

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

In re:  VENOCO, LLC, <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 17-10828 (KG)  (Jointly Administered)
EUGENE DAVIS, in his capacity as Liquidating Trustee of the Venoco Liquidating Trust,  Plaintiff,  v.  STATE OF CALIFORNIA, and CALIFORNIA STATE LANDS COMMISSION,  Defendants.	Adv. Proc. No. 18-50908 (KG)

**NOTICE OF AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON NOVEMBER 30, 2018 AT 2:00 P.M. (EASTERN TIME)<sup>3</sup>**

**ADJOURNED MATTERS**

1. Motion Of Diligent Corporation For Allowance And Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b)(1) (D.I. 1053, Filed 10/29/18).

Objection Deadline: November 12, 2018 at 4:00 p.m. (ET). The parties have agreed that the deadline for the Liquidating Trustee to object to the Motion is extended pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

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<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Venoco, LLC (3555); TexCal Energy (LP) LLC (0806); Whittier Pipeline Corporation (1560); TexCal Energy (GP) LLC (0808); Ellwood Pipeline, Inc. (5631); and TexCal Energy South Texas, L.P. (0812) (collectively, the "Debtors"). The mailing address for the Venoco Liquidating Trust, for purposes of these chapter 11 cases, is: 5 Canoe Brook Drive, Livingston, NJ 07039.

<sup>2</sup> **Modification to the Notice of Agenda of Matters are indicated in bold text.**

<sup>3</sup> The hearing will be held at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom 3, Wilmington, Delaware 19801.

Responses Received: None.

Related Pleadings: None.

Status: The hearing on this Motion has been adjourned to a date to be determined pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

2. The United States Of America's Motion For Allowance And Payment Of Administrative Expense Claims Pursuant To 11 U.S.C. § 503 For Unpaid Royalties (D.I. 1058, Filed 10/30/18).

Objection Deadline: November 16, 2018 at 4:00 p.m. (ET). The parties have agreed that the deadline for the Liquidating Trustee to object to the Motion is extended pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

Responses Received: None.

Related Pleadings:

- a) Notice Of The United States Of America's Motion For Allowance And Payment Of Administrative Expense Claims Pursuant To 11 U.S.C. § 503 For Unpaid Royalties (D.I. 1068, Filed 11/2/18).

Status: The hearing on this Motion has been adjourned to a date to be determined pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

3. Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen (I) Allowance And Payment Of An Administrative Expense Claim For Surety Bond Premiums Pursuant To 11 U.S.C. §§ 503(a) And 503(b)(1)(A) And (II) Such Other Or Further Related Relief (D.I. 1060, Filed 10/31/18).

Objection Deadline: November 14, 2018 at 4:00 p.m. (ET). The parties have agreed that the deadline for the Liquidating Trustee to object to the Motion is extended pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

Responses Received: None.

Related Pleadings:

- a) Declaration Of Robert K. Grennan In Support Of The Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen (I) Allowance And Payment Of An Administrative Expense Claim For Surety Bond Premiums Pursuant To 11 U.S.C. §§ 503(a) And 503(b)(1)(A) And (II) Such Other Or Further Related Relief (D.I. 1061, Filed 10/31/18).

Status: The hearing on this Motion has been adjourned to a date to be determined pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

4. U.S. Specialty Insurance Company And Its Affiliates' Motion For The Entry Of An Order Allowing And Directing Payment Of An Administrative Expense (D.I. 1062, Filed 10/31/18).

Objection Deadline: November 14, 2018 at 4:00 p.m. (ET). The parties have agreed that the deadline for the Liquidating Trustee to object to the Motion is extended pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

Responses Received: None.

Related Pleadings: None.

Status: The hearing on this Motion has been adjourned to a date to be determined pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

5. California State Lands Commission's Assertion Of Administrative Expense Claim And Reservation Of Setoff Rights (D.I. 1063, Filed 10/31/18).

Objection Deadline: November 15, 2018 at 4:00 p.m. (ET). The parties have agreed that the deadline for the Liquidating Trustee to object to the Motion is extended pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

Responses Received: None.

Related Pleadings:

- a) Notice Of (I) California State Lands Commission's Assertion and Reservation Of Administrative-Expense Claim For Purposes Of Setoff Rights; And (II) Proposed Order On California State Lands Commission's Assertion And Reservation Of Administrative-Expense Setoff Rights (D.I. 1066, Filed 11/1/18).

Status: The hearing on this Motion has been adjourned to a date to be determined pursuant to the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation Proposed by the Debtors*.

ADVERSARY PROCEEDING

Eugene Davis v. State Of California and California State Lands Commission (Adv. Pro. No. 18-50908).

6. Motion For Entry Of An Order Expediting The Adversary Proceeding Pursuant To Plaintiff's Proposed Litigation Schedule (A.D.I. 2, Filed 10/16/18).

Objection Deadline: November 16, 2018 at 4:00 p.m. (ET).

Responses Received:

- a) Objection Of California State Lands Commission To Plaintiff's Motion To Expedite Adversary Proceeding (A.D.I. 7, Filed 11/15/18);
- b) State Of California's Joinder In California State Land Commission's Objection To Motion To Expedite Adversary Proceeding (A.D.I. 11, Filed 11/15/18); and
- c) Plaintiff's Reply To Objections Of California State Lands Commission And State Of California To Plaintiff's Motion To Expedite (A.D.I. 15, Filed 11/26/18).

Related Pleadings:

- a) Plaintiff's Original Complaint For Inverse Condemnation (A.D.I. 1, Filed 10/16/18);
- b) Summons And Notice Of Pretrial Conference In An Adversary Proceeding (A.D.I. 3, Filed 10/16/18);
- c) Certificate Of Service (A.D.I. 5, Filed 10/19/18);
- d) California State Lands Commission's Motion To Dismiss (A.D.I. 8, Filed 11/15/18);
- e) California State Lands Commission's Brief In Support Of Motion To Dismiss (A.D.I. 9, Filed 11/15/18);
- f) State Of California's Brief In Support Of Motion To Dismiss Adversary Complaint (Fed. R. Civ. P. 12(b)(6)); Joinder In Brief Of The California State Lands Commission (A.D.I. 10, Filed 11/15/18);

- g) State Of California's Motion To Dismiss (A.D.I. 12, Filed 11/15/18); and
- h) **Plaintiff's Answering Brief in Opposition to Defendants' Motions to Dismiss Complaint for Inverse Condemnation (A.D.I. 18, Filed 11/29/2018).**

Status: The hearing on the Plaintiff's Motion to Expedite is going forward. Oral argument on the motions to dismiss is not scheduled for this hearing.

FEE APPLICATIONS

- 7. Final fee application hearing.

Responses Received: None.

Related Pleadings: See attached Exhibit A.

Status: **Orders have been entered approving the fee applications.**

Dated: November 30, 2018  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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**EXHIBIT A**

**VENOCO, LLC, et al.**

**Bankruptcy Case No. 17-10828 (KG)**

**Summary of Fees and Expenses for the Final Fee Applications**

**Hearing Date: November 30, 2018 at 2:00 p.m. (ET)**

**Debtor Professionals**

**Bracewell LLP**

- A. Final Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From April 17, 2017 Through October 1, 2018 (D.I. 1049, Filed 10/26/18).

**Remaining Unapproved Fee Applications:**

1. Sixteenth Monthly Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From August 1, 2018 Through August 31, 2018 (D.I. 1011, Filed 9/17/18);
2. Certificate Of No Objection Regarding Sixteenth Monthly Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From August 1, 2018 Through August 31, 2018 (D.I. 1029, Filed 10/9/18);
3. Seventeenth Monthly Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From September 1, 2018 Through October 1, 2018 (D.I. 1036, Filed 10/18/18);
4. Certificate Of No Objection Regarding Seventeenth Monthly Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From September 1, 2018 Through October 1, 2018 (D.I. 1072, Filed 11/9/18);
5. Certificate Of No Objection Regarding Final Fee And Expense Application Of Bracewell LLP For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors From April 17, 2017 Through October 1, 2018 (D.I. 1078, Filed 11/16/18).

**Morris, Nichols, Arsht & Tunnell LLP**

- B. Final Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Final Compensation And For Final Reimbursement Of All Actual And Necessary Expenses Incurred For The Period April 17, 2017 Through October 1, 2018 (D.I. 1048, Filed 10/26/18).

Remaining Unapproved Fee Applications:

1. Sixteenth Monthly Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period August 1, 2018 Through August 31, 2018 (D.I. 1023, Filed 10/1/18);
2. Certificate Of No Objection Regarding Sixteenth Monthly Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period August 1, 2018 Through August 31, 2018 (D.I. 1042, Filed 10/23/18);
3. Seventeenth Monthly Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period September 1, 2018 Through October 1, 2018 (D.I. 1044, Filed 10/24/18);
4. Certificate Of No Objection Regarding Seventeenth Monthly Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period September 1, 2018 Through October 1, 2018 (D.I. 1076, Filed 11/15/18); and
5. Certificate Of No Objection Regarding Final Application Of Morris, Nichols, Arsht & Tunnell LLP, As Delaware Bankruptcy Co-Counsel For The Debtors, For Allowance Of Final Compensation And For Final Reimbursement Of All Actual And Necessary Expenses Incurred For The Period April 17, 2017 Through October 1, 2018 (D.I. 1079, Filed 11/16/18).

Ernst & Young LLP

- C. Second Interim And Final Application Of Ernst & Young LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Tax Services Provider For The Debtors And Debtors-In-Possession For The Period From April 17, 2017 Through October 1, 2018 (D.I. 1050, Filed 10/26/18).

Related Pleadings:

1. Certificate Of No Objection Regarding Second Interim And Final Application Of Ernst & Young LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Tax Services Provider For The Debtors And Debtors-In-



Possession For The Period From April 17, 2017 Through October 1, 2018 (D.I. 1080, Filed 11/16/18).

Prime Clerk LLC

- D. Combined Monthly And Final Fee Application of Prime Clerk LLC, Administrative Advisor To The Debtors, For Compensation For Services And Reimbursement Of Expenses For (I) The Combined Monthly Period From June 1, 2018 Through October 1, 2018, And (II) The Final Period From April 17, 2017 Through October 1, 2018 (D.I. 1045, Filed 10/26/18).

Related Pleadings:

1. Notice Of Proposed Order Granting Combined Monthly And Final Fee Application of Prime Clerk LLC, Administrative Advisor To The Debtors, For Compensation For Services And Reimbursement Of Expenses For (I) The Combined Monthly Period From June 1, 2018 Through October 1, 2018, And (II) The Final Period From April 17, 2017 Through October 1, 2018 (D.I. 1054, Filed 10/30/18);
2. Amended Notice Of Combined Monthly And Final Fee Application of Prime Clerk LLC, Administrative Advisor To The Debtors, For Compensation For Services And Reimbursement Of Expenses For (I) The Combined Monthly Period From June 1, 2018 Through October 1, 2018, And (II) The Final Period From April 17, 2017 Through October 1, 2018 (D.I. 1056, Filed 10/30/18);
3. Amended Notice Of Proposed Order Granting Combined Monthly And Final Fee Application of Prime Clerk LLC, Administrative Advisor To The Debtors, For Compensation For Services And Reimbursement Of Expenses For (I) The Combined Monthly Period From June 1, 2018 Through October 1, 2018, And (II) The Final Period From April 17, 2017 Through October 1, 2018 (D.I. 1057, Filed 10/30/18); and
4. Certificate Of No Objection Regarding Combined Monthly And Final Fee Application of Prime Clerk LLC, Administrative Advisor To The Debtors, For Compensation For Services And Reimbursement Of Expenses For (I) The Combined Monthly Period From June 1, 2018 Through October 1, 2018, And (II) The Final Period From April 17, 2017 Through October 1, 2018 (D.I. 1085, Filed 11/19/18).