (US), 1201 North Market Street, Wilmington, DE 19801, Attn: R. Craig Martin and 203 N. LaSalle, Suite 1900, Chicago, Illinois 60010, Attn: Richard Chesley, so as to be received on or before April __, 2016 at 4:00 p.m. (EDT).

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Petition or the Foreign Representative's request for relief must appear at the Recognition Hearing at the time and place set forth above, which may be adjourned from time to time. If the Recognition Hearing is adjourned, the notice of the adjournment and the new date and time of the rescheduled Recognition Hearing will be provided via United States mail, first-class postage prepaid, or by overnight courier.

PLEASE TAKE FURTHER NOTICE that no time period or place for the filing of proofs of claim has been established and creditors need not file proofs of claim at this time.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
March [], 2016

Respectfully submitted,

DLA PIPER LLP (US)

By: _____

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